



AUSTRALIAN GOLDWING ASSOCIATION

2011 CONSTITUTION

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PART 1 PRELIMINARY

1 NAME

- (1) The name of the association is the Australian Goldwing Association.

2 AIMS AND OBJECTIVES

- (1) The Australian Goldwing Association is a non profit organisation that was established with the objective of providing an association for members who have the common bond of Honda Goldwing ownership.
- (2) The aim of the Australian Goldwing Association is to provide a means whereby its members can meet for companionship, social engagement, enjoyment, education, safety, recreation and the responsible pursuit of a common interest in motorcycling.

3 OFFICIAL LOGO

- (1) The official logo of the association is:



- (2) Use of the official logo of the association 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 association shall not be changed without the concurrence of 75% of the members present at a meeting called for that purpose and entitled under this constitution to vote, or after a motion to the annual general meeting.

4 DEFINITIONS

- (1) In this constitution:

Area Representative means the person elected by the members of a Chapter to be the principal officer of the Chapter.

Chapter means a chapter of the association established at any place as the National Committee may determine.

Chapter Committee means the committee of a Chapter formally elected as provided by this constitution for the conduct of the affairs of the Chapter.

committee member means a member of the National Committee, a Chapter Committee or a sub-committee of the association.

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

member means a person who has paid all monies due.

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

National Committee means the committee elected by the members at the annual general meeting for the management and control of the association and its funds.

National Secretary means:

- (a) the person holding office under this constitution as National Secretary of the association, or
- (b) if no such person holds that office — the Public Officer of the association.

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

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2009*.

- (2) In this constitution:

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

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

PART 2 MEMBERSHIP

5 MEMBERSHIP QUALIFICATIONS

- (1) A person is qualified to be a Full Member of the association if the person is a natural person who:
 - (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 association.
- (2) A person is qualified to be an Associate Member of the association if the person is a natural person who is the spouse of a Full Member of the association 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.
 - (a) only one Associate Member may be linked to a Full Member of the association at any one time.
- (3) 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.

6 LIFE MEMBERSHIP

- (1) Life membership may be granted to a member of the association who has rendered outstanding service to the association.
- (2) To be eligible for nomination as a Life Member of the association the nominee must have:
 - (a) been a Full Member and/or Associate Member of the association for a minimum period of ten (10) consecutive years at the time of being nominated,
 - (b) provided unpaid service to the association over a significant period of time well beyond that normally provided by a member of the association, and

- (c) consistently demonstrated a high level of commitment in helping the association achieve its aims and objectives.
- (3) Any two Members of the association may nominate another member of the association for life membership.
- (4) The nomination must be:
 - (a) in writing and provide details addressing the criteria in subclause (2) in support of the nominated member's service,
 - (b) signed by each of the Members making the nomination,
 - (c) sent by registered mail to the National Secretary, and
 - (d) delivered in an envelope that is postmarked not later than 31 December.
- (5) Where a nomination for life membership has been lodged in accordance with subclause (4) the National Committee must convene a committee meeting prior to the date set for the next annual general meeting.
 - (b) the National Secretary shall place the item "Life Membership" (without any details of the nominee) on the agenda of the meeting.
 - (c) the National Secretary shall make a copy of the nomination for life membership available to all National Committee members prior to the commencement of the meeting.
 - (d) National Committee members who are absent from the meeting shall have seven days after the date of the meeting to consider the life membership nomination and cast their vote with the presiding officer.
- (6) If all the votes cast by National Committee members are in favour of a nomination for life membership:
 - (a) the nominee shall be granted life membership with effect from the date of the next annual general meeting, and
 - (b) the National Secretary shall place the item "Life Membership" (without any details of the nominee) on the agenda of the next annual general meeting.

(7) Approval by the National Committee of a nomination for life membership may not be disclosed until the presiding member announces it at the next annual general meeting.

(a) a Full Member of the association who has been granted life membership shall retain all the rights and privileges of a Full Member but shall be absolved from the requirement to pay future membership fees.

(b) an Associate Member of the association who has been granted life membership shall retain all the rights and privileges of an Associate Member but shall be absolved from the requirement to pay future membership fees.

7 CESSATION OF MEMBERSHIP

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

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

8 MEMBERSHIP ENTITLEMENTS TRANSFERABLE

(1) In the event of the death of a Full Member of the association the Associate Member of that Full Member may:

- (a) continue to receive the benefits normally provided to the Full Member for the period for which the Full Member had paid their annual membership fees, and
- (b) at the conclusion of the period for which the Full Member had paid their annual membership fees, become a Full Member of the association.

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

9 RESIGNATION OF MEMBERSHIP

(1) A member of the association is not entitled to resign that membership except in accordance with this clause.

(2) A member of the association who has paid all amounts payable by the member to the association in respect of the member's

membership may resign from membership of the association by first giving to the National Secretary written notice of at least one month (or such other period as the National Committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

(3) If a member of the association ceases to be a member under subclause (2) and in every other case where a member ceases to hold membership, the National Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

10 REGISTER OF MEMBERS

(1) The National Secretary must establish and maintain a register of members of the association specifying the membership number, name and postal or residential address of each person who is a member of the association together with the date on which the person became a member.

(2) The register of members must be kept at the National Secretary's ordinary place of residence.

(3) The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.

(4) A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.

(5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.

(6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:

- (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
- (b) any other purpose necessary to comply with a requirement of *the Act* or *the Regulation*.

11 FEES AND SUBSCRIPTIONS

(1) A person must, on admission to membership, pay to the association a joining

fee of \$1 or, if some other amount is determined by the National Committee, that other amount.

- (2) In addition to any amount payable by the member under subclause (1), a member of the association must pay to the association an annual membership fee of \$2 or, if some other amount is determined by the National Committee, that other amount:

- (a) except as provided by subclause (b), before 31 July, or
- (b) if the member becomes a member on or after 31 July — on becoming a member and before 31 July in each succeeding calendar year.

12 MEMBERS' LIABILITIES

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

13 RESOLUTION OF DISPUTES

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

14 DISCIPLINING OF MEMBERS

- (1) A complaint may be made to the National Committee by any person that a member of the association:
- (a) has persistently refused or neglected to comply with a provision or provisions of this constitution, or
- (b) has persistently and wilfully acted in a manner prejudicial to the interests of the association.
- (2) On receiving such a complaint, the National Committee:
- (a) must cause notice of the complaint to be served on the member concerned,

(b) must give the member at least 14 days from the time the notice is served within which to make submissions to the National Committee in connection with the complaint, and

(c) must take into consideration any submissions made by the member in connection with the complaint.

- (3) The National Committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.

- (4) If the National Committee expels or suspends a member, the National Secretary must, within seven days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the National Committee for having taken that action and of the member's right of appeal under clause 15.

- (5) The expulsion or suspension does not take effect:

(a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or

(b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 15, whichever is the later.

15 RIGHT OF APPEAL OF DISCIPLINED MEMBER

- (1) A member may appeal to the association in general meeting against a resolution of the National Committee under clause 14, within seven days after notice of the resolution is served on the member, by lodging with the National Secretary a notice to that effect.

- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.

- (3) On receipt of a notice from a member under subclause (1), the National Secretary must notify the National Committee which is to convene a general meeting of the association to be held within 28 days after the date on which the National Secretary received the notice.

- (4) At a general meeting of the association convened under subclause (3):
 - (a) no business other than the question of the appeal is to be transacted,
 - (b) the National Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the association.

PART 3 THE NATIONAL COMMITTEE

16 POWERS OF THE NATIONAL COMMITTEE

- (1) Subject to *the Act, the Regulation*, this constitution and to any resolution passed by the association in general meeting, the National Committee:
 - (a) is to control and manage the affairs of the association,
 - (b) may exercise all such functions as may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association, and
 - (c) has power to perform all such acts and do all such things as appear to the National Committee to be necessary or desirable for the proper management of the affairs of the association.

17 CONSTITUTION AND MEMBERSHIP OF THE NATIONAL COMMITTEE

- (1) The National Committee is to consist of:
 - (a) the office-bearers of the association, and
 - (b) at least three ordinary committee members, each of whom is to be elected at the annual general meeting under clause 18.
- (2) The total number of National Committee members is to be 8.

- (3) The office-bearers of the association are as follows:
 - (a) the National President,
 - (b) the National Vice-President,
 - (c) the National Secretary,
 - (d) the National Treasurer, and
 - (e) the National Promotions Officer.
- (4) A National Committee member may hold up to two offices (other than both the National President and National Vice-President offices).
- (5) Each member of the National Committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but, subject to subclause (a), is eligible for re-election.
 - (a) after vacating office a former National President may not hold an office or position on the National Committee until the commencement of the annual general meeting following the date on which they vacated the office of National President.
- (6) After vacating office each former member of the National Committee must ensure that all documents in his or her possession that belong to the association are delivered to the Public Officer for delivery to his or her successor within the period specified in subclause (a).
 - (a) the lesser of one month or the period of time specified in *the Act*.

18 ELECTION OF MEMBERS

- (1) Nominations of candidates for election as office-bearers of the association or as ordinary committee members must be:
 - (a) made in writing, signed by two Members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) delivered to the National Secretary by the date set by the National Committee, which shall be not less than twenty eight days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the National Committee, the

candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.

- (3) If insufficient further nominations are received, any vacant positions remaining on the National Committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary committee members of the National Committee is to be conducted at the annual general meeting in such usual and proper manner as the National Committee may direct.

19 NATIONAL PRESIDENT

- (1) The National President must be a Full Member of the association who owns and ride a Honda Goldwing motorcycle.

20 NATIONAL VICE-PRESIDENT

- (1) The National Vice-President must be a Full Member of the association who owns and ride a Honda Goldwing motorcycle.

21 NATIONAL SECRETARY

- (1) The National Secretary must be a Full Member of the association who owns or rides a Honda Goldwing motorcycle or the Associate Member of a Full Member of the association who owns or rides a Honda Goldwing motorcycle.
- (2) The National Secretary of the association must, as soon as practicable after being appointed as National Secretary, lodge notice with the association of his or her address.
- (3) It is the duty of the National Secretary to:
 - (a) keep minutes of all appointments of office-bearers and members of the National Committee,
 - (b) keep minutes of the names of members of the National Committee present at a committee meeting or a general meeting, and
 - (c) keep minutes of all proceedings at committee meetings and general meetings.

- (4) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

22 NATIONAL TREASURER

- (1) The National Treasurer must be a Full Member of the association who owns or rides a Honda Goldwing motorcycle or the Associate Member of a Full Member of the association who owns or rides a Honda Goldwing motorcycle.
- (2) It is the duty of the National Treasurer of the association to ensure:
 - (a) that all money due to the association is collected and received and that all payments authorised by the association are made,
 - (b) that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association, and
- (3) The National Treasurer must be a signatory on the cheques accounts of the association managed by the National Committee.

23 NATIONAL PROMOTIONS OFFICER

- (1) The National Promotions Officer must be a Full Member of the association who owns or rides a Honda Goldwing motorcycle or the Associate Member of a Full Member of the association who owns or rides a Honda Goldwing motorcycle.

24 REGISTER OF NATIONAL COMMITTEE MEMBERS

- (1) The Public Officer shall establish and maintain a register of National Committee members.
- (2) The register must contain the following particulars in relation to each National Committee member:
 - (a) the National Committee member's name, date of birth and residential address,
 - (b) the date on which the National Committee member takes office,
 - (c) the date on which the National Committee member vacates office, and
 - (d) such other particulars as may be prescribed by *the Regulations*.

- (3) The register must be kept in New South Wales:
 - (a) at the main premises of the association, or
 - (b) if the association has no premises, at the association's official address.
- (4) Any change in the National Committee's membership must be recorded in the register within one month after the change occurs.
- (5) The register must, at all reasonable hours, be kept available for inspection, free of charge, by any person.

25 CASUAL VACANCIES

- (1) In the event of a casual vacancy occurring in the membership of the National Committee, the National Committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the National Committee occurs if the member:
 - (a) dies,
 - (b) ceases to be a member of the association,
 - (c) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth,
 - (d) resigns office by notice in writing given to the National Secretary,
 - (e) is removed from office under clause 26,
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the National Committee from three consecutive meetings of the National Committee.

26 REMOVAL OF NATIONAL COMMITTEE MEMBER

- (1) The association in general meeting may by resolution remove any member of the National Committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

- (2) If a member of the National Committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the National Secretary or National President (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the National Secretary or the National President may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

27 NATIONAL COMMITTEE MEETINGS AND QUORUM

- (1) The National Committee must meet at least three times in each period of 12 months at such place and time as the National Committee may determine.
 - (a) National Committee meetings may be held at two or more venues using any technology that gives each National Committee member a reasonable opportunity to participate.
- (2) Additional meetings of the National Committee may be convened by the National President or by any office-bearer of the National Committee.
- (3) Oral or written notice of a meeting of the National Committee must be given by the National Secretary to each member of the National Committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the National Committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the National Committee members present at the meeting unanimously agree to treat as urgent business.
- (5) A minimum of four National Committee members, including three members who are also office-bearers, shall constitute a quorum for the transaction of the business of a meeting of the National Committee.
- (6) No business is to be transacted by the National Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not

present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.

- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the National Committee:
 - (a) the National President or, in the National President's absence, the National Vice-President is to preside, or
 - (b) if the National President and the National Vice-President are absent or unwilling to act, such one of the remaining members of the National Committee as may be chosen by the members present at the meeting is to preside.

28 DELEGATION BY THE NATIONAL COMMITTEE TO A SUB-COMMITTEE

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

- (7) A sub-committee may meet and adjourn as it thinks proper.

29 VOTING AND DECISIONS

- (1) Questions arising at a meeting of the National Committee or of any sub-committee appointed by the National Committee are to be determined by a majority of the votes of members of the National Committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the National Committee or of any sub-committee appointed by the National Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 27(5), the National Committee may act despite any vacancy on the National Committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the National Committee or by a sub-committee appointed by the National Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the National Committee or sub-committee.

PART 4 GENERAL MEETINGS

30 ANNUAL GENERAL MEETINGS — HOLDING OF

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

31 ANNUAL GENERAL MEETINGS — CALLING OF AND BUSINESS AT

- (1) The annual general meeting is, subject to *the Act* and to clause 30, to be convened on a date and at such place and time as the National Committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and

of any special general meeting held since that meeting,

- (b) to receive from the National Committee reports on the activities of the association during the last preceding financial year,
 - (c) to elect office-bearers of the association and ordinary committee members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under *the Act*.
- (3) An annual general meeting must be specified as such in the notice convening it.

32 SPECIAL GENERAL MEETINGS — CALLING OF

- (1) The National Committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The National Committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting,
 - (b) must be signed by the members making the requisition,
 - (c) must be lodged with the National Secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the National Committee fails to convene a special general meeting to be held within one month after that date on which a requisition of members for the meeting is lodged with the National Secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than three months after that date.
- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the National Committee and any member who consequently incurs expense is entitled to be reimbursed by the association for any expense so incurred.

33 NOTICE

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

34 QUORUM FOR GENERAL MEETINGS

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) 25 members present in person (being members of the association entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members, is to be dissolved, and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before

the day to which the meeting is adjourned) at the same place.

- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 15) are to constitute a quorum.

35 PRESIDING MEMBER

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

36 ADJOURNMENT

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the National Secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

37 VOTING GENERALLY

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

- (5) A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

- (6) A resolution is passed by an association as an ordinary resolution at a general meeting of the association if it is supported by more than half of the votes cast by members of the association who, under the association's constitution, are entitled to vote on the proposed resolution.

38 VOTING ON SPECIAL RESOLUTIONS

- (1) A resolution is passed by an association as a special resolution at a meeting of the association of which notice has been given to its members no later than 21 days before the date on which the meeting is held if it is supported by at least three-quarters of the votes cast by members of the association who, under the association's constitution, are entitled to vote on the proposed resolution.
- (2) A notice referred to in subclause (1) must include the terms of the resolution and a statement to the effect that the resolution is intended to be passed as a special resolution.

39 MAKING OF DECISIONS

- (1) A question arising at a general meeting of the association is to be determined on a show of hands and a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

40 PROXY VOTES NOT PERMITTED

- (1) Proxy voting must not be undertaken at or in respect of a general meeting.

41 POSTAL BALLOTS

- (1) The association may hold a postal or electronic ballot to determine any issue or proposal (other than an appeal under clause 14).
- (2) A postal or electronic ballot held in pursuit to clause (1) is to be conducted in accordance with Schedule 3 to *the Regulation*.

41A USE OF TECHNOLOGY AT GENERAL MEETINGS

- (1) A General Meeting may be held at two or more venues using any technology approved by National Committee that gives each

member a reasonable opportunity to participate.

- (2) A member who participates in a General Meeting held in accordance with clause 1 is deemed to be present at that meeting.
- (3) A member who votes at a General Meeting held in accordance with clause 1 is deemed to have voted in person.

PART 5 MISCELLANEOUS

42 INSURANCE

- (1) The association may effect and maintain insurance.

43 FUNDS — SOURCE

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

44 FUNDS — MANAGEMENT

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the National Committee determines.
- (2) Signatories of financial accounts managed by a committee of the association must not be members of the same family or household.
- (3) Except as provided in subclause (4), the National Treasurer and one other National Committee member must sign all cheques, drafts, bills of exchange, promissory notes and other negotiable instruments.
 - (a) the National Treasurer must seek prior written approval from the National Committee for any expense exceeding \$1000.00, for which valid receipts must be submitted with an explanation of the expense.
- (4) The AGM Treasurer, as appointed by the AGM sub-committee, and one other AGM sub-committee member or the National Treasurer

must sign cheques drawn on the AGM account while the AGM sub-committee is operational.

- (a) the AGM Treasurer must seek prior written approval from the AGM sub-committee for any expense exceeding \$100.00, for which valid receipts must be submitted with an explanation of the expense.

45 ALTERATION OF OBJECTS AND CONSTITUTION

- (1) The statement of objects and this constitution may be altered, rescinded or added to only by a special resolution of the association.
- (2) The Public Officer or a National Committee member must notify the Director-General in writing of any such alteration, rescission or addition.

46 CUSTODY OF BOOKS, ETC

- (1) Except as otherwise provided by this constitution, the Public Officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

47 INSPECTION OF BOOKS, ETC

- (1) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
 - (a) records, books and other financial documents of the association,
 - (b) this constitution,
 - (c) minutes of all committee meetings and general meetings of the association.

- (2) A member of the association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.

48 SERVICE OF NOTICES

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally,
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:

- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee,
- (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
- (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

49 PUBLIC OFFICER

- (1) The National Committee must appoint a Public Officer for the association who is:
 - (a) a Full Member of the association who owns or rides a Honda Goldwing motorcycle, or the Associate Member of a Full Member of the association who owns or rides a Honda Goldwing motorcycle,
 - (b) aged 18 years or more, and
 - (c) ordinarily resident in New South Wales.
- (2) After vacating office, the former Public Officer must ensure that all documents in his or her possession which belong to the association are delivered to a National Committee member of the association within the period specified in subclause (a).
 - (a) the lesser of one month or the period of time specified in *the Act*.

50 FINANCIAL YEAR

- (1) The financial year of the association is each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 January and ending on the following 31 December.

51 DISCLOSURE OF INTERESTS

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

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

- (2) A disclosure by a committee member at a committee meeting that the committee member:
 - (a) is a member, or is in the employment, of a specified company or other body, or
 - (b) is a partner, or is in the employment, of a specified person, or
 - (c) has some other specified interest relating to a specified company or other body or to a specified person, is a sufficient disclosure of the nature of the interest in any matter relating to that company or other body or to that person that may arise after the date of the disclosure and that is required to be disclosed under subsection (1).
- (3) Particulars of any disclosure made under this section must be recorded by the committee in a book kept for that purpose and that book must be open at all reasonable hours to inspection by any member of the association on payment of the fee determined by the committee (but not exceeding the maximum fee prescribed by *the Regulations*).
- (4) The book must be kept at the same address as the register of committee members.
- (5) After a committee member has disclosed the nature of an interest in any matter, the committee member must not, unless the committee otherwise determines:
 - (a) be present during any deliberation of the committee with respect to the matter, or
 - (b) take part in any decision of the committee with respect to the matter.
- (6) For the purposes of the making of a determination by the committee under subsection (5), a committee member who has a direct or indirect interest in a matter to which the disclosure relates must not:
 - (a) be present during any deliberation of the committee for the purpose of making the determination, or
 - (b) take part in the making by the committee of the determination.
- (7) A contravention of this section does not invalidate any decision of the committee.

52 DISHONEST USE OF INFORMATION OR POSITION

- (1) In accordance with *the Act* a current or former committee member must not use information obtained as a committee member dishonestly with the intention directly or indirectly of:
 - (a) gaining an advantage for himself or herself or for any other person, or
 - (b) causing detriment to the association.
- (2) In accordance with *the Act* a current or former committee member must not use their position dishonestly with the intention directly or indirectly of:
 - (a) gaining an advantage for himself or herself or for any other person, or
 - (b) causing detriment to the association.

53 INCOME AND PROPERTY

- (1) The income and property of the association 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 association 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.

54 CHAPTERS

- (1) The establishment of a Chapter shall be subject to the approval of the National Committee.
- (2) Each Chapter shall have a Chapter Committee which is subject to this constitution and to the reasonable direction of the National Committee.
- (3) Each Chapter Committee shall consist of an Area Representative, a Secretary and a Treasurer, each of whom shall be elected at the annual general meeting of the Chapter.
 - (a) a Chapter Committee member may hold up to two offices.
- (4) Each member of the Chapter Committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting of the Chapter following the date of the member's election, but is eligible for re-election.

- (5) In the event of a casual vacancy occurring in the membership of the Chapter Committee, the Chapter Committee may appoint a member of the Chapter to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting of the Chapter next following the date of the appointment.
- (6) Each Chapter Committee shall convene an annual general meeting of the Chapter by no later than 1 March each year at such place and time as the Chapter Committee determines.
- (7) In addition to any other business which may be transacted at an annual general meeting of a Chapter, the business of an annual general meeting of a Chapter is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting of the Chapter,
 - (b) to receive from the Chapter Committee reports on the activities of the chapter during the last preceding financial year, and
 - (c) to elect the Chapter Committee.
- (8) An annual general meeting of a Chapter must be specified as such in the notice convening it.
- (9) Each Chapter shall hold at least two meetings, in addition to the annual general meeting of the Chapter, in each calendar year.
 - (a) one member of a Chapter Committee and any other two Chapter members shall constitute a quorum at a Chapter meeting.
 - (b) one member of a Chapter Committee and any other two Chapter members may convene additional meetings.

55 HISTORIC VEHICLES SCHEME

- (1) The association shall, if the National Committee deems appropriate, establish and administer a historic vehicle interest group to operate under the sponsorship of the association and strictly in accordance with the rules, regulations and policies produced by the relevant state authorities.