



CONSTITUTION

of

MOTORCYCLING NSW LIMITED

FEBRUARY 2006

ACN 096 875 526

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Corporations Act 2001

Public Company limited by guarantee

Motorcycling NSW Limited

ACN 096 875 526

1 NATURE OF COMPANY AND LIABILITY

Nature of Company

1.1 The Company is a public company limited by guarantee.

Liability of Members and guarantee on winding-up

1.2 The liability of the Members is limited. Every Member undertakes to contribute \$50 to the assets of the Company if it is wound up while they are a Member, or within one year afterwards.

2 OBJECTS

2.1 The Company has the following objects:

- 2.1.1 To act as the administrative body of the sport of motorcycling in NSW and ACT.
- 2.1.2 To foster motorcycling, to coordinate, develop and promote motorcycling in NSW and ACT.
- 2.1.3 To act as the representative of Motorcycling Australia and the Federation Internationale Motorcyclist in NSW and ACT.
- 2.1.4 To cooperate with all state government departments in securing rational legislation and by-laws governing the administration and use of motorcycles in NSW and ACT.
- 2.1.5 To represent motorcycling in matters relating to current legislation and to liaise with Members in matters pertaining to that legislation.
- 2.1.6 To publish or join with any other persons in the producing or publishing through any medium, material relating to motorcycling and considered directly or indirectly to benefit motorcycling.
- 2.1.7 To develop By-Laws in relation to the Manual of Motorcycle Sport issued by Motorcycling Australia, governing the conduct of the sport of motorcycling in NSW and ACT, the schedule of fees, fines, and other monetary matters, and any other regulations required for the good conduct of the Company.

- 2.1.8 To raise money to further the aims of the Company and to secure sufficient funds for the purposes of the Company.
- 2.1.9 To receive any funds and to distribute these funds in a manner that best attains the objects of the Company.
- 2.1.10 To do all such things as are incidental or conducive to the attainment of all or any of the objects of the Company.

3 MEMBERSHIP

Classes of Membership

- 3.1 The membership of the Company will be divided into the following classes of membership:
- (a) Class 'A' – Motorcycle Clubs.
 - (b) Class 'B' – Life Members.
 - (c) Class 'C' – Private Promoters and other organisations.
 - (d) Class 'D' – Motorcycling Australia License holders issued through Motorcycling NSW.
 - (d) Class 'E' – other individual members created from time to time as specified in the Company By-laws.

Qualification for Membership

- 3.2 The Board may make By-Laws regarding criteria for qualification for each class of Membership.
- 3.3 The following criteria must be satisfied for an entity to be eligible to become a Class 'A' Member:
- 3.3.1 The Company must ensure that any Class 'A' Member within the immediate region of the applicant is advised of the application. Those Class 'A' Members must be given an opportunity to express their opinion regarding the application to the General Meeting considering the application.
 - 3.3.2 The applicant must have at least 25 financial members.
 - 3.3.3 The applicant must agree that it will allow the Company or a person nominated by the Board to inspect the books, records or documents of the applicant when so authorised by the Board.
 - 3.3.4 The applicant must deliver to the Company a copy of its constitution and/or club rules certified by the President and Secretary of the club.

Membership

- 3.4 The Members of the Company are the initial Members as identified in the application for incorporation of the Company to the Australian Securities and Investments Commission and for such other persons as the Company admits to membership in accordance with this document
- 3.5 A Class 'A' Member must continue to have at least 25 financial members to remain eligible to be a Class 'A' Member.

Members

- 3.6 All Members must do all of the following:
- 3.6.1 Pay the application fee determined in accordance with clause 4.1.
 - 3.6.2 In order to maintain Membership, pay the annual subscription in accordance with clause 4.2.
 - 3.6.3 Otherwise comply with the provisions of this document.
- 3.7 Class 'A' and Class 'B' Members have the right to receive notices of and to attend and be heard at any General Meeting, and have the right to vote at any General Meeting.
- 3.8 All other Members do not have the right to receive notices of any General Meeting. They may be heard at any General Meeting at the discretion of the Chairperson of the meeting, but do not have the right to vote.

Form of application

- 3.9 An application for Membership must comply with the following requirements:
- 3.9.1 It must be signed by the applicant.
 - 3.9.2 It must be accompanied by such documents or evidence as to qualification for the category of membership applied for set out in this clause 3 and any other documents or evidence as the Directors may determine from time to time.
 - 3.9.3 It must be accompanied by an application fee determined in accordance with clause 4.1.

Admission to Membership

- 3.10 Subject to clause 3.12, the Members must consider an application for Membership and determine the admission or rejection of the applicant at a General Meeting after receipt of the application. An application for Membership will be deemed to have been rejected unless it is approved by a two-thirds majority of Voting Members who cast a vote on the resolution.

- 3.11 The General Meeting may determine to re-admit a Class 'A' Member whose membership has lapsed or been revoked subject to such penalties or conditions as the General Meeting sees fit.
- 3.12 An application for membership as a Class 'C' Member will be determined by the General Meeting. An application for Membership as a Class 'C' Member will be deemed to have been rejected unless it is approved by a two-thirds majority of Delegates who cast a vote on the resolution at the General Meeting.
- 3.13 The Directors may, at their discretion, determine the category of Membership suitable for an applicant.
- 3.14 If an application for Membership is rejected, any application fee and the annual subscription must be refunded to the applicant.
- 3.15 If an applicant is accepted for Membership, the Company must notify the applicant of admission in the form of a receipt for the application fee, if any, and annual subscription or in such other form as the Directors determine and the name and details of the applicant must be entered in the Register.

Register of Members

- 3.16 A register of the Members of the Company must be kept in accordance with the Corporations Act.
- 3.17 The following details must be entered in the Register in respect of each Member:
 - 3.17.1 The full name of the Member including the ACN where applicable.
 - 3.17.2 The address, telephone and facsimile number, if any, of the Member.
 - 3.17.3 The class of Membership.
 - 3.17.4 The date of admission to the cessation of Membership.
 - 3.17.5 The date of last payment of the Members annual subscription.
 - 3.17.6 In the case of a Member other than an individual the full name, address and facsimile number, if any, of its authorised contact person.
 - 3.17.7 Such other information as the Directors requires.
- 3.18 Each Member must notify the Company in writing of any change in that person's name, address, telephone or facsimile number within 1 month after the change.

4 APPLICATION FEE AND ANNUAL SUBSCRIPTION

Application fee

- 4.1 The application fee payable by each applicant for Membership is such sum as the Directors prescribe from time to time in respect of each class of Membership.

Annual subscription

- 4.2 The annual subscription payable by a Member is such sum as the Directors prescribe from time to time in respect of each class of Membership.
- 4.3 All annual subscriptions are due and payable in advance on 1 January in each year for Class 'A' and Class 'C' Members.
- 4.4 Annual subscriptions for other Members are due and payable in advance on each anniversary of that person becoming a Member or another date determined by the Board.

Unpaid annual subscriptions

- 4.5 A Member ceases to be entitled to any of the rights or privileges of membership if the annual subscription of a Member remains unpaid for 2 months after it becomes payable and a notice of default is given to the Member. A Member may not vote at a General Meeting if it has not paid all annual subscriptions then due as at the date of the General Meeting. However, the rights or privileges of membership may be reinstated on payment of all arrears if the Directors think fit to do so.

5 REMOVAL AND CESSATION OF MEMBERSHIP

Resignation

- 5.1 A Member may resign from membership of the Company by giving written notice to the Company. Resignations will be reported to the next General Meeting.
- 5.2 The resignation of a Member is deemed to take effect from the date of receipt of the notice of resignation or such later date as is provided in the notice.

Failure to pay

- 5.3 If a Member has not paid all arrears of annual subscriptions in accordance with clause 4.3 or, if paid, the Members rights and privileges are not reinstated, both of the following applies in respect of that Member:
- 5.3.1 The Member remains liable for all the obligations and liabilities of membership for 6 months after the date of notification under clause 4.5.
- 5.3.2 The Member ceases to be a Member and the Members name must be removed from the Register at the end of the 6 month period.

Other cessation of membership

- 5.4 A Member ceases to be a Member on any Termination Event occurring in respect of the Member.

Removal from Membership

- 5.5 The Directors may, at their discretion, resolve to remove a Member from the Register if the Member is no longer considered suitable for Membership of the Company. A resolution in accordance with this clause must be approved by at least two-thirds of the Directors who vote on the resolution.
- 5.6 The Directors will be required to provide at least 1 month's written notice to any Member of any intention to remove the Member from the Register so as to enable the Member to provide any written representations to the Directors.
- 5.7 Where any written representations are made by the Member, the Company must ensure that each Director receives a copy of the written representations.
- 5.8 A further appeal may be made to the Members in a General Meeting and the result decided by a special resolution.

6 NO PROFITS FOR MEMBERS

Transfer of income or property

- 6.1 No income or property of the Company may be paid or transferred, directly or indirectly to any Member. A Member can apply for a loan or grant which could be considered by the Board

Payments, services and information

- 6.2 Nothing in clause 6 prevents the payment, in good faith, of any of the following:
- 6.2.1 Remuneration to any officers or employees of the Company for services actually rendered to the Company.
 - 6.2.2 An amount to any Member in return for any services actually rendered to the Company or for goods supplied in the ordinary and usual course of business.
 - 6.2.3 Reasonable and proper interest on money borrowed from any Member.
 - 6.2.4 Reasonable and proper rent for premises let by any Member to the Company.
- 6.3 Nothing in this clause 6 prevents the distribution of government grant monies to Members where the grant is expressly on the basis that the monies be used for the benefit of persons including Members.

- 6.4 Nothing in clause 6 prevents the Company from providing services or information to the Members on terms, which are different from the terms on which services or information are provided to persons who are not Members.

Remuneration

- 6.5 No remuneration or other benefit in money or money's worth will be paid or given by the Company to any Director except reimbursement of out-of-pocket expenses.

7 GENERAL MEETINGS

Convening of Meetings by Directors

- 7.1 Any Director may convene a General Meeting.
- 7.2 The Directors shall convene a minimum of 6 General Meetings in each calendar year.

Convening of Meetings by Members

- 7.3 The Directors must call and arrange to hold a General Meeting if required to do so under the Corporations Act or on the request of at least 10 Members.

Notice of General Meeting

- 7.4 Written notice of a General Meeting must specify the place, the day and the hour of meeting and if the meeting is to be held in 2 or more places, the technology that will be used to facilitate the meeting, the general nature of the business to be transacted and any other matters as are required by the Corporations Act.
- 7.5 A notice of a General Meeting may be given by any form of communication permitted by the Corporations Act.
- 7.6 The accidental omission to give notice of any General Meeting to, or the non-receipt of a notice by a person entitled to receive notice does not invalidate a resolution passed at the General Meeting.

Cancellation of General Meetings

- 7.7 The Directors may cancel a General Meeting, other than a General Meeting which they are required to convene and hold under the Corporations Act.
- 7.8 A meeting may only be cancelled in accordance with clause 7.7 if notice of the cancellation is given to all persons entitled to receive notice of the meeting at least 2 business days prior to the time of the meeting as specified in notice of meeting.

Quorum at General Meetings

- 7.9 Business may not be transacted at a General Meeting unless a quorum of Voting Members is present at the time when the meeting proceeds to business.

- 7.10 Except as otherwise set out in this document, 15 Voting Members present in person or by representative is a quorum.
- 7.11 If a quorum is not present within half an hour from the time appointed for the meeting or a longer period allowed by the Chairperson:
- 7.11.1 If the meeting was convened by or on the requisition of Members, it must be dissolved.
- 7.11.2 Otherwise, it must stand adjourned to the same day in the next week at the same time and place or to another day and at another time and place determined by the Directors.
- 7.12 If a meeting has been adjourned to another time and place determined by the Directors, not less than 7 days notice of the adjourned meeting must be given in the same manner as in the case of the original meeting.

Quorum at adjourned General Meetings

- 7.13 At the adjourned meeting 15 Voting Members present is a quorum, but if a quorum is not present within half an hour after the time appointed for the meeting, 5 Voting Members present will constitute a quorum.

Attendance by representatives of Class 'A' Members

- 7.14 Each Class 'A' Member is entitled to have a maximum of 3 delegates attend each General Meeting.

Appointment of Chairperson

- 7.15 The President is entitled to preside as Chairperson at every General Meeting.
- 7.16 The Vice President is entitled to preside as Chairperson at a General Meeting if the President is unable or unwilling to do so.
- 7.17 The Directors present at a General Meeting must elect one of their number to chair the meeting if any of the following apply:
- 7.17.1 The President and the Vice President will not be attending the meeting.
- 7.17.2 The President and the Vice President are not present within 15 minutes after the time appointed for the holding of the meeting.
- 7.17.3 The President and the Vice President are unwilling to act as Chairperson.
- 7.18 The Voting Members present at a General Meeting must elect one of their number to chair the meeting if there are no Directors present within 15 minutes after the time appointed for the holding of the meeting or all Directors present decline to take the chair.

Chairperson's powers

- 7.19 Subject to the terms of this document dealing with adjournment of meetings, the ruling of the Chairperson on all matters relating to the order of business, procedure and conduct of the General Meeting is final and no motion of dissent from a ruling of the Chairperson may be accepted.
- 7.20 The Chairperson, in their discretion, may expel any Member or Director from a General Meeting if the Chairperson reasonably considers that the Member or Director's conduct is inappropriate behaviour. Any of the following conduct may be considered inappropriate in a General Meeting:
- 7.20.1 The use of offensive or abusive language which is directed to any person, object or thing.
- 7.20.2 Attendance at the meeting while under the influence of any kind of drug including but not limited to any alcoholic substance.
- 7.20.3 The use or consumption of any drug by a person at the meeting.

Adjournment of meetings

- 7.21 The Chairperson may, with the consent of any meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting to another time and to another place.
- 7.22 The only business that may be transacted at any adjourned meeting is the business left unfinished at the meeting from which the adjournment took place.
- 7.23 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- 7.24 Except when a meeting is adjourned for 30 days or more, it is not necessary to give a notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting on show of hands

- 7.25 At a General Meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is demanded before that vote is taken or before the result is declared or immediately after the result is declared.
- 7.26 If a poll is not duly demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

Demand for a poll

- 7.27 A poll may be demanded by either:
- 7.27.1 The Chairperson.

- 7.27.2 At least 5 Voting Members entitled to vote on the resolution.
- 7.28 The demand for a poll may be withdrawn.
- 7.29 The demand for a poll does not prevent the continuance of a meeting for the transaction of business other than the question on which a poll is demanded.
- 7.30 If a poll is duly demanded, it must be taken in the manner and, except as to the election of a Chairperson or on a question of adjournment, either at once or after an interval or adjournment or otherwise as the Chairperson directs. The result of the poll is the resolution of the meeting at which the poll is demanded.
- 7.31 A poll demanded after a vote on a show of hands on the election of a Chairperson or on a question of adjournment must be taken immediately.

Voting rights of Class 'A' and Class 'B' Members

- 7.32 Each Class 'A' Member may be represented by up to 3 Delegates. On any vote requiring a show of hands, each Delegate may vote on any proposed resolution.
- 7.33 On a poll every Voting Member present in person or by proxy, attorney or representative has one vote.

Vote of the Chairperson at General Meetings

- 7.34 The Chairperson of a General Meeting is entitled to a casting vote.

Objections to voter qualification

- 7.35 No objection may be raised to the qualification of a voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered.
- 7.36 An objection to the qualification of a voter must be referred to the Chairperson, whose decision is final.
- 7.37 A vote not disallowed according to an objection as provided in this document is valid for all purposes.

Mode of Meeting for Members

- 7.38 A General Meeting may be called or held using any technology consented to by the Directors. The consent may be a standing one.

8 ANNUAL GENERAL MEETINGS

Convening the Annual General Meeting

- 8.1 The Directors must convene the Company's Annual General Meeting on or before the third Thursday in May of each year.

Conduct of the Annual General Meeting

- 8.2 The provisions of clause 7 apply to Annual General Meetings, as applicable.

- 8.3 If a Member wishes to propose a motion to be voted on at the Annual General Meeting, the Member must deliver to the Company a copy of the proposed motion on or before 1 April in the relevant year. The proposed motion must be included in the notice of meeting for the Annual General Meeting only if it is in respect of a matter on which the Members are entitled to pass a resolution in accordance with this document or the Corporations Act.

Ordinary business of the Annual General Meeting

- 8.4 The ordinary business of each Annual General Meeting will be:
- 8.4.1 To confirm the minutes of the preceding Annual General Meeting.
 - 8.4.2 To receive a report from the President on the activities of the Company, the Board and matters relating to motorcycling in NSW.
 - 8.4.3 To receive brief reports from the Chairpersons of Committees on the activities of their Committees.
 - 8.4.4 To receive from the Chief Executive Officer or the General Manager, a report on the administration of the Company and copies of the latest financial statement of the Company.
 - 8.4.5 To notify Class 'A' and Class 'C' Members present of the annual subscription amount payable for the following year.
 - 8.4.6 To declare the result of elections for office holders, Directors (including President and Vice President) and Committee Members, as required. Appointments will be effective on the first day of the month following the election.
 - 8.4.7 To elect a Patron, if thought desirable.
 - 8.4.8 To process notices of motion and consider any proposed amendments to this document.
 - 8.4.9 To transact such business affecting the interests and welfare of the Company as the Board thinks fit.

9 PROXIES AND REPRESENTATIVES

Proxies and Representatives of Members

- 9.1 At meetings of Members each Class 'A' Member entitled to vote may vote in person or by proxy or by attorney. A Member who is a corporation may appoint an individual as a representative.

Appointment of proxies

- 9.2 A Class 'A' Member may appoint another person as their proxy to attend and vote instead of the Member. A proxy need not be a Member.
- 9.3 A person may not act as proxy for more than one Member at any meeting.

- 9.4 A document appointing a proxy must be in writing, in any form permitted by the Corporations Act and signed by the Member making the appointment.

Authority of proxies

- 9.5 A document appointing a proxy must specify the manner, in which the proxy is to vote in respect of a particular resolution and, where the document so provides, the proxy is not entitled to vote on the resolution except as specified in the document.
- 9.6 Except as expressly provided by the document appointing a proxy, an appointment of a proxy confers authority to do all things that the Voting Member can do in respect of a General Meeting, except that the proxy is not entitled to vote on a show of hands.

Verification of proxies

- 9.7 Before the time for holding the meeting or adjourned meeting at which a proxy proposes to vote, both of the following documents must be deposited with the Company:
- 9.7.1 The document appointing the proxy.
 - 9.7.2 If the appointment is signed by the appointee's attorney, the authority under which the appointment was signed or a certified copy of that authority.
- 9.8 Those documents must be received at the Office, at a fax number at the Office or at another place fax number or electronic address specified for that purpose in the notice convening the meeting not less than 48 hours before the time for holding the meeting.
- 9.9 If a General Meeting has been adjourned, an appointment and any authority received by the Company at least 48 hours before the resumption of the meeting are effective for the resumed part of the meeting.

Validity of proxies

- 9.10 A proxy document is invalid if it is not deposited in accordance with clause 9.8.

Revocation of appointment of proxy

- 9.11 A vote given in accordance with the terms of a proxy document or power of attorney is valid despite the occurrence of any one or more of the following events if no intimation in writing of any of those events has been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the document is used:
- 9.11.1 The previous death or unsoundness of mind of the principal.
 - 9.11.2 The revocation of the instrument or of the authority under which the instrument was executed.

10 APPOINTMENT AND RETIREMENT OF DIRECTORS

Initial Directors

- 10.1 The initial Directors of the Company to be appointed on the day the Company is registered will be the individuals named in the application to register the Company.

Number of Directors

- 10.2 Until otherwise determined in accordance with this document, the number of Directors must not be less than 3 nor more than 5.
- 10.3 The Company may, by resolution at the Annual General Meeting, increase or reduce the number of Directors and may also determine in what rotation the increased or reduced number is to go out of office.

Qualifications of Directors

- 10.4 Directors must sign and comply with the Company's Governance Policy.

Retirement of Directors

- 10.5 At each Annual General Meeting of the Company, the following Directors must retire from office:
- 10.5.1 Any Director who has been in office for 2 years or more since that Director's election or last re-election as a Director.
- 10.6 A Director retiring at an Annual General Meeting who is not disqualified by law from being re-appointed is eligible for re-election and may act as a Director throughout the meeting at which that Director retires.
- 10.7 A Director may retire from office by giving notice in writing to the Company of that Directors intention to retire. A notice of resignation takes effect at the time, which is the later of the time of giving the notice to the Company and the expiration of the period, if any, specified in the notice.

Casual vacancies

- 10.8 Class 'A' and Class 'B' Members may, at any time elect a person to be a Director by a postal vote.
- 10.9 A Director elected under clause 10.8 holds office for the remainder of the originally elected Directors term.

Removal from office

- 10.10 The Board may as per the Company Governance Policy, by ordinary resolution remove a Director from office and may call for nominations for a replacement. A postal vote for a replacement Director will be distributed to Class 'A' and Class 'B' Members.
- 10.11 A person appointed to replace a Director removed from office must retire as a Director at the time ascertained as if the person became a Director on the day on which the Director removed from office was elected or last re-elected a Director.

Vacation of office

- 10.12 In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Corporations Act or another provision of this document, the office of Director becomes vacant if any of the following occurs:
- 10.12.1 If the Director becomes an insolvent under administration.
 - 10.12.2 If the Director becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
 - 10.12.3 If the Director is absent without the consent of the President from three consecutive meetings of the Board.
 - 10.12.4 If the Director becomes prohibited from being a Director by reason of an order made under the Corporations Act.
- 10.13 Director whose position becomes vacant in accordance with clause 10.12.3 may not be re-elected for 12 months.

11 DIRECTORS REMUNERATION

Directors fees

- 11.1 Subject to clause 11.2 the Directors are not entitled to any fees for their services as Directors.

Payment for services

- 11.2 Subject to clause 6, a Director who is called upon to perform extra services or to make a special exertion or to undertake executive or other work for the Company beyond or outside of the Directors ordinary duties or is engaged to provide any other service, may be paid a fee for those services, exertions or work. The amount may be paid either by fixed sum or salary determined by the Directors

12 POWERS OF DIRECTORS

- 12.1 The Directors may exercise all those powers of the Company as are not, by the Corporations Act or by this document, required to be exercised by the Members in General Meeting or otherwise.

13 PROCEEDINGS OF DIRECTORS

Convening of Directors meetings

- 13.1 The Chairperson may at any time, and must on the requisition of a Director, convene a meeting of the Directors.

Notice of Directors meetings

- 13.2 Notice of each meeting of the Directors must be given to each Director at least 24 hours before the meeting or at another time determined by resolution of the Directors.

- 13.3 Despite that requirement all Directors may waive in writing the required period of notice for a particular meeting and it is not necessary to give a notice of a meeting of Directors to a Director who is out of Australia or who has been given leave of absence.

Mode of meeting for Directors

- 13.4 A Directors Meeting may be called or held using any technology consented to by all the Directors. The consent may be a standing one. A Director may only withdraw their consent within a reasonable period before the meeting. The Directors may otherwise regulate their meetings, as they think fit.

Quorum at Directors meetings

- 13.5 At a meeting of Directors, the number of Directors whose presence is necessary to constitute a quorum is 3 or another number determined by the Directors.
- 13.6 If the number of Directors is reduced below the number necessary for a quorum of Directors, the continuing Director or Directors may act only to appoint additional Directors to the number necessary for a quorum or to convene a General Meeting of the Company.

Voting at Directors meetings

- 13.7 Questions arising at a meeting of Directors must be decided by a majority of votes of Directors present and voting. A decision of the majority is for all purposes a decision of the Directors.

Appointment of Chairperson of Directors

- 13.8 The President will chair Board Meetings.
- 13.9 If the President is not present within 15minutes after the time appointed for holding a meeting or is unwilling to act, the Vice President will chair the meeting.
- 13.10 If the Vice President is not present within 15 minutes after the time appointed for holding a meeting or is unwilling to act, the Directors present may choose one of their numbers to chair the meeting.

Chairpersons vote at Directors Meeting

- 13.11 The Chairperson shall have a second or casting vote at meetings of Directors.

Participation where Directors interested

- 13.12 A Director may be present and may vote on a matter before the Board if and to the extent that they are permitted to do so under the Corporations Act.
- 13.13 If there are not enough Directors to form a quorum as a result of a Director having an interest which disqualifies them from voting then one or more of the Directors (including those who have the disqualifying interest in the matter) may call a General Meeting of the Company and the General Meeting may pass a resolution to deal with the matter.

Delegation of powers to Committee

- 13.14 The Directors may delegate any of their powers to Committees consisting of Directors or other persons as they think fit.
- 13.15 The exercise of a power by a Committee in accordance with this document is to be treated as the exercise of that power by the Directors.

- 13.16 In the exercise of any powers delegated to it, a Committee must conform to the directions of the Directors.

Proceedings of Committees

- 13.17 Except as provided in a direction of the Directors, the meetings and proceedings of a Committee formed by the Directors must be governed by the provisions of this document, in so far as they are applicable, and by the Company's Governance Policy.

- 13.17.1 Each Sports Committee listed in the By-Laws shall consist of a maximum of seven (7) members and a minimum of four (4) elected at the Annual General Meeting as per the Election By-Laws. Class 'C' members are ineligible for appointment to Sports Committees.

Validity of acts of Directors

- 13.18 All acts done by a meeting of the Directors or of a committee of Directors or by a person acting as a Director are valid even if it is later discovered that there is a defect in the appointment of a person to be a Director or a member of the committee or that they or any of them were disqualified or were not entitled to vote.

Minutes

- 13.19 The Directors must cause minutes of all proceedings of General Meetings, of meetings of the Directors and of committees formed by the Directors to be entered within one month after the relevant meeting is held, in books kept for the purpose.
- 13.20 Committees must keep minutes of all proceedings of Committee Meetings and deliver a complete copy of those minutes to the Board within one month after the relevant minutes are confirmed.
- 13.21 The Chief Executive Officer or General Manager must post to each Class 'A' and Class 'B' Member a copy of the minutes of the Annual General Meeting within 28 days of the meeting.
- 13.22 The Directors must cause all minutes, except resolutions in writing treated as determinations of the Directors, to be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting.

Resolution in writing

- 13.23 A resolution in writing signed by all Directors, excluding Directors who have been given leave of absence, is to be treated as a determination of the Directors passed at a meeting of the Directors duly convened and held.

Form of resolution in writing

- 13.24 A resolution in writing may consist of several documents in like form, each signed by one or more Directors and if so signed it takes effect on the latest date on which a Director signs one of the documents.
- 13.25 In relation to a resolution in writing a document generated by electronic means which purports to be a facsimile of a resolution of Directors is to be treated as a resolution in writing and a document bearing a facsimile of a signature is to be treated as signed.

Attendance by non-Directors

- 13.26 The Board may invite a person who is not a Director to attend a meeting of the Board. That person may participate in discussions at the meeting, but is not entitled to vote on any matter.

14 ALTERNATE DIRECTORS

- 14.1 Directors are not entitled to appoint alternate Directors.

15 CHIEF EXECUTIVE OFFICER/GENERAL MANAGER

- 15.1 The Directors may employ a Chief Executive Officer and/or a General Manager. The Directors may, at any time, terminate the employment of those persons. The Directors may determine the terms and conditions of appointment of the Chief Executive Officer or the General Manager, including remuneration.
- 15.2 The Chief Executive Officer/General Manager will be appointed as Secretary of the Company.
- 15.3 The President will be responsible for the allocation of duties to the Chief Executive Officer or General Manager as applicable.

16 INDEMNITY AND INSURANCE

Indemnity

- 16.1 Every auditor, officer and past officer of the Company shall be indemnified by the Company to the fullest extent permitted by law, against a liability incurred by that person as an officer or auditor of the Company or a subsidiary of the Company, including without limitation, legal costs and expenses incurred in defending an action.

Insurance premiums

- 16.2 The Company may pay the premium on a contract insuring a person who is or has been an officer of the Company to the fullest extent permitted by law.

17 SEALS AND EXECUTION OF DOCUMENTS

Custody of Seal

- 17.1 If the Company has one, the Company Secretary must provide for the safe custody of the Seal.

Execution of documents

- 17.2 The Company may execute a document by affixing the Seal to the document where the fixing of the Seal is witnessed by any of the following:
- 17.2.1 By 2 Directors.
 - 17.2.2 By a Director and the Chief Executive Officer/General Manager.
 - 17.2.3 By a Director and some other person appointed by the Directors for the purpose.

- 17.3 The Company may execute a document without the use of the Seal if the document is signed by either of the following
- 17.3.1 By 2 Directors
 - 17.3.2 By a Director and the Chief Executive Officer or General Manager

Official Seals

- 17.4 The Company may have, for use in place of the Seal outside the jurisdiction where the Seal is kept, one or more official Seals to be used in accordance with procedures approved by the Directors.

18 BY-LAWS

- 18.1 The Board and Members may make recommendations of new/changed By-Laws not inconsistent with this document or the requirements of the Corporations Act, for approval at a General Meeting by 2/3rd majority of voting Members present and eligible to vote.
- 18.1.1 By-Laws relating to all matters which by this document are to be or may be dealt with by By-Laws.
 - 18.1.2 By-Laws relating to the constitution, governance, management, powers, rights, privileges and obligations of any Committees and Committee members.
 - 18.1.3 By-Laws relating to qualification for election as a Member.

19 MISCELLANEOUS

Club Constitutions and Rules

- 19.1 Each Class 'A' Member must deliver to the Company, a copy of every amendment to its constitution and/or club rules within 14 days after such amendment has been made.
- 19.2 Each Class 'A' Member must promptly provide a copy of its current constitution and/or club rules if requested to do so by the Company.

Club Membership

- 19.3 Each Class 'A' Member must keep a complete record of the clubs membership details. A list of registered members must be deposited with the Company together with an annual fee for affiliation of each member as determined from time to time.
- 19.4 Each Class 'A' Member must deliver to the Company, quarterly updates of additional members or resignations. No member of a Class 'A' Member will be recognised by the Company until the annual affiliation fee has been paid. All such fees are payable on 1 January each year.

Winding-up

- 19.5 If a Class 'A' Member or Class 'C' Member resolves to wind-up or is being wound-up, it must deliver to the Company a written notice to that effect signed by its President and Secretary or Director. For Class 'A' Members, the notice must include a list of members present at any meeting where a resolution to wind-up was passed.

- 19.6 The Company will have no liability for any financial or moral obligation of the Member that has been wound up but may, by two-thirds majority of the Voting Members present at a General Meeting, give any type of assistance to that Member that is deemed necessary.

Misconduct

- 19.7 Any Member, Delegate or Member of a Committee who commits acts prejudicial to the interests of the Sport or the Company, contravenes this document and may be penalised by reprimand, fine, suspension, expulsion or removal from office in accordance with clauses 19.8 and 19.9.
- 19.8 A matter arising under clause 19.7 shall be determined by a Committee of 3 elected by the General Meeting, one of which will be a legal practitioner.
- 19.9 A person charged in relation to a matter arising under clause 19.7 will be provided with particulars of the acts alleged to be prejudicial. The person may be represented by a legal practitioner when appearing before the tribunal.

Banking

- 19.10 All monies received for and on behalf of the Company must be deposited into a bank account of the Company
- 19.11 Amounts paid by or on behalf of the Company must be paid by negotiable instruments approved by two persons authorised by the Board.
- 19.12 The Board may create special funds for any purpose and prescribe the means by which use of the funds will be determined. Details of all special funds must be disclosed to the Annual General Meeting.
- 19.13 The Board must determine the amount of fees, levies and charges for services, honorariums, expenditure limitations and other pecuniary matters.
- 19.14 All fines imposed upon any Member will be paid into a bank account of the Company.

Election of Patron

- 19.15 The Members may elect a Patron of the Company. The Patron need not be a Member. The Patron may attend General Meetings, but may not vote. The Patron may officiate at social functions

Company Representatives

- 19.16 The Board may from time to time appoint persons to represent the Company on bodies connected to the Sport. The President may appoint a representative if required between Board Meetings.
- 19.17 The State Councilor to Motorcycling Australia will be the President. The Board may appoint another person if the President is unable to attend.

20 SURPLUS ASSETS ON WINDING-UP OR DISSOLUTION

- 20.1 Upon the winding-up or dissolution of the Company, any remaining property after satisfaction of all debts and liabilities, will not be paid to or distributed among the Members, but will be given or transferred to some other institution or company which satisfies both of the following requirements:
- 20.1.1 It has objects similar to the objects of the Company.
 - 20.1.2 Its constituent documents prohibit the distribution of its income and property amongst its Members on terms substantially to the effect of Clause 6.
- 20.2 This is to be determined by the Members at or before the time of winding-up or dissolution of the Company and, in default of any determination by the Supreme Court of New South Wales.

21 ACCOUNTS, AUDIT AND RECORDS

Accounts

- 21.1 The Directors must cause proper accounting and other records to be kept in accordance with the Corporations Act. The Directors must distribute copies of every Statement of Financial Performance and Statement of Financial Position (including every document required by law to be attached thereto) as required by the Corporations Act to Class 'A' and Class 'B' Members.

Audit

- 21.2 A registered Company Auditor must be appointed. The remuneration of the Auditor must be fixed and the Auditor's duties regulated in accordance with the Corporations Act.

Rights of Inspection

- 21.3 Subject to the Corporations Act, the Directors determine whether to and to what extent, and at what times and places and under what conditions, the accounting records and other documents of the Company or any of them, are open to the inspection of Members other than Directors, and a Member other than a Director does not have the right to inspect any document of the Company except as provided by law or authorised by the Directors of the Company in a General Meeting.

Financial year

- 21.4 The financial year of the Company is from 1 January until 31 December.

22 NOTICES

Persons authorised to give notices

- 22.1 A notice by either the Company or a Member in connection with this document may be given on behalf of the Company or Member by a Solicitor, Director or Company Secretary of the Company or Member.
- 22.2 The signature of a person on a notice given by the Company may be written, printed or stamped.

Method of giving notices

- 22.3 In addition to the method for giving notices permitted by statute, a notice by the Company or a Member in connection with this document may be given to the addressee by any of the following means:
- 22.3.1 By delivering it to a street address of the addressee.
 - 22.3.2 By sending it by prepaid ordinary post (airmail if outside Australia) to a street or postal address of the addressee.
 - 22.3.3 By sending it by facsimile or e-mail to the facsimile number or e-mail address of the addressee.

Addresses for giving notices to Members

- 22.4 The street address or postal address of a Member is the street or postal address of the Member shown in the Register.
- 22.5 The facsimile number or e-mail address of a Member is the number which the Member may specify by written notice to the Company as the facsimile number or e-mail address to which notices may be sent to the Member.
- 22.6 If a person is entitled to a membership in consequence of the death of a Class 'C' Member, until that person gives notice to the Company of an address for the giving of notices, the address of that person is the address of the deceased Member.

Address for giving notices to the Company

- 22.7 The street and postal address of the Company is the Office.
- 22.8 The facsimile number or e-mail address of the Company is the number which the Company may specify by written notice to the Members as the facsimile number or e-mail address to which notices may be sent to the Company.

Time notice of meeting is given

- 22.9 A notice of meeting given in accordance with this document is to be taken as given, served and received at the following times:
- 22.9.1 If delivered in writing to the street address of the addressee, at the time of delivery.
 - 22.9.2 If it is sent by post to the street or postal address of the addressee, on the business day after posting.
 - 22.9.3 If sent by facsimile or e-mail to the facsimile number or e-mail address of the addressee, at the time transmission is completed.

Time other notices are given

- 22.10 A notice given in accordance with this document is to be taken as given, served and received at the following times:
- 22.10.1 If delivered in writing to the street address of the addressee, at the time of delivery.
 - 22.10.2 If it is sent by post to the street or postal address of the addressee, on the 2nd (5th if outside Australia) business day after posting.
 - 22.10.3 If sent by facsimile or e-mail to the facsimile number or e-mail address of the addressee, at the time transmission is completed.

Proof of giving notices

- 22.11 The sending of a notice by facsimile or e-mail and the time of completion of transmission may be proved conclusively by production of the relevant one of the following:
- 22.11.1 A transmission report by the facsimile machine from which the notice was transmitted which indicates that a facsimile of the notice was sent in its entirety to the facsimile number of the addressee.
 - 22.11.2 A print out of an acknowledgment of proof of delivery of the e-mail.

Persons entitled to notice of meeting

- 22.12 Notice of every General Meeting must be given by a method authorised by this document to all of the following persons:
- 22.12.1 Every Class 'A' and Class 'B' Member.
 - 22.12.2 Every Director.
 - 22.12.3 Every person (if any) entitled to a membership in consequence of the death of a Member who, but for the Member's death would be entitled to receive notice of the meeting.
- 22.13 No other person is entitled to receive notices of General Meetings.

23 DEFINITIONS AND INTERPRETATION

Definitions

- 23.1 In this document the following definitions apply:
- ACT** means the Australian Capital Territory.
 - Board** means the Board of Directors of the Company.
 - By-Laws** means By-Laws of the Company made in accordance with Clause 18.1.
 - Chief Executive Officer** means a person appointed to perform the duties of a Chief Executive Officer of the Company and may include the office of Company Secretary.

Committee means a group or persons appointed by the Board or elected at an Annual General Meeting to perform allocated functions or tasks.

Company means Motorcycling NSW Limited ACN 096 875 526.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a person appointed to perform the duties of a Director of the Company.

Event means a motorcycling event, the conducting of which requires a Permit.

General Manager means a person appointed to perform the duties of a General Manager of the Company, and may include the office of Company Secretary

Class 'B' Member means a person whose contribution to the company is acknowledged by the bestowing of a life membership to the Company

Member means a person or entity whose name is entered in the Register as a Member of the Company.

NSW means New South Wales.

Office means the registered office of the Company.

Patron means the person elected in accordance with clause 19.15.

President means the person elected to that office at the Annual General Meeting of the Company.

Class 'C' Member means a Promoter that is organising, conducting and managing matters in relation to an event.

Register means the Register of Members kept by the Company under the Corporations Act 2001

Registered Member means a financial member holding annual or life membership of a Class 'A' Member.

Seal means the Common Seal of the Company.

Sport means all matters pertaining to Members, Competitors, Administrators, Officials and Spectators engaged in motorcycle events.

Termination Event means:

- (a) If a Member is an individual, the death or bankruptcy of that Member or that Member becoming of unsound mind or becoming a person whose property is liable to be dealt with under a law about mental health.
- (b) If a Member is a body corporate, the de-registration or other dissolution of that Member.

Interpretation

23.2 In this document, unless the context otherwise requires:

- 23.2.1 A reference to any law or legislation or legislative provision includes any statutory modification, amendment or re-enactment, and any subordinate legislation or regulations issued under that legislation or legislative provision, in either case whether before, on or after the date of this document.
- 23.2.2 A reference to any agreement or document is to that agreement or document as amended, novated, supplemented or replaced from time to time.
- 23.2.3 A reference to a clause, part, schedule or attachment is a reference to a clause, part, schedule or attachment of or to this document.
- 23.2.4 Where a word or phrase is given a defined meaning, another part of speech or other grammatical form in respect of that word or phrase has a corresponding meaning.
- 23.2.5 A word which denotes the singular denotes the plural, a word which denotes the plural denotes the singular, and a reference to any gender denotes the other genders.
- 23.2.6 An expression importing a natural person includes any Company, Trust, Partnership, Joint Venture, Association, Body Corporate or Public Authority.
- 23.2.7 A reference to dollars or \$ means Australian dollars.
- 23.2.8 References to the word 'include' or 'including' are to be construed without limitation.
- 23.2.9 A reference to a time of day means that time of day in the place where the Office is located.
- 23.2.10 A reference to a business day means a day other than a Saturday or Sunday on which banks are open for business generally in the place where the Office is located.
- 23.2.11 Where a period of time is specified and dates from a given day or the day of an act or event it must be calculated exclusive of that day.
- 23.2.12 A term of this document which has the effect of requiring anything to be done on or by a date which is not a business day must be interpreted as if it required it to be done on or by the next business day.

References to the document

23.3 A reference to this document, where amended, means this document as so amended.

Replaceable rules

- 23.4 Each of the provisions of the Corporations Act which would but for this clause apply to the Company as a replaceable rule within the meaning of the Corporations Act are displaced and do not apply to the Company

Application of Corporations Act

- 23.5 The Corporations Act applies in relation to this document as if it was an instrument made under the Corporations Act as in force on the day when this document became the constitution of the Company

Exercise of powers

- 23.6 Except as specifically contemplated to the contrary in this document, the Company may, in any manner permitted by the Corporations Act, exercise any power, take any action or engage in any conduct or procedure which under the Corporations Act a company limited by guarantee may exercise, take or engage in if authorised by its document.