



# Classic Riders Club of Goulburn Incorporated

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NSW FAIR TRADING : Y1384521

## Constitution

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## TERMS OF REFERENCE

- (a) This document is the constitution of the *Classic Riders Club of Goulburn Incorporated*, amended and adopted at the Annual General Meeting, Goulburn, 13 August 2019.
- (b) The purpose of this constitution is to regulate the affairs of the *Classic Riders Club of Goulburn Incorporated* (NSW Fair Trading Registration : Y1384521).
- (c) The Roads and Maritime Services of NSW (RMS) (or successor organisation) Historic Vehicle Conditional Registration Schemes (current versions) forms part of this constitution. A copy of this policy (not subject to amendment) is included as Annex A to this document and is provided for information only. All references to the RMS Historic Vehicle Conditional Registration Schemes refer to the latest version of these documents only.

## TITLE

- (a) The name of the Association is "*Classic Riders Club of Goulburn Incorporated*", referred to in this document as "The Club".
- (b) The Club colours are maroon and blue.

## DEFINITIONS

<i>AGM</i>	Annual General Meeting.
<i>RMS</i>	Roads and Maritime Services NSW (or NSW equivalent).
<i>Motorcycle</i>	any self-propelled road going vehicle with two or three wheels intended primarily for the transport of people and/or goods, when new. This definition includes such vehicles fitted with a sidecar and tri-cycles.
<i>Classic</i>	a motorcycle that is 30 years of age or older and complying with the relevant NSW vehicle standards.
<i>Historic:</i>	a motorcycle that is 30 years of age or older, from the year of manufacture, that is as close to original condition as possible.
<i>Member</i>	a natural person, who is financial at the date of acceptance of this Constitution, or who applies for and is granted membership within the meaning of this document, and who remain financial within the meaning of the document.
<i>Club Year</i>	that period of twelve months, commencing on 1 August and ending on 31 July of the following calendar year.
<i>Club Event</i>	Any published calendar event.

## OBJECTS

- (a) The objects of the Club are to:
  - i. promote and foster the preservation, restoration and use of historic motorcycles,
  - ii. conduct rallies and social events for members and to associate with other similar clubs having the same interests,
  - iii. receive or reject any monies by way of subscriptions, commissions, donations, legacies or grants,
  - iv. indulge in any activity deemed by the Club to further the interests of Club members.

- v. publish, or cause to be published, any information which it is deemed will promote the objects of the Club.

## MEMBERSHIP

- (a) Membership is open to any person who accepts the objects and interests of the Club.
- (b) Persons seeking membership should apply to the committee for membership, in writing. The committee may refuse any application for membership.
- (c) Membership is available to owners or authorised operators of RMS historic and classic motorcycles, or to persons interested in the objects and activities of the Club.
- (d) Members shall pay such joining fee and Annual Membership Fees as are determined by the Club at a General Meeting. Annual Membership Fees shall fall due on 1 August each year. A member joining after 31 January shall be required to pay one half of the applicable Annual Membership Fee for the remainder of the current year plus one full year's membership for the following year in advance.
- (e) To accord with RMS rules, Club membership must be current for the entire period of registration of a member's vehicle under the RMS Conditional Registration Schemes, therefore, members must be financial for both the current and next Club year.
- (f) Members have full voting rights and enjoy all privileges of the Club. Any right, privilege or obligation a person has as a member of the Club is not capable of being transferred or transmitted to another person and terminates on cessation of their membership.
- (g) Membership shall cease upon resignation, death, expulsion or failure to pay outstanding fees within three (3) months of the due date.  
A member who is not fully financial may not vote at a meeting of the Club.
- (h) Life member: Life membership may be conferred upon a Club member who meets the following criteria: -
  - i. Have made extra-ordinary or special contributions to the Club or have provided outstanding unpaid service;
  - ii. Have been a Club member for at least 10 years, consecutive or otherwise;
  - iii. Supports and promotes the objects of the Club as outlined in Section 4 (four) above.
- a) Nomination of a life member shall be in writing and signed by both the proposer and seconder (both of whom must be full financial members) to reach the Secretary prior to 31 July in any year.
- b) The nomination will be put on the agenda for the following AGM in August.
- c) The President, following any discussion, will put a motion to members present at the AGM to vote on the life membership.
- d) A vote of at least two thirds majority, of members who vote, must be achieved to confer life membership on the nominee.
- e) Life members are exempt from paying annual subscriptions and will enjoy all the privileges of a full member.
- f) If present the nominee may accept or decline life membership or advise the committee by the following meeting.

## MEETINGS

- (a) A General Meeting shall be held on the second Tuesday of each month and an AGM will take place immediately after the General Meeting in August of each year.
- (b) At least fourteen (14) days' notice of an AGM or an extraordinary general meeting shall be given to all members.

- (c) At least seven (7) days' notice of an ordinary general meeting shall be given to all members.
- (d) An extraordinary general meeting may be part of a general meeting.
- (e) A quorum for an ordinary general meeting shall be twelve (12) financial members. A quorum for an extraordinary or AGM shall be twenty (20) financial members.

## COMMITTEE

- (a) The Club shall have its affairs administered by the Office Bearers and other members known as the committee.
- (b) The committee shall be elected at each AGM and comprise the following office bearers and committee members:
  - i. President
  - ii. Vice President
  - iii. Secretary
  - iv. Assistant Secretary
  - v. Treasurer
  - vi. Public Officer
  - vii. Movements Officer
  - viii. Events Director
  - ix. Magazine Editor
  - x. Club Captain
- (c) To be eligible for office a member shall be a full financial member for at least three (3) months.
- (d) A committee member shall hold office until the next AGM, until he/she resigns or is removed from office by a resolution of the Club at an extraordinary meeting. A committee member may hold up to 2 offices (other than both the offices of president and vice-president).
- (e) There is no maximum number of consecutive terms for which a committee member may hold office.
- (f) In the event of a casual vacancy arising, that vacancy may remain or be filled, following prior notice at a general meeting, for the unexpired period of office until the next AGM and in accordance with the provisions of a normal election.

## DUTIES OF THE COMMITTEE AND OFFICE BEARERS

- (a) The committee shall responsibly manage the business of the Club in accordance with this constitution.
- (b) The committee shall appoint a Public Officer in accordance with the requirements of the *Associations Incorporation Act 2009*.
- (c) The committee shall appoint additional committee members for the discharge of specific tasks such as events director. The appointed member shall relinquish his/her position upon completion of such task(s).
- (d) The *President* shall be the spokesperson for the Club and shall chair meetings in accordance with the rules governing Parliamentary debate.
- (e) The *Vice-President* shall assist and assume full presidential duties in the absence of and on behalf of the president as required.
- (f) The *Secretary* shall:

- i. Attend to correspondence and take and keep all minutes of the meetings;
  - ii. Keep written records of all members and their addresses and registered vehicles.
- (g) The *Treasurer* shall:
- i. Maintain a correct and accurate record of the financial transactions of the Club.
  - ii. Provide a financial report at each general meeting;
  - iii. Present an audited financial statement, in accordance with the requirements of the *Associations Incorporation Act 2009* , to the AGM. With the committee's approval;
  - iv. If required and funds exceed \$10,000.00 at the end of the financial year appoint an auditor who is not a Club member to conduct an audit of the financial affairs of the Club in accordance with the *Associations Incorporation Act 2009*.
- (h) The *Public Officer* shall notify the Department of Fair Trading (or its equivalent) by the prescribed forms, if required to:
- i. Advise of his/her appointment or change of residential address (within fourteen days);
  - ii. Advise a change to the Clubs Name, Objects or rules (within one month);
  - iii. Advise a change in the membership of the committee (within fourteen days);
  - iv. Provide a statement of the Club's financial affairs (within one month after the AGM).

## ELECTIONS

- (a) Elections will be held at the AGM following the business of an ordinary general meeting in August each year.
- (b) All committee members will stand down and those members present at the AGM shall elect a returning officer from amongst themselves to conduct the ballot for the position of president. The returning officer shall not be a nominee for any committee position for which the ballot is to be conducted.
- (c) Once elected the president will assume the Chair(person) role and continue to conduct the election of committee members.
- (d) Nominee for election to the committee shall be proposed and seconded by members in the following manner:
  - i. Written nominations may be provided to the AGM with signatures of the nominee, proposer and seconder; or
  - ii. Oral nominations may be made at the AGM provided that the nominee, proposer and seconder are present;
  - iii. In the event that there is more than one nominee for a committee position voting for that position shall be by a show of hands;
  - iv. If there is only one nominee for a committee position, he/she is taken to be elected.

## MAKING OF DECISIONS

- (a) Motions or proposals must be formally moved and seconded before being put to a vote and be determined by a majority of the members present at the meeting.
- (b) Where an amendment to the constitution is proposed the proposal shall be notified to all members by mail, email or published in the Club newsletter no later than 21 days before the date on which the meeting is held. Constitutional amendments shall be voted upon at an extraordinary general meeting, or the AGM, and shall be deemed to be a 'special resolution'.

- (c) A *special resolution* is passed only if it is supported by at least three-quarters of the votes cast by members who are entitled to vote.

## VOTING

- (a) Voting on business shall be by show of hands unless a proposal calling for a secret ballot is successful.
- (b) Voting by proxy may only be accepted at an AGM or an extra-ordinary general meeting and must be in writing.
- (c) The Club may hold a postal or electronic ballot (as the committee chooses) to determine any issue or proposal (other than considering an appeal from a member who has been disciplined. Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked).
- (d) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the *Associations Incorporation Regulation 2016 [NSW]*.
- (e) Voting on a proposal shall be deemed successful if:
- i. For constitutional amendments it is supported by at least three-quarters of the votes cast by members eligible to vote; and in accordance with section 39 of the *Associations Incorporation Act 2009*;
  - ii. For all other matters a simple majority of half plus one vote of those members present is achieved.
- (f) The Chair(person) shall have a first vote on any proposal as well as a casting vote.
- (g) Where an equal vote on a proposal results, the matter shall be resolved by the Chair having a casting vote.
- (h) It is not a requirement that the Chair exercise their casting vote unless an immediate decision must be made.

## CLUB INCOMES AND PROPERTY

- (a) The income and property of the Club, however derived, shall be applied solely towards the objectives of the Club and no portion thereof shall be paid or transferred, either directly or indirectly, in any form to any Club member or their interests except as:
- i. Remuneration for services rendered to the Club or for goods supplied to the Club by a member in the ordinary course of business;
  - ii. Remuneration for expenses incurred by a duly authorised member conducting Club business.

## ACCOUNTS

- (a) The Club shall maintain an account(s) with a bank or other financial institution approved by the committee.
- (b) A receipt shall be issued for all monies received on behalf of the Club.
- (c) All monies received shall be passed to the treasurer for deposit in the account(s) within seven (7) days or as soon as reasonably possible.
- (d) All payments from Club funds shall normally be by cheque or Electronic Funds Transfer [EFT]. All cheques, Bills of Exchange or withdrawal forms drawn on the account(s) must be signed by any two authorised signatories. One of the signatories must be an office-bearer: (Treasurer, Secretary, President or Vice-President).

- (e) The Committee may approve a credit or debit card facility where appropriate. All accounts linked to these cards shall be kept with a nominal balance. A single authorised signatory is required to withdraw funds from such accounts.
- (f) Any cash payments must be specifically endorsed by the committee as such and a receipt of the transaction, with the payee's signature, must be retained.

## LIMITATION OF LIABILITY

- (a) In the event of any claim being made upon the Club, the Club's liability shall be limited to the extent of the funds and other assets held by the Club. In respect of such a claim, the Club shall not require the payment by any member of any fee or levy.

## DISCIPLINE

- (a) A member may request, in writing, the committee to enquire into a breach of the constitution by another Club member and where appropriate the committee may rescind the offender's membership rights and privileges.
- (b) Where a committee member fails in his/her responsibilities under the constitution a general meeting may sanction the removal from office of that committee member thereby creating a casual vacancy.
- (c) The process described in the Club's By-laws shall be followed first, where a dispute exists between members of the Club.
- (d) Where resolution using the By-laws process cannot be achieved the following provisions are available to members:
  - i. A dispute between a member and another member (in their capacity as members) of the Club, or a dispute between a member or members and the Club, are to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983*;
  - ii. If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration;
  - iii. The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

## CLUB SEAL

- (a) The Club shall have a seal in the form of CRCG.
- (b) The seal shall not be affixed to any instrument except by the authority of the committee and the affixing thereof shall be attested by the signature of at least one committee member, and that attestation is sufficient for all purposes that the seal was affixed by the authority of the committee.
- (c) The seal shall remain in the custody of the Club Secretary.

## DISSOLUTION

- (a) The club shall be dissolved if a resolution to this effect is carried by at least a three-quarters of the votes cast by members who are entitled to vote.
- (b) In the event of the club's dissolution, any surplus assets shall be transferred to a succeeding body which is approved by three-quarters of the votes cast by members who are entitled to vote or, failing approval of such a body, to a body with similar objectives to those set out in article four (4) of this constitution.

- (c) In the event of a failure to meet the conditions of the clause b) above within a period of six months, all funds and property of the club shall be directed to a Goulburn charity approved by three-quarters of the votes cast by members who are entitled to vote.
- (d) The assets of the club shall not be distributed amongst members of the club under any circumstances.

## FINANCIAL YEAR

- (a) The financial year for the Club shall be 1 August to 31 July of the following year.

## INSURANCE

- (a) The club shall effect and maintain Insurance as is required under the *Associations Incorporation Act 2009*, by Law or regarded as necessary by the Club.

## INSPECTION OF BOOKS

- (a) The following documents shall be open to inspection, free of charge, by a member of the Club at any reasonable hour:
  - i. records, books and other financial documents of the Club;
  - ii. this constitution;
  - iii. minutes of all committee meetings and general meetings of the Club.
- (b) A member of the Club may obtain a copy of any of the documents referred to in subclause (a) on payment of a fee of not more than \$1 for each page copied.
- (c) Despite subclauses (a) and (b), the committee may refuse to permit a member of the Club to inspect or obtain a copy of records of the Club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Club.

## BY-LAWS

- (a) The Club may create By-laws which shall be produced either:
  - i. by the Committee in accordance with the powers given in this constitution; or
  - ii. by the Committee to ensure compliance with Australian or New South Wales legislation; or
  - iii. otherwise as proposed by any member of the Club, or by the Committee, and approved by a simple majority of members at a general meeting; following the provision of at least 21 days' notice to all members.
- (b) The Secretary shall maintain a complete, up-to-date collection of By-laws, which shall be available to members.

## ANNEXES

Annex A: RMS Historic and Classic Vehicle Schemes.