

THE MOTORCYCLE SPORTSMEN OF QUEENSLAND INCORPORATED

A word or expression that is not defined in these Rules, but is defined in the Associations Incorporation Act 1981 has, if the context permits, the meaning given by that Act.

1. NAME

The Motorcycle Sportsmen of Queensland Incorporated

2. OBJECTS

- (1) The objects for which the Association is established are:
- (2) the promotion of, and involvement with, Motorcycle competition including Road Racing; and
- (3) supporting and encouraging competitors and sponsors; and
- (4) carrying out all or any of the objects of the Association and to exercise all the powers allowed by and in the second schedule to the Company's (Queensland) Code and either as principal, agent, contractor or otherwise and by or through Trustees or Agents or otherwise either alone or in conjunction with others.
- (5) To recognise Motorcycling Qld as the authority for motorcycle sport in Qld and MA as the national authority for motorcycling in Australia, and their respective objects.

3. POWERS

- (1) The Association has the powers of an individual.
- (2) The Association may, for example:
 - (a) enter into contracts; and
 - (b) acquire, hold, deal with and dispose of property; and
 - (c) make charges for services and facilities it supplies; and
 - (d) do other things necessary or convenient to be done in carrying out its affairs.
- (3) The Association may also issue secured and unsecured notes, debentures and debenture stock for the Association.

4. CLASSES OF MEMBERS

- (1) Unless otherwise determined by the Committee there shall be three classes of members: -
 - (a) Life Members (unlimited)
 - (b) Ordinary Members (unlimited)
 - (c) Honorary Annual Members (unlimited)

The Committee may prescribe other classes of members and may fix the qualifications, rights, privileges and obligations of any such class.

Admission to each class of membership shall be in the absolute discretion of the Committee.

5. MEMBERSHIP

- (1) Every applicant for any class of membership of the Association shall be proposed by one member of the Association and seconded by another member. The application for membership shall be made in writing, signed by the applicant and the proposer and shall be in such form as the Management Committee from time to time prescribes.

6. MEMBERSHIP FEES

- (1) The membership fees for each class of membership:
 - (a) is the amount decided by the members from time to time at a general meeting: and
 - (b) is payable when, and in the way, the Management committee decides.

7. ADMISSION AND REJECTION OF MEMBERS

- (1) At the next meeting of the Management Committee after the receipt of any application the fee for any class of membership, such applications shall be considered by the management Committee, who shall thereupon determine upon the admission or rejection of the applicant.
- (2) Any applicant who receives a majority of votes of the members of the Management Committee present at the meeting at which such application is being considered shall be accepted as a member to the class of membership applied for.
- (3) Upon the acceptance or rejection of an application for any class of membership the secretary shall forthwith give the applicant notice in writing of such acceptance or rejection

8. TERMINATION OF MEMBERSHIP

- (1) A member may resign from the Association at any time by giving notice in writing to the Secretary. Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.
- (2) If a member-
 - (a) is convicted of an indictable offence; or
 - (b) fails to comply with any of the provisions of these Rules; or
 - (c) has membership fees in arrears for a period of 3 months or more; or
 - (d) conducts themselves in a manner considered to be injurious or prejudicial to the character or interests of the Association, the Management Committee shall consider whether that person's membership shall be terminated.
- (3) The member concerned shall be given a full and fair opportunity of presenting their case and if the Management Committee resolves to terminate that membership it shall instruct the Secretary to advise the member in writing accordingly.

9. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

- (1) A person whose application for membership has been rejected or whose membership has been terminated may within one month of receiving written notification thereof, lodge with the Secretary written notification of their intention to appeal against the decision of the Management Committee.
- (2) Upon receipt of a notification of intention to appeal against rejection or termination of membership the Secretary shall convene, within three months of the date of receipt of such notice, a general meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to fully present their case and the Management Committee or those members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting its or their case.

The appeal shall be determined by the vote of the members present at such meeting.

- (3) Where a person whose application is rejected does not appeal against the decision of the Management Committee within the time prescribed by these rules or so appeals but the appeal is unsuccessful, the Secretary shall forthwith refund the amount of any fee paid.

10. REGISTER OF MEMBERS

- (1) The Management Committee shall cause a Register to be kept in which shall be entered the names and residential addresses of all persons admitted to membership of the Association and the dates of their admission.
- (2) Particulars shall also be entered into the Register of deaths, resignations, terminations, and reinstatements of membership and any further particulars as the Management Committee or the members at any general meeting may require from time to time.
- (3) The Register shall be open for inspection at all reasonable times by any member who previously applies to the Secretary for such inspection.

11. SECRETARY

- (1) The members of the Management Committee must ensure that a Secretary is appointed or elected for the Association, and if a vacancy happens in the office of Secretary, the members of the Management Committee must ensure that a Secretary is appointed or elected for the Association within 1 month after the vacancy happens.
- (2) The Secretary must be an individual residing in Queensland, or in another State but not more than 65 km from the Queensland border, who is –
 - (a) a member of the Association elected to the Association as a Secretary; or
 - (b) any of the following persons appointed by the Management Committee-
 - (i) a member of the Association's Management Committee;
 - (ii) a member of the Association; or
 - (iii) another person.
- (3) The Management Committee may appoint and remove the Association's Secretary on the giving of two month's written notice.

12. MEMBERSHIP OF MANAGEMENT COMMITTEE

- (1) The Management Committee of the Association shall consist of a President, Vice-President, and Treasurer, all of whom shall be members of the Association, and such number of other members as the members of the Association at any general meeting may from time to time elect or appoint.
- (2) At the annual general meeting of the Association, all the members of the Management Committee for the time being shall retire from office, but shall be eligible upon nomination for re-election.
- (3) The election of officers and other members of the Management Committee shall take place in the following manner: -
 - (a) Any two members of the Association shall be at liberty to nominate any other member to serve as an officer or other member of the Management Committee;
 - (b) The nomination, which shall be in writing and signed by the member and his proposer and seconder, shall be lodged with the Secretary at

- least fourteen days before the annual general meeting at which the election is to take place;
- (c) A list of the candidates' names in alphabetical order, with the proposers' and seconders' names, shall be posted in a conspicuous place in the office or usual place of meeting of the Association for at least seven days immediately preceding the annual general meeting.
 - (d) Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each member present at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;
 - (e) Should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.

13. RESIGNATION OR REMOVAL FROM OFFICE OF MANAGEMENT COMMITTEE MEMBER

- (1) Any member of the Management Committee may resign from membership of the Management Committee at any time by giving notice in writing to the Secretary; but such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date, or such member may be removed from office at a general meeting of the Association where that member shall be given the opportunity to fully present their case. The question of removal shall be determined by the vote of the members present at such a general meeting.

14. VACANCIES ON MANAGEMENT COMMITTEE

- (1) The Management Committee shall have power at any time to appoint any member of the Association to fill any casual vacancy on the Management Committee until the next annual general meeting.
- (2) The continuing members of the Management Committee may act notwithstanding any casual vacancy in the Management Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum of the Management Committee, the continuing member or members may act for the purpose of increasing the number of members of the Management Committee to that number or of summoning a general meeting of the Association, but for no other purpose.

15. FUNCTIONS OF THE MANAGEMENT COMMITTEE

- (1) Except as otherwise provided by these Rules and subject to resolutions of the members of the Association carried at any general meeting the Management Committee:
 - (a) shall have the general control and management of the administration of the affairs, property and funds of the Association;
 - (b) and shall have authority to interpret the meaning of these Rules and any other matter relating to the Association on which these Rules are silent.
- (2) The Management Committee may exercise all the powers of the Association -
 - (a) to borrow or raise or secure the payment of money in such manner as the members of the Association may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or

other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property, both present and future, and to purchase, redeem or pay off any such securities;

- (b) to borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Brisbane for overdrawn accounts on money lent, whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association, and to provide and pay off any such securities; and
- (c) to invest in such manner as the members of the Association may from time to time determine.

16. MEETINGS OF MANAGEMENT COMMITTEE

- (1) The Management Committee shall meet at least once every calendar month to exercise its functions.
- (2) A special meeting of the Management Committee shall be convened by the Secretary on the requisition in writing signed by not less than one-third of the members of the Management Committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.
- (3) At every meeting of the Management Committee a simple majority of a number equal to the number of members elected and/or appointed to the Management Committee as at the close of the last general meeting of the members, shall constitute a quorum.
- (4) Subject as previously provided in this rule, the Management Committee may meet together and regulate its proceedings as it thinks fit: Provided that questions arising at any meeting of the Management Committee shall be decided majority of votes and, in the case of equality votes, the question shall be deemed to be decided at the next general meeting.
- (5) A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Association in which that member is interested, or any matter arising thereout, and if that member does so then the vote of that member shall not be counted.
- (6) Not less than fourteen days notice shall be given by the Secretary to members of the Management Committee of any special meeting of the Management Committee. Such notice shall clearly state the nature of the business to be discussed thereat.
- (7) The President shall chair every meeting of the Management Committee; or if there is no President, or if at any meeting the President is not in attendance within ten minutes after the time appointed for holding the meeting, the Vice-President shall act as Chairperson or if the Vice-President is not present at the meeting then the members may choose one of their number to chair the meeting.
- (8) If within half an hour from the time appointed for the commencement of a Management Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee, shall lapse. In any other case it shall stand adjourned to the same day in the next

week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

17. DELEGATION OF MANAGEMENT COMMITTEE POWERS

- (1) The Management Committee may delegate any of its powers to a sub-committee consisting of such members of the Association as the Management Committee thinks fit. Any sub-committee so formed shall in the exercise of the powers so delegated shall conform to any regulations that may be imposed upon it by the Management Committee.
- (2) A sub-committee may elect a Chair for its meetings. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within ten minutes after the time appointed for holding the meeting, the present members may choose one of their number to Chair the meeting.
- (3) A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes the question shall be deemed to be decided at the next general meeting.

18. ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS

- (1) All acts done by any meeting of the Management Committee or of a sub-committee or by any person acting as a member of the Management Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Management Committee or person acting as aforesaid, or that the members of the Management Committee or any of them were disqualified, be as valid as if every person had been duly appointed and was qualified to be a member of the Management Committee.

19. RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING

- (1) A resolution in writing signed by all the members of the Management Committee for the time being entitled to receive notice of a meeting of the Management Committee shall be valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Management Committee.

20. GENERAL MEETINGS

- (1) General Meetings:
 - (a) must be held once every calendar month from February to December;
 - (b) a general meeting may be called for January by the Management Committee if deemed necessary by that Committee;
 - (c) the Management Committee must decide the date in the month and the venue for general meetings.

21. ANNUAL GENERAL MEETINGS AND THE BUSINESS TO BE CONDUCTED THEREAT

- (1) Annual general meetings must be held:
 - (a) at least once a year; and
 - (b) within 4 months of the end of the financial year of the Association.

- (2) The business to be transacted at every annual general meeting shall be -
 - (a) The receiving of the Management Committee's report and the statement of the income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the preceding financial year;
 - (b) The receiving of the auditor's report upon the books and accounts for the preceding financial year, and presenting that audited statement to the meeting for adoption;
 - (c) The election of members of the Management Committee; and
 - (d) The appointment of an auditor.

22. SPECIAL GENERAL MEETING

- (1) The Secretary may only call a special general meeting by giving each member notice of such a meeting within 14 days after -
 - (a) being directed to do so by the Management Committee; or
 - (b) receiving a requisition in writing signed by not less than one-third of the members presently in the Management Committee or not less than the number of ordinary members of the Association which equals double the number of members presently on the management Committee plus one. Such requisition shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat; or being given a written notice of an intention to appeal against the decision of the Management Committee to reject an application for membership or to terminate the membership of any person.

23. QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETING

- (1) At any general meeting the number of members required to constitute a quorum shall be double the number of members presently on the Management Committee plus one.
- (2) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. For the purposes of this rule "member" includes a person attending as a proxy or as representing a corporation which is a member.
- (3) If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee or the Association, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- (4) The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

24. PROCEDURE AT GENERAL MEETING

- (1) The Secretary shall convene all general meetings of the Association by giving not less than 14 days notice of any such meeting to the members of the Association.
- (2) The manner by which such notice shall be given shall be determined by the Management Committee. Provided that any notice of any meeting convened for the purpose of hearing or determining the appeal of a member against a rejection or termination of his membership by the Management Committee, shall be given in writing. Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.
- (3) Unless otherwise provided by these rules, at every general meeting;
 - (a) the President shall preside as Chairperson, or if there is no President, or if that President is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the Chairperson or if the Vice-President is not present or is unwilling to act then the members present shall elect one of their number to Chair the meeting;
 - (b) the Chairperson shall maintain order and conduct the meeting in a proper and orderly manner;
 - (c) every question, matter or resolution shall be decided by a majority of votes of the members present;
 - (d) every member present shall be entitled to one vote and in the case of an equality of votes the Chairperson shall have a second or casting vote; Providing that no member shall be entitled to vote at any general meeting if that member's annual subscription has lapsed.
 - (e) voting shall be by show of hands or a division of members, unless not less than one-fifth of the members present demand a ballot in which event there shall be a secret ballot. The Chairperson shall appoint two members to conduct the secret ballot in such manner as shall be determined and the result of the ballot as declared by the Chair shall be deemed to be the resolution of the meeting at which the ballot was demanded;
 - (f) a member may vote in person or by proxy or by attorney; and on a show of hands every person present who is a member or a representative of a member shall have one vote, and in a secret ballot every person present in person or by proxy or by attorney or other duly authorised representative shall have one vote:
 - (g) the instrument appointing a proxy shall be in writing, in the common or usual form under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a member of the Association; but that proxy may cast votes for not more than two members by which that proxy is appointed. The instrument appointing a proxy shall be deemed to confer the authority to demand or join in demanding a secret ballot;
 - (h) where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:-

[Name of Association]:

I, _____ of _____, being a member of the above named Association, hereby appoint _____ of _____, or failing that person, _____ of _____, as my proxy to vote for me on my behalf at the (annual) general meeting of the Association, to be held on the _____ day of _____, 20 _____

Signed this _____ day of _____ 20 _____

Signature _____

This form is to be used in *favour of /*against the resolution.

*Strike out whichever is not desired. (unless otherwise instructed, the proxy may vote as he thinks fit.);

- (i) the instrument appointing a proxy shall be deposited with the Secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote; and
- (j) the Secretary shall cause full and accurate minutes of all questions, matters, resolutions, and other proceedings of every Management Committee meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee meeting shall be signed by the Chairperson of that meeting or the chair of the next succeeding Management Committee meeting verifying their accuracy. Similarly, the minutes of every general meeting shall be signed by the Chairperson of that meeting or the next succeeding general meeting: Provided that the minutes of any annual general meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding general meeting or annual general meeting.

25. BY-LAWS

- (1) The Management Committee may from time to time make, amend or repeal by-laws, not inconsistent with these Rules, for the internal management of the Association and any by-law may be set aside by a general meeting of members.

26. ALTERATION OF RULES

- (1) Subject to the Associations Incorporation Act 1981. these rules may be amended, repealed or added to be a special resolution carried at a general meeting.
- (2) However an amendment, repeal or addition is valid only if it is registered by the chief executive.

27. COMMON SEAL

- (1) The Management Committee shall provide for a Common Seal and for its safe custody. The Common Seal may only be used by the authority of the Management Committee and every instrument to which the Seal is affixed shall be signed by a member of the Management Committee and shall be

countersigned by the Secretary or by a second member of the Management Committee or by some other person appointed by the Management Committee for the purpose.

28. FUNDS AND ACCOUNTS

- (1) The funds of the Association must be kept in an account in the name of the Association in a financial institution decided by the Management Committee.
- (2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.
- (3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (4) If an amount of S100.00 or more is paid by cheque for the Association, that cheque must be signed by any 2 of the following-
 - (a) the President;
 - (b) the Secretary;
 - (c) the Treasurer; or
 - (d) another member authorised by the Management Committee for that purpose.
- (5) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed "not negotiable".
- (6) A petty cash account must be kept on the imprest system, and the Management Committee must decide the amount of petty cash to be kept in the account.
- (7) All expenditure must be approved or ratified at a Management Committee meeting.
- (8) The Treasurer must, as soon as practicable after the end of each financial year, ensure a statement containing the following particulars is prepared
 - (a) the income and expenditure for the financial year just ended;
 - (b) the assets and liabilities of the Association at the close of the year;
 - (c) the mortgages, charges and securities affecting the property of the Association at the close of the year.
- (9) The Auditor must examine the statement prepared under sub-clause 8 and present a report about it to the Secretary before the next annual general meeting following the financial year for which the audit was made.
- (10) The income and property of the Association must be used solely in promoting the objects and powers of the Association.

29. DOCUMENTS

- (1) The Management Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

30. FINANCIAL YEAR

(1) The financial year of the Association shall close on 30th June in each year.

31. DISTRIBUTION OF SURPLUS ASSETS

(1) If the Association shall be wound up in accordance with the provisions of the Associations Incorporation Act 1981, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members. to an extent at least as great as is imposed on this Association under these rules.