

# CANBERRA AND DISTRICT DUCATI CLUB CONSTITUTION

## Definitions for this constitution

In this constitution:

*member* means a member, however described, of the association.

*ordinary committee member* means a member of the committee who is not an office-bearer of the association as mentioned in section 22.

*officer* means:

- (a) a member of the committee of the association.
- (b) the public officer, secretary, treasurer or executive officer of the association, the holder of any other office of the association (however described) or a person occupying any of the abovementioned offices, whether validly appointed or not, or
- (c) any other person who is concerned in or takes part in the management of the association's affairs; but does not include a patron or the holder of another honorary office of the association if the office does not confer on its incumbent a right to participate in the management of the association's affairs.

*secretary* means the person holding office under these rules as secretary of the association or, if no such person holds that office.

*the Act* means the *Associations Incorporation Act 1991*.

*Annual General Meeting* is signified by the abbreviation AGM.

## Part 1 – NAME, OBJECTIVE AND POWER

### 1. Name

- (a) The name of the club shall be the “Canberra and District Ducati Club” incorporated, hereinafter referred to as “the club”.
- (b) The club may have the abbreviated title of “C.D.D.C.”.

### 2 Objectives

- (1) The objectives of the club are to:
  - (a) Promote and foster interest in Italian made motorcycles within the A.C.T. and the surrounding district.
  - (b) Provide the opportunity for owners of Italian made motorcycles and others interested in such marques to ride together and meet regularly on a social and/or sporting basis.

- (c) Encourage an awareness of, and liaise with, other motorcycle and motoring clubs with similar objectives.
- (d) Actively promote a better public image of motorcyclists and motorcycling.

### **3 Power**

The club shall have the power, subject to the laws of Australia, to do all things as are necessary, expedient or incidental to attainment of any one or all of the objectives.

## **PART 2 - MEMBERSHIP**

### **4 Memberships qualifications**

- (1) Membership is open to all who have an interest in Italian motorcycles.
- (2) Membership may be held on an individual basis or on a family basis in the event that a spouse, partner or child wishes to join in conjunction with another applicant for membership.
- (3) An application for membership must meet the following requirements and the club must act in the following way:
  - (a) The applicant must apply using a claim form approved by the Committee and pay the required membership application amount.
  - (b) As soon as practical after receiving the membership application and conferring with club committee, the Membership Officer and/or Treasurer will either accept or reject the application.
  - (c) Where a membership application is accepted, a notification will be sent to new member welcoming that member to the CDDC.
  - (d) Where a membership application is rejected, the membership application fee will be returned to applicant as soon as possible in a reasonable time and a notification sent advising of the application rejection.
  - (e) Membership details will be held with club for access by designated committee members and individual members will have access to their membership details only.
- (4) The committee may propose the conferring of an honorary or life membership upon a worthy member of the public (eg. spouse or partner of a life member) or another member who has made an unusual or special contribution to the club. Any such decision should be ratified at a general meeting.

### **5 Membership fees and period of membership**

- (1) The membership period for a member is an annual membership and runs from the date his/her application for membership is accepted by the committee and runs for 12 months from that date.
- (2) The next annual fee for a member then becomes payable 12 months plus one day after their date of acceptance and fee paid for their initial accepted membership.

(3) The annual membership fee of the association is \$1 or, if any other amount has been determined by resolution of the committee, that other amount.

(4) The committee may determine that the amount of any annual membership fee or annual renewal fee be varied and the decision shall be effective upon ratification at a monthly general meeting.

(5) The annual fee for new membership shall be the same as for annual fee for renewals of membership.

## **6 Members' liabilities**

The liability of a member to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association, is limited to the amount (if any) unpaid by the member in relation to membership of the association as required by section 5.

## **7 Membership entitlements not transferrable**

A right, privilege or obligation that a person has because of being a member of the association:

- (a) cannot be transferred or transmitted to another person; and
- (b) terminates on cessation of the person's membership.

## **8 Cessation of membership**

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

- (a) dies or, for a corporation, is wound up, or
- (b) resigns from membership of the association, or
- (c) is expelled from the association, or
- (d) fails to renew membership of the association.

## **9 Resignation of membership**

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

(2) A member who has paid all amounts payable by the member to the association may resign from membership of the association by first giving notice (of not less than 1 month or, if the committee has determined a shorter period, that shorter period) in writing to the membership officer of the member's intention to resign and, at the end of the period of notice, the member ceases to be a member.

(3) If a person ceases to be a member, the membership officer must make an appropriate entry in the register of members recording the date the member ceased to be a member.

## **10 Disciplining of members**

(1) If the committee is of the opinion that a member:

(a) has persistently refused or neglected to comply with a provision of these rules, or

(b) has persistently and wilfully acted in a manner prejudicial to the interests of the association; the committee may, by resolution:

i) expel the member from the association, or

ii) suspend the member from the rights and privileges of membership of the association that the committee may decide for a specified period.

(2) A resolution of the committee under subsection (1) is of no effect unless the committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under subsection (3), confirms the resolution in accordance with this section.

(3) If the committee passes a resolution under subsection (1), the secretary must, as soon as practicable, serve a written notice on the member:

(a) setting out the resolution of the committee and the grounds on which it is based, and

(b) stating that the member may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice, and

(c) stating the date, place and time of that meeting, and

(d) informing the member that the member may do either or both of the following:

(i) attend and speak at that meeting,

(ii) submit to the committee at or before the date of that meeting written representations relating to the resolution.

(4) Subject to the Act, section 50, at a meeting of the committee mentioned in subsection (2), the committee must:

(a) give to the member mentioned in subsection (1) an opportunity to make oral representations, and

(b) give due consideration to any written representations submitted to the committee by that member at or before the meeting, and

(c) by resolution decide whether to confirm or to revoke the resolution of the committee made under subsection (1).

(5) If the committee confirms a resolution under subsection (4), the secretary must, within 7 days after that confirmation, by written notice inform the member of that confirmation and of the member's right of appeal under section 11.

(6) A resolution confirmed by the committee under subsection (4) does not take effect:

(a) until the end of the period within which the member is entitled to appeal against the resolution if the member does not exercise the right of appeal within that period, or

(b) if within that period the member exercises the right of appeal—unless and until the association confirms the resolution in accordance with subsection 11(4).

## **11 Rights of appeal of disciplined member**

(1) A member may appeal to the association in general meeting against a resolution of the committee that is confirmed under subsection 10(4), within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.

(2) On receipt of a notice under subsection (1), the secretary must notify the committee which must call a general meeting of the association to be held within 21 days after the date when the secretary received the notice or as soon as possible after that date.

(3) Subject to the Act, section 50, at a general meeting of the association called under subsection (2):

(a) no business other than the question of the appeal may be transacted, and

(b) the committee and the member must be given the opportunity to make representations in relation to the appeal orally or in writing, or both, and

(c) the members present must vote by secret ballot on the question of whether the resolution made under subsection 10(4) should be confirmed or revoked.

(4) If the meeting passes a special resolution in favour of the confirmation of the resolution made under subsection 10(4), that resolution is confirmed.

## **12 Club patron**

The club may decide to request a suitable member of the community to act as club patron. The details of such a position shall be decided by a simple majority at an Annual General Meeting hereafter known as AGM.

## **PART 3 MEETINGS**

### **13 Annual general meetings—holding of and business at**

- (1) With the exception of the first AGM of the association, the association must, at least once in each calendar year and within 5 months after the end of each financial year of the association, call an AGM of its members.
- (2) In addition to any other business that may be transacted at an AGM, the business of an AGM is:
  - (a) to confirm the minutes of the last AGM and of any general meeting held since that meeting, and
  - (b) to elect members of the committee, including office-bearers, and
  - (c) to receive from the committee reports on the activities of the association during the last financial year, and
  - (d) to receive and consider the statement of accounts and the reports that are required to be submitted to members under the Act, section 73(1).
- (3) An AGM must be specified as such in the notice calling it in accordance with section 15.
- (4) An AGM must be conducted in accordance with the provisions of this part.

### **14 Meetings – presiding member**

- (1) The president, or in the absence of the president, the vice-president, presides at the AGM and each general meeting of the association.
- (2) If the president and the vice-president are absent from an AGM or a general meeting, the members present must elect 1 of their number to preside at the meeting.

### **15 Meeting notification**

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, send:
  - a) by prepaid post to each member at the member's address appearing in the register of members, or
  - b) an email to the member's email address appearing in the registrar of members, or
  - c) a meeting notification in the club's monthly newsletter published no sooner than 14 days prior to the proposed scheduled date of the meeting.

a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, send notice to each member in the way provided in subsection (1) specifying, in addition to the matter required under that subsection, the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice calling a general meeting may be transacted at the meeting except, for an AGM, business that may be transacted under section 15(2).
- (4) A member desiring to bring any business before a general meeting may give written notice of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

## **16 Meeting adjournment**

- (1) The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subsections (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

## **17 Meetings – making of decisions**

- (1) A question arising at a general meeting of the association is to be decided on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting of the association, a poll may be demanded by the person presiding or by not less than 3 members present in person or by proxy at the meeting.
- (3) If the poll is demanded at a general meeting, the poll must be taken:
  - (a) immediately if the poll relates to the election of the person to preside at the meeting or to the question of an adjournment; or

(b) in any other case—in the way and at the time before the close of the meeting that the person presiding directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

## **18 Meeting - voting**

(1) Subject to subsection (3), on any question arising at a general meeting of the association a member has 1 vote only.

(2) All votes must be given personally or by proxy but no member may hold more than 5 proxies.

(3) If the votes on a question at a general meeting are equal, the person presiding is entitled to exercise a second or casting vote.

(4) A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid, other than the amount of the annual subscription payable for the then current year.

## **19 Voting – appointment of proxies**

(1) Each member is entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting for which the proxy is appointed.

(2) The notice appointing the proxy must be in the form set out in appendix 1.

## **20 Quorum**

(1) Five members present in person (who are entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

## **PART 4 COMMITTEE**

The committee is elected at an AGM.

## **21 Powers of committee**

(1) The committee, subject to the Act, the regulation, these rules, and to any resolution passed by the association in general meeting:

(a) control and manage the affairs of the association, and

(b) may exercise all functions that may be exercised by the association, other than those functions that are required by these rules, to be exercised by the association in general meeting, and



(c) has power to perform all acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

## **22 Committee and membership**

(1) The committee consists of:

- (a) the office-bearers of the association as set out in subsection (2), and
- (b) at least 3 ordinary committee members; each of whom must be elected under section 13 or appointed in accordance with subsection (4)

(2) The office-bearers of the association are:

- (a) the president, and
- (b) the vice-president, and
- (c) the treasurer, and
- (d) the secretary.

(3) Each member of the committee holds office, subject to these rules, until the conclusion of the AGM following the date of the member's election, but is eligible for re-election.

(4) If there is a vacancy in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed holds office, subject to these rules, until the conclusion of the next annual general meeting after the date of the appointment.

## **23 Election of committee members**

(1) Nominations of candidates for election as office-bearers of the association or as ordinary committee members:

- (a) must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the nomination form), and
- (b) must be given to the secretary of the association not less than 7 days before the date fixed for the AGM at which the election is to take place.

(2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations may be received at the AGM.

(3) If insufficient further nominations are received at the AGM, any vacant positions remaining on the committee are taken to be vacancies.

(4) If the number of nominations received is equal to the number of vacancies to be filled, the people nominated are taken to be elected.

(5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held.

(6) The ballot for the election of office-bearers and ordinary committee members must be conducted at the AGM in the way the committee may direct.

(7) A person is not eligible to simultaneously hold more than 1 position on the committee.

## **24 Secretary**

(1) The secretary of the association must, as soon as practicable after being appointed as secretary, notify the association of his or her address.

(2) The secretary must keep minutes of:

(a) all elections and appointments of office-bearers and ordinary committee members, and

(b) the names of members of the committee present at a committee meeting or a general meeting, and

(c) all proceedings at committee meetings and general meetings.

(3) Minutes of proceedings at a meeting must be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

## **25 Treasurer**

(1) The treasurer of the association must:

(a) collect and receive all amounts owing to the association and make all payments authorised by the association, and

(b) keep correct accounts and books showing the financial affairs of the association with full details of all receipts and expenditure connected with the activities of the association.

## **26 Vacancies**

For these rules, a vacancy in the office of a member of the committee happens if the member:

(a) dies, or

(b) ceases to be a member of the association, or

- (c) resigns the office, or
- (d) is removed from office under section 17 (Removal of committee members), or
- (e) suffers from mental or physical incapacity, or
- (f) is disqualified from office under the Act, section 63 or section 63B, or
- (g) is subject to a disqualification order under the Act, section 63A, or
- (h) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

## **27 Removal of committee members**

The association in general meeting may by resolution, subject to the Act, section 50, remove any member of the committee from the office of member of the committee before the end of the member's term of office.

## **28 Committee meetings and quorum**

- (1) The committee must meet at least 3 times in each calendar year at the place and time that the committee may decide.
- (2) Additional meetings of the committee may be called by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or any other period that may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subsection (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business may be transacted at the meeting, except business that the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business may be transacted by the committee unless a quorum is present and, if within half an hour after the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting is dissolved.
- (8) At meetings of the committee:

- (a) the president or, in the absence of the president, the vice-president presides, or
- (b) if the president and the vice-president are absent—1 of the remaining members of the committee may be chosen by the members present to preside.

## **29 Delegation by the committee to a subcommittee**

(1) The committee may, in writing, delegate to 1 or more subcommittees (consisting of the member or members of the association that the committee considers appropriate) the exercise of the functions of the committee that are specified in the instrument, other than:

- (a) this power of delegation, and
- (b) a function that is a function imposed on the committee by the Act, by any other Territory law, or by resolution of the association in general meeting.

(2) A function, the exercise of which has been delegated to a subcommittee under this section may, while the delegation remains unrevoked, be exercised from time to time by the subcommittee in accordance with the terms of the delegation.

(3) A delegation under this section may be made subject to any conditions or limitations about the exercise of any function, or about time or circumstances that may be specified in the instrument of delegation.

(4) Despite any delegation under this section, the committee may continue to exercise any function delegated.

(5) Any act or thing done or suffered by a subcommittee acting in the exercise of a delegation under this section has the same force and effect as it would have if it had been done or suffered by the committee.

(6) The committee may, in writing, revoke wholly or in part any delegation under this section.

(7) A subcommittee may meet and adjourn as it considers appropriate.

## **30 Voting and decisions**

(1) Questions arising at a meeting of the committee or of any subcommittee appointed by the committee are decided by a majority of the votes of members of the committee or subcommittee present at the meeting.

(2) Each member present at a meeting of the committee or of any subcommittee appointed by the committee (including the person presiding at the meeting) is entitled to 1 vote but, if the votes on any question are equal, the person presiding may exercise a second or casting vote.

## **PART 5 – MISCELLANEOUS**

### **31 Constitutional amendments**

- (1) A period of notice spanning the period of at least 21 days shall be given to all members of any proposed amendments to this constitution.
- (2) Any amendment to this constitution shall be void unless it complies with the requirements of the “Associations Incorporation ACT 1991”.

### **32 Common seal**

- (1) The common seal of the association must be kept in the custody of the secretary.
- (2) The common seal must not be attached to any instrument except by the authority of the committee and the attaching of the common seal must be attested by the signatures either of 2 members of the committee or of 1 member of the committee and of the secretary.

### **33 Inspection of books**

The records, books and other documents of the club must be open to inspection at a place in the ACT, free of charge, by a member of the club at any reasonable hour.

### **34 Service of notice**

For these rules, the club may serve a notice on a member by sending it by:

- (a) prepaid post to the member at the member’s address shown in the register of members, or
- (b) an email to the member’s email address appearing in the registrar of members.

### **35 Funds source**

- (1) The funds of the club must be derived from annual fee subscriptions of members, donations and, subject to any resolution passed by the club in general meeting and subject to the Act, section 114, any other sources that the committee decides.
- (2) All money received by the club must be deposited as soon as practicable and without deduction to the credit of the association’s bank account.
- (3) The club must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **36 Funds management**

- (1) Subject to any resolution passed by the association in general meeting, the funds of the club must be used for the objects of the club in the way that the committee decides.

(2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the club, being members of the committee or employees authorised to do so by the committee.

### **37 Club's income and property**

(1) 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 of their interests except as:

(a) remuneration for services rendered to the club or for goods supplied to the club by a member in the ordinary course of business, or

(b) remuneration for expenses incurred by a duly authorised member conducting club business.

### **38 Accounts**

(1) The club shall maintain an account (hereinafter referred to as "account") with a bank or other financially institution approved by the committee.

(2) A receipt shall be issued for all monies received on behalf of the club.

(3) All monies received shall be passed to the treasurer for deposit in the account as soon as is practical.

(4) All payments from club funds shall normally be by cheque. 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.

### **39 Club dissolution**

(1) The club shall be dissolved if a resolution to this effect is carried by at least two-thirds majority of all club members.

(2) In the event of the club's dissolution, any surplus assets shall be transferred to a succeeding body which is approved by a two-thirds majority of all members or, failing approval of such a body, to a body with similar objectives to those set out in article two of this constitution.

(3) In the event of a failure to meet the conditions of subsection (2) above within a period of six months, all funds and property of the club shall be directed to the Spinal Research Centre, Royal North Shore Hospital, Sydney.

(4) The assets of the club shall not be dissolved amongst members of the club under any circumstances.

# Appendix 1

(see s 30 (2))

## Form of appointment of proxy

I,

.....  
(full name)

of

.....  
(address)

a member of

.....  
(name of incorporated association)

appoint

.....  
(full name of proxy)

of

.....  
(address)

a member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the association (annual general meeting or other general meeting, as the case may be) to be held on

.....  
And at any adjournment of that meeting.

\*My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

.....  
(Signature of member appointing proxy)

(\*To be inserted if desired.)

Date .....

Note A proxy vote may not be given to a person who is not a member of the association.