

Constitution of the The Motor Cycle Sportsmen of Queensland Incorporated

Incorporation number: IA00350



Table of contents

1	Associations Incorporations Act 1981	1
2	Name of club	1
3	The club's objectives	1
4	Affiliation with Motorcycling Queensland.....	2
5	Powers of the club	2
6	Classes of members	3
	Ordinary members	4
	Family members and children	4
	Junior Members	4
	Honorary Life members	4
	Day members	5
	Volunteer members	5
	Voting rights of members.....	5
	Members' obligations	6
7	Membership applications & renewals.....	6
	New membership.....	6
	Renewal of membership	6
	Rules and policies - application for, and renewal of, membership.....	6
8	Annual membership & fees	7
	Membership year	7
	Payment	7
9	Admission and rejection of members	7
10	Resignation, termination & suspension	8
	Resignation of membership	8
	Termination or suspension of membership.....	8
11	Appeal against rejection, termination or suspension of membership.....	9
12	Register of members.....	10
	Required details	10
13	Secretary.....	10
14	Membership of management committee.....	11
15	General committee members.....	11
16	Staggered rotation of committee	12
	Membership year 2024	12
17	Electing the committee	12
18	Resignation or removal from office of management committee or general committee member	
	13	
	Resignation.....	13

Removal.....	13
19 Vacancies on the committee	14
Vacancies on the committee.....	14
Vacancy of a general committee position.....	14
20 Functions of management committee & general committee members	14
General functions.....	14
Power & authority of the management committee	15
Role of the management committee	15
General committee members	15
21 Meetings of committee.....	16
General rules for management committee	16
Special management committee meetings	16
Chair	16
Quorum & majority – committee meetings.....	17
No quorum	17
Conflicts.....	17
22 Subcommittees.....	17
Purposes of sub-committees	17
Authority of sub-committees	17
Membership of sub-committees.....	18
Rules for sub-committee meetings	18
23 Acts not affected by defects or disqualifications	18
24 Resolutions of management committee without meeting	19
25 Annual general meetings	19
26 Business to be conducted at annual general meeting	19
27 Special general meetings.....	20
Reason for special general meeting	20
Procedure for a special general meeting	20
28 General meetings	21
Reasons for a general meeting.....	21
Procedure for a general meeting	21
29 Quorum for, and adjournment of, general meetings	21
Quorum	21
Adjournment of a general meeting by consent	21
30 Procedure for general meetings	22
Chair	22
Voting	22
Record of meeting.....	23
31 Discipline.....	23
Complaints	23
Grounds for disciplinary action on complaint.....	24
Management committee to consider the complaints from members	24

Process for imposition of penalties.....	24
Disciplinary penalties	25
Rights of appeal.....	26
Appeal reference to MQ for reference under the NIF	26
Appeal under the NIF	26
Procedural fairness for all disciplinary processes	26
Rules of evidence do not apply	26
32 Rules & policies	26
33 Alteration of constitution.....	26
34 Common seal.....	27
35 Funds and accounts	27
36 Documents	29
37 Financial year	29
38 Distribution of surplus assets to another entity.....	29

MSQ Inc 1A00350

1 Associations Incorporations Act 1981

1.1 The club is incorporated under the *Associations Incorporations Act 1981*.

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

2 Name of club

2.1 The name of the incorporated association is The Motor Cycle Sportsmen of Queensland Incorporated and is referred to in this constitution as the club.

3 The club's objectives

3.1 The club's objectives are each of the following:

3.1.1 To conduct high quality motorcycle sporting events and other activities for Motorcycling Australia (**MA**) licensed juniors and seniors and other participants allowed by MA, and to facilitate and encourage participation in motorcycle competition and recreation.

3.1.2 To promote sportsmanship & camaraderie between the club members and community supporters of motorcycle sport and recreation.

3.1.3 To conduct all motor-cycle related club activities in compliance with the MA Manual of Motorcycle Sport and to ensure, as far as is reasonably possible, all members and visitors comply with that manual.

3.1.4 To promote fun, enjoyment and an atmosphere of community in all club activities.

3.1.5 To foster an appreciation, within the wider community in which the club operates and within local government, the community benefits of organized motorcycle-related activity.

3.1.6 To be faithful to the heritage of the club.

3.1.7 To cooperate with Motorcycling Queensland (MQ) and other MQ-affiliated clubs to grow and develop motorcycle sport and recreation as an enjoyable family and community activity.

3.1.8 To facilitate rider education, training and safe riding habits.

3.1.9 To ensure that the club remains financially viable.

4 Affiliation with Motorcycling Queensland

4.1 The club commits to each of the following:

- 4.1.1 It will maintain affiliation with Motorcycling Queensland (**MQ**).
- 4.1.2 It recognises MQ as the sole governing body for motorcycle sport and other activities conducted by the club and all other affiliates of MQ in Queensland.
- 4.1.3 It will comply with the MQ constitution.
- 4.1.4 It will comply with all MQ and MA rules and policies.

5 Powers of the club

5.1 The club has the powers of an individual and, in particular, has all of the following powers to realise the club's objectives:

- 5.1.1 To buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the club or persons attending the club premises.
- 5.1.2 To purchase, take on lease or in exchange, hire or otherwise acquire any land, buildings, easements or property, real and personal and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the club's objectives provided that if the club takes or holds any property which may be subject to any trusts the club must only deal with that property consistently with the law and the terms of the trusts.
- 5.1.3 To enter into any arrangements with any government or authority that are incidental or conducive to the realisation of the club's objectives and the exercise of the powers of the club.
- 5.1.4 To appoint, employ, remove or suspend managers, clerks, secretaries, servants, workmen and other persons.
- 5.1.5 To remunerate any person or body corporate for services rendered, or to be rendered, whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the club.
- 5.1.6 To construct, improve, maintain and develop the club's premises (if any).
- 5.1.7 To invest the club funds not immediately required for the present operation of the club and the development, improvement and maintenance of the club's premises.
- 5.1.8 To lend and advance money or give credit to any person or body corporate, to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts of obligations by any person or body corporate, and otherwise to assist any person or body corporate.

- 5.1.9 To borrow or raise money, either alone or jointly with any other person or legal entity.
- 5.1.10 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- 5.1.11 To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the club's property.
- 5.1.12 Subject to clause 5.1.2, take any gift of property, whether subject to any special trust or not, for any one or more of the club's objectives.
- 5.1.13 To, by personal or written appeals, public meetings campaigns or otherwise, to obtain contributions to the funds of the club as donations, annual subscriptions or otherwise.
- 5.1.14 To print and publish any newspapers, periodicals, books or leaflets.
- 5.1.15 To amalgamate with any one or more incorporated association having objects altogether or in part similar to the club's objectives and which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the club by part 38, and in the consummation of any amalgamation to do the following:
- To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the club is authorised to amalgamate.
 - To transfer all or any part of the property, assets, liabilities and engagements of the club to any one or more of the incorporated association with which the club is authorised to amalgamate;
- 5.1.16 To make donations for charitable or community purposes.

6 Classes of members

- 6.1 The membership of the club consists of any of the following classes of members as prescribed by the management committee:
- Ordinary members.
 - Adult family members.
 - Child members.
 - Junior Members.
 - Honorary life members.

- Volunteer members

Ordinary members

6.2 Any person who is 18 years old or older and is not an adult family member may be an ordinary member.

6.2.1 The number of ordinary members is unlimited.

Family members and children

6.3 Family membership is available to one or two adult parents and his, her or their biological, adopted or fostered children or children in his, her or their care as group.

6.3.1 Subject to clause 6.9, each adult family member has the rights and obligations of an ordinary member.

6.3.2 Subject to clause 6.3, the number of family members is unlimited.

Junior Members

6.4 Any person who is a minor and is not a child family member may be a junior member.

6.4.1 The number of junior members is unlimited.

6.4.2 Subject to clause 6.9, a junior member has all the rights and obligations of an ordinary member.

Honorary Life members

6.5 Honorary life membership can only be bestowed on a financial ordinary member or adult family member elected to honorary life membership at an AGM as follows:

6.5.1 Potential honorary life members may be proposed by the management committee, by special resolution, for honorary life membership.

6.5.2 The AGM must determine whether a candidate proposed for honorary life membership under clause 6.5.1 becomes an honorary life member by special resolution.

6.5.3 An honorary life member will not be obliged to pay any membership dues and levies imposed by the management committee on other members after he or she is elected to honorary life membership.

6.5.4 Honorary life members retain all other rights and privileges of membership of ordinary members.

6.5.5 The management committee may make rules or policies that state the qualifying criteria for honorary life membership or factors to be considered by the management committee in approving a nomination for honorary life membership.

6.5.6 An honorary life member's membership may be revoked by special resolution.

Day members

- 6.6 The club secretary, or his or her delegate, may grant single day memberships and the club secretary must keep a written register of the names and addresses of each person to whom a day membership is issued.
- 6.6.1 A day membership is deemed to commence at 12:01AM on the relevant day and expires at 11:59PM on the same day.
- 6.6.2 If the applicant for a day membership is an adult (ie 18 years of age or older) the applicant must sign a declaration that he or she will comply with this constitution.
- 6.6.3 If an applicant for a day membership is a child (ie under 18 years of age), that application must be made by the child's accompanying adult guardian and that guardian must sign a declaration that the guardian is responsible for the safety of the child and the child's compliance with this constitution.

Volunteer members

- 6.7 Any adult who is assisting the club as an appropriately qualified MQ or MA endorsed official may apply to the Secretary of the club for membership as a volunteer member.
- 6.7.1 If accepted, the volunteer members membership fee will be \$NIL.
- 6.7.2 The acceptance of the applicant's application as a volunteer member may be accepted at the sole discretion of the management committee.
- 6.7.3 The volunteer member must maintain their accreditation with MQ or MA, as the case may be.
- 6.7.4 If the volunteer members MQ or MA accreditation lapses for a period of more than three (3) calendar months, then their membership will cease.
- 6.7.5 The membership of volunteer members may be revoked by the management committee at its sole discretion.
- 6.7.6 Notwithstanding clause 6.7.5, the Volunteer member may apply to be an ordinary member by the usual course of making an application as an ordinary member.

Voting rights of members

- 6.8 Only the following members who have paid their membership fees in accordance with part 7 may vote:
- 6.8.1 Ordinary members each have one vote.
- 6.8.2 A family group having 2 or more Adult Family Members has 2 votes on behalf of that family group which must be exercised by at least one adult family member of that family group.
- 6.8.3 Honorary Life members and volunteer members each have one vote.

6.8.4 Day members have no vote.

Members' obligations

6.9 Each member, whether a voting member or not, commits, by virtue of his or her membership, to comply with the law and this constitution and to always act to support the club's objectives stated in clause 3.

7 Membership applications & renewals

New membership

7.1 An applicant for ordinary membership or family membership must be made writing¹.

7.1.1 An application for membership must comply with all of the following:

- If the application is for a family membership, it must be made by one of the adults in the family group.
- It must be in a form determined by the management committee.
- It must state the full name, date of birth, residential address and email address and MA licence number (if any) for each person for whom membership is sought.
- Any rules or policies made under clause 7.3.

7.1.2 The membership fee payable in respect of the relevant class of membership must accompany the application for membership for the period of membership sought.

7.1.3 Each applicant for membership, including each member of a family group for whom family membership is sought, must be a fit and proper person having regard to the club's objectives and community standards.

Renewal of membership

7.2 Members from the previous membership year must make an application for renewal of membership, in the form prescribed by the management committee from time to time, to the club secretary, together with the applicable membership fee, in accordance with clause 8.2, to maintain continuity of financial membership.

Rules and policies - application for, and renewal of, membership

7.3 The management committee may establish rules or policies for application for membership and the renewal of membership, including prescribing the forms, the medium to be used and the minimum information required from any applicant, including the information required by clause 7.1.1, for the application to be valid.

¹ An online application is 'in writing'.

8 Annual membership & fees

Membership year

8.1 Annual membership commences on 1 January in any year ('membership commencement date') and expires on 31 December of that year ('membership expiry date').

8.1.1 Annual memberships will be suspended on the day following the membership expiry date pursuant to clause 10.2, and the continuing honorary life members, ordinary member, family members, junior members or volunteer members will need to make a further application for membership.

8.1.2 For continuing ordinary members, family members and junior members, membership after the expiry date stated in clause 8.1 is contingent on payment of membership renewal fees as stated in clause 8.2 on the date of re-applying.

Payment

8.2 Ordinary members and family members must pay membership fees in accordance with the following:

- The amount determined by the management committee as membership fees for the relevant class of membership.
- Membership fees for membership renewal for that membership each year stated in clause 8.1 must be paid on re-application unless the management committee determines by ordinary resolution to extend the date for payment for that class of continuing member.
- The management committee may determine a discounted membership fees for membership renewal paid prior to the commencement date for that membership each year stated in clause 8.1,
- The management committee may set reduced membership fees for members who join after 30 June of each membership year.

9 Admission and rejection of members

9.1 The Secretary or his or her delegate must process and record all new applications for membership and renewals of membership in accordance with this constitution and any rules and policies made under clause 7.3.

9.1.1 If the Secretary or his or her delegate determines that any person applying for renewal of membership or for new membership complies with this constitution and any rules and policies made under clause 7.3, the secretary may accept that application and record that applicant or applicants as an ordinary member or as family members in the club's membership register.

9.1.2 If the Secretary or his or her delegate considers that that any applicant does not comply with the requirements of this constitution or any bylaw made under clause

7.3, the secretary must refer the application to the next management committee meeting for determination by ordinary resolution. If the management committee accepts the application for membership or renewal of membership, the club secretary must record that member or those members in the club's membership register in the relevant class of membership.

9.1.3 The membership secretary, or his or her delegate, must, as soon as practicable after the secretary or his or her delegate accepts the membership application under clause 9.1.1, or the management committee determines to accept or reject an application under clause 9.1.2, give the applicant a written notice of that acceptance or determination.

10 Resignation, termination & suspension

Resignation of membership

10.1 An honorary life member, ordinary member, adult family, junior or volunteer member may resign from the club by giving a written notice of the resignation to the secretary.

10.1.1 The resignation takes effect on the later of the following:

- The day and at the time the notice is received by the secretary.
- Any later day nominated in the notice of resignation that is after the date it is received by the secretary.

10.1.2 If an adult family member resigns and that leaves no adult family member within the family group covered by family membership, that family membership is also terminated. The remaining child family member/s may apply for junior membership.

10.1.3 Membership fees are not refundable to a resigning member.

Termination or suspension of membership

10.2 The grounds for termination or suspension of membership are the following:

- The member is convicted of an indictable offence.
- The member does not comply with this constitution.
- A continuing ordinary member, adult family member or junior member fails to pay his or her membership fees, or those fees are not paid on his or her behalf in accordance with clause 8.2 in any year.
- The member conducts himself or herself in a way determined by the management committee by ordinary resolution to be injurious or prejudicial to the club's objectives or to other members of the club.
- The member fails to comply with a resolution of the management committee that reasonably directs the member to do, or refrain from doing, something.

- The member breaches any MQ or MA rule or policy.
- 10.2.1 If the management committee determines that grounds for termination or suspension of a member's membership exist, the management committee must give that member a full and fair opportunity to demonstrate why the membership should not be terminated.
- 10.2.2 If, after considering all representations made by the member, the management committee determines to terminate or suspend a membership, the secretary must promptly give the member a written notice of the decision.

11 Appeal against rejection, termination or suspension of membership

- 11.1 A person whose application for membership has been rejected, or whose membership has been terminated or suspended, may give the secretary written notice of the person's intention to appeal the determination.
- 11.1.1 A notice of intention to appeal must be given to the secretary within 28 days after the person receives written notice of, relevantly, the determination to reject an application for membership under clause 9.1 or notice of termination or suspension of membership under clause 10.2.2.
- 11.1.2 If the secretary receives a notice of intention to appeal under clause 11.1.1, the secretary must, within 28 days after the day of receipt of the notice of intention to appeal under clause 11.1.1, call a general meeting of the club to determine the appeal.
- 11.1.3 At the meeting called under clause 11.1.2, each of the following must happen:
- The appellant must be given a full and fair opportunity to show why the application for membership should not be rejected or the membership should not be terminated or suspended.
 - The management committee who rejected the application or terminated or suspended the membership must be given an opportunity to show why the appeal should be rejected.
- 11.1.4 An appeal must be determined by ordinary resolution of the members entitled to vote and who are present at the meeting.
- 11.1.5 If a person whose application for membership has been rejected does not appeal against the decision within 28 days after receiving written notice of the decision under clause 9.1.3, or the person appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the membership fees paid by the person for the one year in which the rejection or termination occurs.
- 11.1.6 A person whose membership is terminated or suspended under clause 10.2.2 is not entitled to any refund of membership fees.

12 Register of members

Required details

12.1 The management committee must keep a register of members that includes the following particulars of each member:

- Full name and last known address.
- The date of admission as a member (if known).
- The date of birth of the member.
- The MA licence number (if any) held by the member.
- The transponder number or numbers (if any) owned by the member.
- Any other particulars the management committee or the members at general meeting determine by ordinary resolution.

12.1.1 The register must not contain reasons for the death, resignation, termination or reinstatement of any member or former member. Details of these reasons may be kept in separate document and only available to the management committee for later reference.

12.1.2 The register must be open for inspection by financial ordinary members and adult family members at all reasonable times. However, before a member may inspect the register, the member must apply to the secretary to inspect it and comply with any reasonable conditions imposed by the management committee.

12.1.3 No member may use any information contained in that register for any prohibited purpose under any privacy legislation and may be requested to sign a confidentiality and non-disclosure agreement prior to inspection.

12.1.4 The management committee must deliver its membership register to MQ at the time the club renews its affiliation with MQ and must, at all times, make its membership register available to MQ on MQ making a request for the current membership register.

13 Secretary

13.1 Subject to clause 13.1.1, the secretary will be elected at the AGM in the same way other members of the management committee are elected.

13.1.1 If the demands of the position of secretary justify the employment of a general manager, the management committee may determine to employ a manager. An employed general manager need not be a member of the club. The management committee will determine, by ordinary resolution of the management committee, the employment conditions of a paid general manager. An employed general manager will not be subject to election.

- 13.1.2 Subject to clause 13.1.3, the management committee must ensure that the position of Secretary is occupied at all times.
- 13.1.3 If a vacancy happens in the office of secretary, the members of the management committee must ensure a secretary is appointed or will be elected for the club within 1 month after the vacancy happens.
- 13.1.4 The management committee may appoint and remove an employed general manager by ordinary resolution of the management committee.
- 13.1.5 The secretary must reside in Queensland.

14 Membership of management committee

14.1 The management committee consists of the following:

- President.
- Vice-president.
- Secretary.
- Treasurer.

14.1.1 A member of the management committee, other than an employed general manager, must be a member of the club and maintain the membership throughout his or her term on the management committee.

14.1.2 The members of the management committee must retire from office as stated in part 16, but are eligible, on nomination, for re-election in accordance with clause 17.

14.1.3 Clause 14.1.2 does not prohibit the members of the management committee for nominating for re-election as a general committee member at the upcoming AGM.

15 General committee members

15.1 The club's management committee may include general committee members.

15.1.1 The management committee will determine the number of general committee members, but the number of committee members shall not be less than one (1) and not exceed four (4).

15.1.2 The general committee members must retire from office as stated in part 16, but are eligible, on nomination, for re-election in accordance with clause 17.

15.2 Clause 14.1.2 does not prohibit the members of the management committee for nominating for re-election as a general committee member at the oncoming AGM.

16 Staggered rotation of committee

Membership year 2024

16.1 For the 2024 membership year onwards each of the following apply:

16.1.1 The persons elected to the following positions at the 2024 AGM will be elected for a period of 2 years:

- The President.
- The Treasurer.
- General committee member number 1.
- General committee member number 3 (if applicable).

16.1.2 The persons stated in clause 16.1.1 must resign at the commencement of the 2024 +2 AGM and then again at the 2024 + 4 AGM and so on.

16.1.3 For the avoidance of doubt, from the 2026 membership year onwards, the members elected to the positions noted in clause 16.1.1 will be elected to hold the position for two (2) year terms and then resign with the President and Treasurer not eligible for renomination in the role that they have resigned from but are eligible to renominate for a general committee position.

16.1.4 The persons elected to the following positions at the 2024 AGM will be elected for a period of 1 year:

- The Vice-President.
- The Secretary.
- General committee member number 2 (if applicable).
- General committee Member number 4 (if applicable).

16.1.5 The persons stated in clause 16.1.4 must resign at the commencement of the 2025 AGM and then again at the 2025 + 2 AGM and so on.

16.1.6 For the avoidance of doubt, from the 2025 membership year onwards, the members elected to the positions noted in clause 16.1.4 will be elected to hold the position for two (2) year terms and then resign with the Vice-President and Secretary not eligible for renomination in the role that they have resigned from but are eligible to renominate for a general committee position.

17 Electing the committee

17.1 Members of the committee may only be elected as follows:

17.1.1 Any two members may nominate another member (**candidate**) to serve in a position that is subject to election on the committee.

17.1.2 The nomination must comply with each of the following:

- It must be in writing.
- It must be signed by the candidate and by the members who nominated him or her.
- It must be given to the secretary before the 5th day before the date of the AGM.

17.1.3 If, at the start of the AGM, there are not enough candidates nominated, nominations may be taken from the floor of the AGM. Each nominee must consent to the nomination for that nominee to become a candidate.

17.1.4 Each financial ordinary member, honorary life member and eligible adult family member (see clause 6.8.2) and each present at the AGM and entitled to vote at the AGM may vote once for any of the management committee candidates for each management committee vacancy available at that AGM and then vote once again for any of the general committee candidates for each general committee vacancy available at that AGM .

17.2 Any member may receive nominations as a candidate for both a management committee position and general committee position at an AGM if there is a vacancy.

17.3 For avoidance of doubt, the management committee will be determined by vote in the first instance and, if a candidate fails to secure a vote as to the management committee position, then the candidate will still be entitled to receive votes to the general committee position.

18 Resignation or removal from office of management committee or general committee member

Resignation

18.1 A management committee member or general committee member may resign by giving written notice of resignation to the secretary.

18.1.1 The resignation takes effect on the later of the following:

- The day and at the time the notice is received by the secretary.
- The day notified by the member that is after the day on which the member gives notice to the secretary.

Removal

18.2 A member of the management committee or a general committee member may be removed from office at a general meeting of the club by special resolution.

- 18.2.1 Before a vote of members is taken about removing the management committee from office, that person must be given a full and fair opportunity to show cause to the members of the club in general meeting why he or she should not be removed from office.
- 18.2.2 A removed member has no right of appeal against a removal from office under this section.
- 18.3 If, any committee member is deemed, in the reasonable opinion of the management committee, to have breached their obligations pursuant to clause 31 of the Constitution, then the committee member will stand down from their role as a committee member until such time as the matter is resolved.

19 Vacancies on the committee

Vacancies on the committee

- 19.1 If a position on the committee becomes vacant, the continuing members of the management committee may appoint another member of the club to fill the vacancy for the balance of the relevant term, determined by reference to part 16, of the person who vacated the position.
- 19.1.1 Subject to clause 19.1.2 the continuing members of the management committee may act despite a casual vacancy on the management committee.
- 19.1.2 If the number of management committee members is less than the number required for a quorum under clause 21.4, the continuing members may act only to do the following:
- Increase the number of management committee members to the number required for a quorum.
 - Call a general meeting of the club to elect further management committee members.

Vacancy of a general committee position

- 19.2 If a general committee position becomes vacant, the management committee must determine, by ordinary resolution, if the position is to be filled.
- 19.2.1 If the management committee determines under clause 19.2 to fill the vacant general committee position, the management committee may appoint any suitable financial ordinary member or any financial adult family member to the position.

20 Functions of management committee & general committee members

General functions

- 20.1 Subject to this constitution or special resolution of the club members carried at a special general meeting, the management committee has the following powers and authority, limited only by the club's objectives:

- It has the general control and management of the administration of the affairs, property and funds of the club, but subject to clause 20.3.
- It has authority to interpret the meaning of this constitution and any matter relating to the club on which this constitution is silent.

Power & authority of the management committee

20.2 Subject to clause 20.3, the management committee may exercise the powers of the club stated in part 5.

Role of the management committee

20.3 The role of the management committee under this constitution is to determine any question expressly required by this constitution to be determined by that management committee which includes the following:

- 20.3.1 Prescribing forms for applications for new membership and renewal of membership.
- 20.3.2 Prescribing of the amounts payable by members as membership, participation and other fees.
- 20.3.3 Determining whether grounds for termination of membership of any member exist.
- 20.3.4 Determining the dates and times for the conduct of the club race events and other activities.
- 20.3.5 Determining what applications the club will make to MA to conduct Australian Championship events and to MQ for Queensland Championship events.
- 20.3.6 Determining, subject to MQ & MA rules and policies, the way in which events will be conducted.
- 20.3.7 Determining, subject to MQ & MA rules and policies, the officials to be appointed to conduct motorcycle race meetings and practice in accordance with the Manual of Motorcycle Sport.
- 20.3.8 Any other matter expressly required under this constitution to be determined by the management committee.

General committee members

20.4 The management committee and the general committee, meeting together, constitute the general committee.

- 20.4.1 General committee members must support, assist and advise the management committee.
- 20.4.2 General committee members have no vote in respect of any management committee determination.

21 Meetings of committee

General rules for committee

- 21.1 Subject to all of the following conditions of this clause, the committee may meet and conduct its proceedings, as it considers appropriate.
- 21.1.1 The committee must meet at on no less than ten (10) occasions per membership year to exercise its functions.
- 21.1.2 The committee must also regularly conduct meetings of the committee concurrently with general committee members.
- 21.1.3 Members of the committee may attend the meetings either in person or by video conferencing such as Teams or Zoom.
- 21.1.4 The committee must use reasonable endeavours to facilitate attendance by video conference and a committee member wishing to not attend in person must also use reasonable endeavours to attend by video conferencing.

Special management committee meetings

- 21.2 If the secretary receives a written request signed by at least 33% of the committee members, the secretary must call a special meeting of the committee.
- 21.2.1 A request for a special committee meeting made under clause 21.2 must state both the following:
- Why the special meeting is being convened.
 - The business to be conducted at the meeting.
- 21.2.2 The secretary must give each committee member at least 7-days' notice of a special meeting of the committee and must convene the special meeting no later than 14 days after the secretary receives the request mentioned in clause 21.2.
- 21.2.3 A notice of a special meeting must state each of the following:
- The date, time and, if not by teleconference, the place of the meeting.
 - The business to be conducted at the meeting.

Chair

- 21.3 The president must chair committee meetings at the meeting.
- 21.3.1 If the president is absent from a committee meeting, the president may delegate the chair of the meeting to any other committee member.
- 21.3.2 If the president is absent from a committee meeting, and has not delegated a substitute chair pursuant to clause 21.3.1, the committee members present at the meeting may choose 1 of them present to chair the meeting.

Quorum & majority – committee meetings

- 21.4 At a committee meeting, 50% of the committee constitutes a quorum.
- 21.4.1 A question arising at a committee meeting is to be decided by ordinary resolution of the committee members actually present at the meeting.
- 21.4.2 If the votes are equal, the question is decided in the negative.

No quorum

- 21.5 If a quorum is not present within 1 hour after the time fixed for a committee meeting, the meeting lapses.
- 21.5.1 If a quorum is not present within 1 hour after the time fixed for a committee meeting called other than on the request of committee members, the meeting is to be adjourned to a date, time and place decided by the committee.
- 21.5.2 If, at the adjourned meeting mentioned in clause 21.5.1, a quorum is not present within 1 hour after the time fixed for the meeting, the meeting lapses.

Conflicts

- 21.6 A committee or subcommittee member must declare and not vote on a question in respect of which that committee or subcommittee member, or a member of his or her family, has a conflict (either financial or non-financial), and if the member does vote, the member's vote must not be counted.
- 21.7 A committee member must not participate in any committee discussion in respect of which that committee member has a conflict.

22 Subcommittees

Purposes of sub-committees

- 22.1 The committee may, by ordinary resolution, create sub-committees for the following purposes, but subject to ratification by the ordinary resolution of the management committee:
- 22.1.1 To manage special interests within the club's objectives.
- 22.1.2 To advance or manage special projects.
- 22.1.3 To investigate any matter delegated by the management committee.

Authority of sub-committees

- 22.2 The committee must prescribe the ambit of authority delegated to a subcommittee and the subcommittee must not exceed that ambit of authority.
- 22.2.1 Subcommittee determinations are also subject to ratification by the committee. If the management committee declines to ratify a determination of a subcommittee, the subcommittee must rescind the subcommittee determination.

Membership of sub-committees

- 22.3 Subject to clause 22.3.3, the management committee may appoint financial ordinary members, financial adult family members or honorary life members considered appropriate by the management committee to any subcommittee created under clause 22.1.
- 22.3.1 The management committee may also determine, by ordinary resolution, to conduct an election in relation to the persons to be appointed to any subcommittee and, if it does so, the management committee must determine the appropriate process for the election.
- 22.3.2 A sub-committee may only exercise delegated powers in the way the management committee determines.
- 22.3.3 The management committee may determine, by ordinary resolution, that members of a subcommittee will be subject to election by the members at the AGM.

Rules for sub-committee meetings

- 22.4 The following rules apply to all subcommittee meetings
- 22.4.1 A sub-committee must elect a chair for its meetings.
- 22.4.2 If a chair is not present within 15 minutes after the time fixed for a meeting, the sub-committee members present may choose 1 of those present to be chair of the meeting.
- 22.4.3 A sub-committee must meet as prescribed by the management committee, but if the management committee does not prescribe requirements for the sub-committee meetings, the sub-committee must meet as often as necessary to discharge its purposes.
- 22.4.4 A question arising at a sub-committee meeting is to be decided by ordinary resolution of the sub-committee members present at the meeting and, if the votes are equal, the question is decided in the negative.
- 22.4.5 A member of any sub-committee must only attend in person; ie physically or by telephone.
- 22.4.6 A member of any sub-committee must absent himself or herself from any discussion, resolution or determination in respect of which that member has a conflict.

23 Acts not affected by defects or disqualifications

- 23.1 An act performed by the management committee, a sub-committee or a person acting as a member of the management committee is valid.
- 23.1.1 Clause 23.1 applies even if the act was performed under either of the following circumstances:

- There was a defect in the appointment of a member of the management committee, sub-committee or person acting as a member of the management committee.
- A management committee member, sub-committee member or person acting as a member of the management committee was disqualified.

23.1.2 The management committee must resolve or rectify any defect in appointment referred to in clause 23.1.1 promptly after the discovery of the defect.

24 Resolutions of management committee without meeting

24.1 A written resolution signed by each member of the management committee for the time being entitled to receive notice of a committee meeting is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.

24.1.1 A resolution mentioned in clause 24.1 may consist of several documents in like form, each signed by 1 or more members of the committee.

25 Annual general meetings

25.1 Each annual general meeting must be held in accordance with both of the following rules:

- At least once each calendar year.
- Within 6 months after the end of the club's previous financial year.

26 Business to be conducted at annual general meeting

26.1 The following business must be conducted at each annual general meeting:

- Receiving the statement of income and expenditure, assets, liabilities and mortgages, charges and securities affecting the property of the club for the last financial year.
- Receiving the auditor's report on the financial affairs of the club for the last financial year.
- Presenting the auditor's report to the meeting for adoption.
- Electing members of the management committee.
- Electing members of subcommittees for subcommittees the management committee has determined are subject to election.
- Appointing an auditor.
- Electing any honorary life member under clause 6.4.

- Voting on any proposal, nomination, motion or similar matter which requires vote by special resolution.

27 Special general meetings

Reason for special general meeting

27.1 This constitution can only be changed by a special resolution passed at a special general meeting.

27.1.1 A special general meeting may be held in conjunction with a general meeting or an AGM.

Procedure for a special general meeting

27.2 The secretary may only call a special general meeting by giving the members notice of the after the latest of the following:

- Receipt of a management committee direction to call the meeting.
- Receipt of a written request signed by any of the following groups:
 - Not less than 33% of the members of the current management committee.
 - Not less than 10% of the total number of financial members who are entitled under this constitution to vote at general meetings.

27.2.1 A request mentioned in clause 27.2 must state both of the following:

- The reason for calling the special general meeting.
- The business to be conducted at the meeting.

27.2.2 A request mentioned in clause 27.2 must be received by the secretary at least 21 days before the special general meeting is proposed to be held.

27.2.3 A special general meeting must be held no later than 45 days after the secretary receives the request mentioned in clause 27.2.

27.2.4 The secretary must email or post to each member a notice of a special general meeting not less than 21 days before the appointed time for the special general meeting stating the following:

- The time and place for the special general meeting.
- The motions for resolution at the special general meeting.

27.2.5 Any motion for determination at a special general meeting must be carried by special resolution.

28 General meetings

Reasons for a general meeting

28.1 A general meeting may be called by the secretary for either of the following reasons:

- To deal with an appeal under part 11.
- To deal with any other issue in respect of which the management committee has directed the secretary to call a general meeting.

28.1.1 The management committee must give reasonable consideration to any request from a financial member or financial members for the secretary to call a general meeting.

Procedure for a general meeting

28.2 The secretary must give written notice of the meeting to members at least 10 calendar days before the proposed day for the general meeting.

28.2.1 A notice of a general meeting must state the business to be conducted at the meeting.

28.2.2 A general meeting may be held in conjunction with either or both of an AGM or special general meeting.

29 Quorum for, and adjournment of, general meetings

Quorum

29.1 Subject to clause 29.1.1, a quorum for a general meeting is the number of financial members equal to double the number of members than currently on the management committee plus 1.

29.1.1 If a quorum is not present within 30 minutes after the time fixed for a general meeting in the notice given by the secretary, the meeting is to be adjourned to a date, time and place decided by the management committee.

29.1.2 If, at a general meeting adjourned under clause 29.1.1, a quorum under clause 27.1 is not present within 30 minutes after the time fixed for the reconvened meeting, the members present are deemed sufficient to form a quorum.

29.1.3 No business may be conducted at a general meeting unless a quorum of members is present when the meeting proceeds to business.

Adjournment of a general meeting by consent

29.2 The chair may, with the consent of any meeting at which a quorum is present, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.

- 29.2.1 If a meeting is adjourned under clause 29.2, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 29.2.2 The secretary is not required to give the members notice of an adjournment under clause 29.2.1 or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for more than 30 days.
- 29.2.3 If a meeting is adjourned for more than 30 days under clause 29.2.1, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

30 Procedure for general meetings

Chair

- 30.1 In the case of any general meeting of members, the president or, if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting the vice-president, or his or her nominee, must chair the meeting.
 - 30.1.1 If the vice-president, or his or her nominee, is absent, the members present must elect 1 of their number to chair the meeting.
 - 30.1.2 In the case of meetings of sub-committees, the committee chair or, if there is no committee chair or if the committee chair is not present within 15 minutes after the time fixed for the meeting, the members present must elect 1 of their number to chair the meeting.
 - 30.1.3 The chair must conduct the meeting in a proper and orderly way and in accordance with this constitution.

Voting

- 30.2 Subject to clauses 18.2 and part 27, each question, matter, resolution or election must be decided by ordinary resolution of the members present.
 - 30.2.1 Voting rights as noted in clause 6.8 apply;
 - 30.2.2 Voting may be by a show of hands or a division of members, unless at least 20% of the voting members present demand a secret ballot.
 - 30.2.3 If a secret ballot is held, the chair must appoint 2 members to conduct the secret ballot in the way the chair determines.
 - 30.2.4 The result of a secret ballot as declared by the chair is taken to be a resolution of the meeting at which the ballot was held.
 - 30.2.5 On a show of hands, each financial member eligible to vote, and who is present, has 1 vote.

- 30.2.6 On a secret ballot, member entitled to vote and is present at the meeting has 1 vote.

Record of meeting

- 30.3 The vice-president or secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting and general meeting are entered in a minute book.
- 30.3.1 The secretary must also ensure the minute book for each general meeting is open for inspection at all reasonable times by any financial member who, no earlier than 5 business days prior to the inspection, has applied to the secretary for the inspection.
- 30.3.2 The committee will use its best endeavours to email all life, ordinary (including adult family) and volunteer members an electronic copy of the minutes of the management committee or general meeting within 10 business days of the closing of the meeting.
- 30.3.3 To ensure the accuracy of the minutes recorded under clause 30.3, each of the following applies:
- The chair of each management committee meeting must sign the minutes of each management committee meeting verifying their accuracy.
 - The chair of any general meeting or special general meeting must sign the minutes of the meeting verifying their accuracy.
 - The chair of the meeting must sign the minutes of each AGM verifying their accuracy.

Proxy vote

- 30.1 Each member entitled to vote is entitled to 1 proxy vote for each and every vote they are entitled to cast at a general meeting, special general meeting or annual general meeting.
- 30.2 A member casting a proxy vote on behalf of another member may only accept and cast a proxy vote for 2 eligible voting members as well as their own vote.

31 Discipline

Complaints

- 31.1 Any club member may make a complaint, on the grounds stated in clause 31.2, in writing to the president about the conduct of any other member of the club.
- 31.1.1 The management committee may also initiate a complaint on its own motion.

Grounds for disciplinary action on complaint

- 31.2 The grounds upon which a club member may make a complaint under clause 31.1 or the management committee may make its own complaint under clause 31.1.1 include, but are not limited to the following:
- 31.2.1 A club member has breached their obligations under this constitution.
 - 31.2.2 A club member has breached a MQ or MA rule or policy.
 - 31.2.3 A club member has breached the MQ or the MA constitution.
 - 31.2.4 A club member has brought the club, an event that the club is associated with or conducted, a sponsor/supporter or a member of the club into disrepute.

Management committee to consider the complaints from members

- 31.3 The management committee must consider all complaints made under clause 31.1 against any individual member.
- 31.3.1 If the management committee, acting reasonably, determines that the complaint made by a member under clause 31.1 is frivolous or vexatious, the management committee must dismiss the complaint and notify the complainant that no further action will be taken and the reasons the management committee has resolved to take no further action.
 - 31.3.2 If the management committee determines that the complaint justifies further action, the management committee must proceed as stated in clause 31.4

Process for imposition of penalties

- 31.4 The management committee, having determined a complaint is not frivolous or vexatious, must notify the relevant member or members against whom the complaint is made of the substance of the complaint (although the identity of the complainant may be concealed) and require the club member against whom the complaint has been made to show cause to the management committee why the management committee should not impose a penalty in respect of the conduct the subject of the complaint.
- 31.4.1 The minimum time in which a club member may be required to show cause is 14 days after he or she receives notice of the complaint and the request that the member show cause.
 - 31.4.2 The management committee may require the member to show cause in person or in writing.
 - 31.4.3 The management committee may impose a penalty in accordance with clause 31.5 on any club member who is the subject of a complaint made under clause 31.1 or initiated by the management committee under clause 31.1.1 after the member has had an opportunity to show cause within the period prescribed by the management committee.

31.4.4 If the management committee determines that the actions of the member to warrant a disciplinary penalty then the management committee must provide the member with written reasons for the decision as well and the penalty and specifics of the penalty and why that penalty was determined appropriate and proportionate to the offence/complaint.

31.4.5 The management committee must act reasonably at all material times in considering complaints and making determinations of penalties under this constitution.

Disciplinary penalties

31.5 In addition to suspension or termination of membership determined by the management committee under part 10, the management committee may, advised by general committee members, impose any of the following penalties under this constitution:

- Monetary penalties.
- Restrictions or prohibitions on a person holding any elected or appointed position within the club, whether for all time or for a specified time.
- Restrictions or prohibitions on a person participating in or attending events conducted by the club.
- Any other penalty the management committee determines is appropriate in the circumstances.

31.5.1 Any penalty must be proportionate to the conduct on which the complaint is based having regard to all of the following:

- In relation to motorcycle events conducted by the club, the degree of seriousness of the conduct having regard to objectives under this constitution, the MQ objectives and MQ principles under the MQ constitution and the MA objectives and MQ principles under the MA constitution.
- Any admissions, apologies and undertakings, or refusal to admit, apologise or give undertakings by the person who is subject to the penalty.
- The degree of cooperation or refusal to cooperate by the person who is subject to the penalty.
- The past conduct of the person.
- The likelihood that the relevant conduct will recur.
- Any statements made by the person subject to the penalty outside the disciplinary proceedings that prejudice or compromise the disciplinary proceedings.

Rights of appeal

31.6 If the management committee imposes a penalty on a person under this part 31, that person may appeal that penalty by, within 28 days of the management committee issuing their determination pursuant to clause 31.4.4, giving the president a written notice stating at least the following:

31.6.1 That he or she wishes to appeal the penalty.

31.6.2 The reason or reasons why the person considers the penalty is not consistent with this constitution or why, otherwise, the penalty is not justified.

31.6.3 Any other reason why the person considers the penalty is not fair or reasonable in the relevant circumstances.

Appeal reference to MQ for reference under the NIF

31.7 If a person makes an appeal under clause 31.6, the management committee must promptly refer the appeal to MQ for MQ to refer that appeal to the MA Complaints Manager.

31.8 The appeal will then be dealt with in accordance with the NIF.

Appeal under the NIF

Procedural fairness for all disciplinary processes

31.9 Any disciplinary process or proceeding conducted by the management committee must afford procedural fairness to the person subject to the process or proceeding.

Rules of evidence do not apply

31.10 The formal rules of evidence at law do not apply to any disciplinary proceedings conducted in accordance with this constitution.

32 Rules & policies

32.1 The committee may make, amend or repeal club rules or policies, not inconsistent with this constitution, for the management of the club.

32.2 A rule or policy may be set aside by an ordinary resolution at a general meeting of the club.

32.3 The committee must keep a written register of all current rules and policies and must make that register available to any financial adult member or honorary life member on request.

33 Alteration of constitution

33.1 Subject to the *Associations Incorporations Act 1981*, this constitution may be amended, repealed or added to by a special resolution carried at a special general meeting.

33.2 However, an amendment, repeal or addition is valid only if it is registered by the chief executive of the Office of Fair Trading under section 48 of the *Associations Incorporations Act 1981*.

34 Common seal

34.1 The management committee may use a common seal.

34.2 The common seal must be kept securely by the management committee and used only under the authority of the management committee.

34.3 Each instrument to which the seal is attached must be signed by a member of the management committee and countersigned by one of the following:

- The secretary.
- Another member of the management committee.
- Someone appointed by the management committee.

35 Funds and accounts

35.1 The funds of the club must be kept in accounts in the name of the club in a financial institution determined by the management committee. This includes funds managed or controlled by sub-committees appointed under this constitution.

35.2 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the club.

35.3 All amounts must be deposited in the appropriate financial institution account as soon as practicable after receipt.

35.4 Any payment not exceeding \$1,000.00 may be made by bank debit card by a member of the committee or a person authorised by the management committee.

35.5 If the club elects to hold a bank debit card for its account/s the following shall apply:

35.5.1 The bank debit card may only be linked and used on the petty cash account;

35.5.2 There shall be no more than 2 physical bank debit cards held by the club;

35.5.3 The bank debit cards will at all times be held by a member of the committee authorised by the management committee;

35.5.4 The Treasurer shall keep a record of the committee member having possession of the bank debit card from time to time;

- 35.5.5 Any expenditure on the bank debit card must be approved by 2 or more member of the committee provided one is a member of the management committee. Approval from the second committee member may be verbal;
- 35.5.6 A tax invoice/receipt must be kept for any expenditure and provided to the treasurer as part of the reporting obligations in clause 35.5.7;
- 35.5.7 The expenditure on the bank debit card must be reported to the treasurer with one (1) business day or if expended during an event conducted by the club then within one (1) business day of the conclusion of that event; and
- 35.5.8 The committee member in possession of the bank debit card as noted in the secretary's register shall be personally liable to and indemnify the club for any expenditure on the bank debit card not authorised and approved in accordance with clause 35.5.5;
- 35.6 Any payment in excess of \$1,000.00 must be made by electronic funds transfer (EFT).
- 35.7 Any EFT payment must be authorised, by 2 of the following, of whom one must be the president or treasurer:
- The president.
 - The vice-president.
 - The secretary.
 - The treasurer.
 - Any other committee members authorised by the management committee for the purpose.
- 35.8 Subject to clause 35.16 any petty cash account must be kept on the imprest system, and the management committee must determine by ordinary resolution the amount of petty cash to be kept in the account.
- 35.9 Subject to clause 35.16, the treasurer must regularly maintain the club's petty cash account as follows:
- Record in a cashbook all payments from, and reimbursements to, the petty cash account.
 - Regularly reconcile the cashbook with the club's other accounts with financial institutions.
 - Regularly balance the petty cash book.
- 35.10 All expenditure must be approved or ratified by the management committee and each approval or ratification must be recorded in the written minutes of the relevant management committee meeting at which the approval or ratification was given. This approval may be given generally as a delegated power under clause 22.2.

- 35.11 The management committee must ensure that the club's expenditure is evidenced by adequate documentation filed in chronological order and kept safe in a place determined by the management committee.
- 35.12 The treasurer must, as soon as practicable after the end of each financial year, ensure a statement containing the following particulars is prepared:
- The income and expenditure for the financial year just ended.
 - The club's assets and liabilities at the close of the year.
 - The mortgages, charges and securities affecting the property of the club at the close of the year.
- 35.13 The auditor must examine the statement prepared under clause 35.12 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.
- 35.14 The income and property of the club must be used solely in promoting the club's objects and exercising the club's powers.
- 35.15 The management committee must ensure that accurate and adequate records of its financial affairs are kept within Queensland and are available for inspection for at least 7 years after any transaction.
- 35.16 The management committee must, to the extent reasonably possible, adopt practices, rules and policies that minimise the transaction of cash within the club and in the payment of any expenses.

36 Documents

- 36.1 The management committee must ensure the safe custody of books, documents, instruments of title and securities of the club.

37 Financial year

- 37.1 The financial year of the club closes at midnight on 30 November in each year.

38 Distribution of surplus assets to another entity

- 38.1 This section applies if the club either of the following applies:
- The club is wound-up under part 10 of the *Associations Incorporations Act 1981*.
 - The club has surplus assets.
- 38.2 The surplus assets must not be distributed among the club members.

38.3 The surplus assets must be given to another entity to which each of the following applies:

- An entity having objects similar to the club's objectives.
- An entity whose rules prohibit the distribution of the entity's income and assets to its members.

39 Ordinary and special resolutions

Ordinary resolutions

39.1 Any resolution expressly required to be made by ordinary resolution or and resolution not expressly required by this constitution to be a special resolution, will be determined by ordinary resolution as follows:

39.1.1 By simple majority of the members eligible to vote and attending the meeting.

39.1.2 If exactly 50% of the eligible voters attending the meeting vote for a motion at that meeting and exactly 50% vote against the motion, the motion is defeated.

Special resolutions

39.2 Any resolution expressly required by this constitution to be a special resolution must be carried by more than 75% of the members eligible to vote attending the meeting and voting in favour of the relevant motion.

40 Definitions and interpretation

Definitions

40.1 In this constitution the following definitions apply:

AGM means the annual general meeting of the club required under part 25.

adult means, in relation to members of the club, a person who has had his or her eighteenth birthday and that person becomes an adult under this constitution on his or her eighteenth birthday,

business day means each weekday but excluding public holidays in Brisbane and 27-31 December of any year.

child means a person who has not had his or her eighteenth birthday and **children** has a comparable meaning.

committee means the group of financial adult members of the club elected to the committee of the club under this constitution.

conflict means, in respect of any management committee, general committee or subcommittee member, that member, or a member of his or her family, has a real or perceived material interest in the outcome of any resolution or determination.

financial means, the following:

- In relation to a member of the club that seeks to continue to participate in the club events and activities, that member has paid his or her membership fees for each calendar year or his or her membership fees have been paid on his or behalf.
- In relation to a new member of the club, that member has paid his or her membership fees to join the club or his or her membership fees have been paid on his or her behalf.
- In relation to an honorary life member, the honorary life member has been elected by the AGM and elects to renew its honorary life membership in each membership year.
- For the avoidance of doubt, volunteer members, child members and junior members are not considered financial members.

government means the parliament and administration of each of the Commonwealth of Australia and of Queensland and any local government and local government administration in Queensland and includes any authority or business owned by any of them or wholly controlled by any of them.

honorary life member means an adult member of the club elected as an honorary life member as stated in clause 6.4 and, subject to the renewal of their membership in each membership year, is deemed to be an adult financial member.

MA means Motorcycling Australia Ltd A.C.N. 057 830 083

MA Complaints Manger means the person appointed by MA under the NIF to receive notice if complaints, disputes and appeals and to allocate a process for resolution in accordance with the NIF.

Manual of Motorcycle Sport means the manual updated and published annually by MA containing information, rules, codes etc and includes the GCRs.

member means a financial member of the club.

MQ means Motorcycling Queensland ABN 24 009 666 424.

MQ constitution means the constitution under which MQ is governed at any relevant time.

NIF means the MA Integrity Framework, a collection of policies for the resolution of complaints, disciplinary matters, appeals and the like.

The club's objectives means the objectives stated in part 3.

ordinary resolution means a resolution carried as stated in clause 39.1.

President means the financial adult member of the club elected as president of the club under this constitution.

privacy legislation means the *Privacy Act 1988* including all regulations, amendments or replacement legislation.

promptly means as soon as practically possible in the relevant circumstances.

Secretary means the secretary of the club mentioned in part 13.

special resolution means a resolution carried as stated in clause 39.2.

Treasurer means the financial adult member of the club elected as treasurer of the club under this constitution.

Vice-president means the financial adult member of the club elected as vice-president of the club under this constitution.

Interpretation

- 40.2 In the interpretation of this constitution, the following provisions apply unless the context otherwise requires:
- 40.2.1 Headings are inserted for convenience only and do not affect the interpretation of this constitution.
 - 40.2.2 A reference in this constitution to a business day means a day other than a Saturday or Sunday on which banks are open for business generally in Brisbane, Queensland.
 - 40.2.3 If the day on which any act, matter or thing is to be done under this constitution is not a business day, the act, matter or thing must be done on the next business day.
 - 40.2.4 A reference in this constitution to 'dollars' or '\$' means Australian dollars and all amounts payable under this constitution are payable in Australian dollars.
 - 40.2.5 A reference in this constitution to any law, 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.
 - 40.2.6 A reference in this constitution to any document or constitution is to that document or constitution as amended, novated, supplemented or replaced.
 - 40.2.7 A reference to a clause, part, schedule or attachment is a reference to a clause, part, schedule or attachment of or to this constitution.
 - 40.2.8 An expression importing a natural person includes any company, trust, partnership, joint venture, association, body corporate or governmental agency.
 - 40.2.9 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.

- 40.2.10 A word that indicates the singular also indicates the plural, a word that indicates the plural also indicates the singular, and a reference to any gender also indicates the other genders.
- 40.2.11 A reference to the word 'include' or 'including' is to be interpreted without limitation.
- 40.2.12 A reference to a clause [eg 1.1 or 5.1 etc] in another clause is a reference to all of the parts of that clause [eg 1.1, 1.1.1 etc] unless the reference is specifically to a subclause].
- 40.2.13 A reference to a part of a clause in within that same clause is a reference only to the part stated to the clause [eg 1.1], unless the reference is specifically to the whole clause.
- 40.2.14 A reference to a part is a reference to all the provisions in the part identified by a whole number [eg 1, 2, 3 etc]
- 40.2.15 Any schedules and attachments form part of this constitution.

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