

**The Constitution of
Motorcycling NSW Ltd
(a company limited by guarantee)**

For vote by members Feb 22, 2018



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1 Name of company and corporate status

Name

1.1 The name of the company is Motorcycling NSW Ltd, referred to in this document as '**MNSW**'.

Corporate status

1.2 MNSW is a company, limited by guarantee, incorporated under the *Corporations Act 2001*.

1.2.1 The extent of MNSW members' guarantee is stated in clause 17.5.

2 Patrons

Current patrons

2.1 There are no current patrons of MNSW at the time of acceptance of this constitution.

Changing a patron

2.2 The MNSW general council, by ordinary resolution, may appoint, remove or change any patron, following approval by the Board of Directors.

2.2.1 The MNSW general council may appoint more than one patron.

3 Relationships with FIM and MA

Relationship with FIM

3.1 National bodies, affiliated with the Fédération Internationale de Motocyclisme (**FIM**), that control and manage motorcycle sport in their respective nations constitute the FIM.

3.1.1 MA is the only Australian affiliate of the FIM.

3.1.2 The FIM governs and controls FIM-sanctioned multi-national series, international series and world championship motorcycle sport.

Relationship with MA and other SCBs

3.2 MNSW and the other State Controlling Bodies (**SCBs**) constitute MA.

- MNSW is the only NSW affiliate of MA.
- The MA constitution recognises MNSW as the only authorised SCB for NSW.
- MA governs and controls MA sanctioned multi-state and inter-state series and Australian championship motorcycle sport and other MA sanctioned motorcycle events and activities.
- MNSW governs and controls MNSW sanctioned club, inter-club, open and NSW championship motorcycle sport and other MNSW sanctioned motorcycle events and activities.

3.2.1 The MNSW board must appoint a suitable director (usually the president) to act as the MNSW delegate on the MA council and the MA Alliance (ALT) and must ensure that the delegate attends MA council meetings and ALT meetings.

MNSW constitution to be consistent with MA constitution

3.3 This constitution, and the MNSW regulations, must be consistent with the MA constitution.

4 MNSW objectives, principles and powers

Sole purpose of MNSW

4.1 The sole purpose of MNSW is to discharge the MNSW objectives in accordance with the MNSW principles.

MNSW objectives

4.2 The MNSW objectives are all of the following:

- 4.2.1 To promote, regulate and administer MNSW sanctioned motorcycle sport and other motorcycling activities conducted in NSW & ACT.
- 4.2.2 To cooperate with MA to maximise the success of MA sanctioned multi-state or Australian championship motorcycle events conducted in NSW & ACT.
- 4.2.3 To conduct, encourage, promote, advance, control and administer motorcycle sport and other motorcycling activities throughout NSW & ACT in consultation with MA for the mutual benefit of MNSW, MA, MNSW members and motorcycling generally.
- 4.2.4 To constantly use best endeavours to regulate and administer all MNSW sanctioned motorcycle sport and other motorcycling activities in a manner that seeks to achieve the following:
 - Maximise the safety of participants, officials, spectators and the public.
 - Ensure, to the maximum extent possible, that MNSW sanctioned motorcycle sport is competitive, fair and fun.
 - Continual improvement of standards and quality of MNSW sanctioned events.
- 4.2.5 To maintain and enhance the reputation of MNSW, motorcycle sport and motorcycling generally by continually improving the standards and quality of MNSW sanctioned events for the benefit of MNSW members and motorcycling generally.
- 4.2.6 To promote mutual trust and confidence between MNSW, MA, MNSW members and other SCBs.
- 4.2.7 To promote the economic and sporting success, strength and stability of MNSW, MA, each SCB and each MNSW affiliated club and to act cooperatively and collaboratively with each of these bodies.
- 4.2.8 To develop, use, protect and improve MNSW intellectual property.
- 4.2.9 To collect, distribute and publish information in connection with motorcycling in NSW & ACT.

- 4.2.10 To seek government, commercial and public recognition and support of MNSW and MNSW sanctioned events and motorcycling generally.
- 4.2.11 To assist with the development, management and regulation of MA sanctioned motorcycle sport and other motorcycling activities in NSW & ACT consistently with the rules and regulations of MA.
- 4.2.12 To seek, pursue and develop commercial arrangements that promote these MNSW objectives.
- 4.2.13 To facilitate and manage the mediation or determination of disputes between MNSW members.
- 4.2.14 To recognise and implement policies promulgated by MA and the MA Alliance including those in relation to sexual harassment, equal opportunity, equity, drugs in sport, health, safety, junior and senior programs, infectious diseases and other matters as arise from time to time as issues to be addressed in relation to MNSW and MA sanctioned motorcycle events.
- 4.2.15 To select and support teams and squads to represent NSW & ACT or MNSW in Australian championships and international events.
- 4.2.16 To represent the interests of MNSW members and of motorcycle sport and recreation generally in any appropriate public forum in NSW & ACT.
- 4.2.17 To participate as an Alliance Participant in the MA Alliance in accordance with the terms of the MA Alliance Agreement to which MA and all other SCBs are party.

MNSW principles

- 4.3 MNSW commits to each of the following principles:
 - 4.3.1 To always act lawfully in accordance with the laws applicable in NSW & ACT.
 - 4.3.2 To recognise MA as the only Australian affiliate of the FIM.
 - 4.3.3 To actively participate as a member of MA and as an Alliance Participant in the MA Alliance.
 - 4.3.4 To always act on behalf of, and in the interests of, MNSW members and motorcycling generally and refrain from any action or conduct that compromises the achievement of the MNSW objectives.
 - 4.3.5 To apply the property, capacity and resources of MNSW to achievement of the MNSW objectives.
 - 4.3.6 To recognise any penalty validly imposed by MA under MA constitution, MA rules and regulations or any penalty imposed by another SCB under its constitution or its rules and regulations and facilitate the proper imposition of any such penalty.
 - 4.3.7 To always act in good faith.
 - 4.3.8 To have regard to the public interest in any decision or action taken in respect of the MNSW objectives.
 - 4.3.9 To promote the interests of MA and all other SCBs that are consistent with the MNSW objectives and MNSW principles.

- 4.3.10 To always act consistently with the MA Alliance Agreement.

Powers of MNSW

- 4.4 MNSW must do all that is reasonably necessary to realise the following and has the power under this MNSW constitution to do so:
- The MNSW objectives in accordance with the MNSW principles.
 - Enabling MNSW members to benefit from the realisation of the MNSW objectives.
- 4.4.1 The development, regular review and update of MNSW policies consistently with the Manual of Motorcycle Sport, the MNSW objectives and the MNSW principles, to govern the conduct of MA and MNSW sanctioned motorcycle events in NSW & ACT.
- 4.4.2 The development, regular review and update of a schedule of fees, charges, levies, fines or penalties and the like, to ensure the ongoing financial and economic viability of MNSW.
- 4.4.3 Do all such acts and things, whether solely or in conjunction with any other person or persons, as may be considered incidental or conducive to the realisation of the MNSW objectives in accordance with the MNSW principles.

Authority to trade

- 4.5 MNSW is authorised to trade in accordance with the *Corporations Act 2001*, subject to compliance with the MNSW objectives and the MNSW principles.

5 Structure and governance of MNSW

MNSW board

- 5.1 The MNSW board has overall responsibility to ensure MNSW pursues MNSW objectives in accordance with this constitution.
- 5.1.1 The MNSW board is constituted as stated in clause 9.1.
- 5.1.2 The MNSW affiliated clubs and life members elect the elected directors as stated in clause 14.

Management

- 5.2 The MNSW board appoints the MNSW chief executive officer (**CEO**).
- 5.2.1 The MNSW CEO is accountable to the MNSW board.
- 5.2.2 The MNSW CEO is the secretary to the MNSW board and is the MNSW company secretary.
- 5.2.3 Other personnel employed by MNSW are accountable to the MNSW CEO.

MNSW general council

- 5.3 Up to three club delegates appointed by each MNSW-affiliated club, and the MNSW Life Members, constitutes the MNSW general council.

MNSW subcommittees

- 5.4 The MNSW board determines the scope of authority and the objectives of each MNSW subcommittee.
 - 5.4.1 All MNSW subcommittees are accountable to the MNSW board.
 - 5.4.2 Each member of each MNSW subcommittee is appointed by the MNSW board as stated in clause 15.

6 Management of MNSW

MNSW CEO

- 6.1 The MNSW board must appoint a MNSW CEO to perform the functions of the MNSW CEO as stated in this MNSW constitution and any other functions and duties of the MNSW CEO determined from time to time by the MNSW board.
 - 6.1.1 The MNSW board must ensure that, at all times, a person competent to perform the functions and duties of the MNSW CEO is appointed to, or is acting in the role of the MNSW CEO.
 - 6.1.2 The MNSW CEO is the company secretary of MNSW for the purposes of the *Corporations Act 2001* and any associated purposes.
 - 6.1.3 The MNSW CEO is also the secretary to the MNSW board and must attend, in person or by a delegate, all MNSW board meetings.
 - 6.1.4 Decisions of the MNSW CEO are subject to ratification by the MNSW board. However, the MNSW board may decline to ratify a decision of the MNSW CEO only on the basis that the MNSW CEO's decision was not consistent with the MNSW objectives or the MNSW principles.

MNSW staff

- 6.2 The MNSW CEO will determine, from time to time, the number of staff, and their respective duties, to be employed by MNSW in accordance with MNSW board policies and having regard to the MNSW objectives and the MNSW principles.
 - 6.2.1 The MNSW CEO must employ staff to the positions determined by the MNSW CEO and must manage the performance and development of the employed MNSW staff.
 - 6.2.2 The MNSW CEO must keep the MNSW board informed of all relevant staff performance issues.

7 Membership of MNSW

Membership structure of MNSW

- 7.1 MNSW's membership structure is as follows:
 - 7.1.1 MNSW affiliated clubs are members of MNSW and each MNSW affiliated club is also, by virtue of MNSW's affiliation with MA, a member of MA.

- 7.1.2 Each individual financial member or individual life member of each MNSW-affiliated club is a member of MNSW and is also a member of MA.
- 7.1.3 Other affiliated individuals or entities, such as private promoters, coaches, or Social Motorcycle Clubs, are members of MNSW, but do not have voting rights at General Meetings or in elections. They may attend General Meetings, and may be heard at the discretion of the Chair, but may not vote or propose resolutions.
- 7.1.4 In respect of persons who are not already members as stated in clause 7.1.2 any person or entity to whom MA issues a licence or to whom MNSW or MA issues a permit is a member for the following periods:
- In respect of a licence, the period during which the licence entitles the holder to participate in, or officiate at, MNSW-permitted or MA-permitted events or engaged in governance or risk-management activities.
 - In respect of a permit, from the issue of the permit to the conclusion of all administration of the event for which the permit is issued.
- 7.1.5 Life members of MNSW are members of both MNSW and MA.

Single event competition licences

- 7.2 Subject to clause 7.2.1, a person must be a member of a MNSW affiliated club to qualify for a single event day competition licence.
- 7.2.1 If, purportedly on behalf of MNSW, a MNSW affiliated club issues a single event day competition licence to a person who is not a member of a MNSW-affiliated club that person is a member of MNSW and a member of MA for the duration of the event or activity for which the licence is issued.

Continuity of membership

- 7.3 Subject to any change effected by clause 7.1 or clause 7.2, all MNSW members under the constitution that this MNSW constitution replaces continue to be MNSW members under this MNSW constitution.

Becoming a MNSW member

- 7.4 The classes of membership stated in clause 7.1 become members of MNSW as follows:
- 7.4.1 Clubs must be granted affiliation as stated in clause 8 of this MNSW constitution and maintain their affiliation as stated in this MNSW constitution.
- 7.4.2 Members of MNSW affiliated clubs become members of MNSW and members of MA by virtue of the relevant club being affiliated with MNSW.
- 7.4.3 A person mentioned in clause 7.1.3 or clause 7.2.1 becomes a member of MNSW and of MA by MNSW granting that person a licence or permit under the Manual of Motorcycle Sport and each is a member of MNSW and of MA for the duration stated in clause 7.1.3 or clause 7.2.1 as relevant.
- 7.4.4 Life members are appointed by special resolution of the MNSW general council at any AGM following approval by the MNSW Board.

MNSW members' voting rights

- 7.5 The voting rights of MNSW members are the following:
- 7.5.1 At any meeting of the MNSW general council, only club delegates and life members who personally attend any such meeting may vote.
 - 7.5.2 In any ballot conducted by the MNSW board under clause 13 or election by ballot conducted under clause 14, each MNSW affiliated club and life member may register one vote.
 - 7.5.3 No other MNSW member has any voting rights under this constitution.
 - 7.5.4 Proxies may be accepted at Special General Meetings if a poll is called.

Obligations of all MNSW members

- 7.6 Each MNSW member acknowledges and agrees that membership of MNSW constitutes a commitment to each of the following:
- 7.6.1 That this MNSW constitution expresses the terms and conditions of a contract between each MNSW member and MNSW.
 - 7.6.2 That each MNSW member must comply with each of the following:
 - He, she or it must conduct himself, herself or itself consistently with the MNSW objectives and MNSW principles and in accordance with all the provisions of this MNSW constitution and MNSW policies.
 - He, she or it must refrain from any action or conduct that is prejudicial to the MNSW objectives and MNSW principles or is inconsistent with the provisions of this MNSW constitution.
 - 7.6.3 That each MNSW member must comply with the MA constitution and with the Manual of Motorcycle Sport.
 - 7.6.4 That each MNSW member must comply with determinations, resolutions and policies made by the MNSW board in accordance with this constitution.
 - 7.6.5 Each MNSW member must use his, her or its best endeavours to contribute the realisation of the MNSW objectives in accordance with the MNSW principles.
 - 7.6.6 Each MNSW member must promptly pay any membership fees, affiliation fees, application fees, permit fees, general levies, insurance levies, penalties and any other fees and charges determined or imposed by the MNSW board for services delivered by MNSW and disciplinary decisions for which that member is liable in accordance with this MNSW constitution.
 - 7.6.7 Each MNSW member must promptly pay fees, charges and penalties, imposed by MA under the MA constitution or under the Manual of Motorcycle Sport, for which that member is liable.

Obligations of MNSW affiliated clubs

7.7 Each MNSW affiliated club commits to each of the following:

7.7.1 It will ensure that its constitution complies with each of the following:

- It is consistent with this MNSW constitution.
- It must expressly recognise MNSW as the sole governing body of motorcycle sport and other motorcycle activities conducted in New South Wales by the relevant MNSW affiliated club.

7.7.2 It must do each of the following in relation to communications from MNSW:

- It must, at all times, maintain a valid postal address and a valid email address and email account for the receipt of notifications from MNSW and must ensure the MNSW CEO has those details.
- It must promptly notify the MNSW CEO in writing of any changes to either the club's postal address or email address after the change is made.
- It must ensure that mail sent by MNSW to the club's postal address and notices sent by MNSW to the club's email address are presented to the next club committee meeting or next club general meeting, whichever is the sooner.

7.7.3 It must actively participate in MNSW as follows:

- Consider at the club's committee meetings and any general or special meetings of the club any mail, email or other electronic notices from MNSW and consider, formulate and send to the MNSW CEO any necessary response to MNSW.
- Consider any ballot papers, including electronic or online ballot papers, from MNSW and use its best endeavours to complete and return the ballot papers to the MNSW CEO as required by this MNSW constitution or in accordance with the conditions of any ballot conducted under clause 13.2.
- Respond to any notice, survey or ballot from MNSW requesting a response.

7.7.4 It must, at each of the club's AGMs, appoint three club delegates to the MNSW general council and must promptly notify the MNSW CEO of the identity and contact details of each appointed club delegate. Club delegates must be members of MNSW at the time of his or her appointment and during all MNSW general council meetings but one need not be a member of the MNSW affiliated club for whom he or she is a delegate.

7.7.5 It must use its best endeavours to ensure that each of its club delegates attend each meeting of the MNSW general council and if delegates cannot attend, the MNSW affiliated club must notify the MNSW CEO at least 12 hours before the relevant meeting of the anticipated non-attendance.

- 7.7.6 It must maintain an accurate record of the names, addresses and contact details of each of its financial members and must make that register available to MNSW on the MNSW CEO making a request for the register.

MNSW membership register

- 7.8 The MNSW board must ensure that the MNSW CEO maintains an accurate and current register of all annual members of MNSW, based on the membership registers maintained by MNSW-affiliated clubs under clause 7.7.6 and on the basis of all licences issued by MNSW under the Manual of Motorcycle Sport.

Resignation of MNSW membership

- 7.9 A MNSW member mentioned in clauses 7.1.1 (MNSW affiliated clubs) and 7.1.5 (MNSW life members) may terminate its, his or her MNSW membership by notifying the MNSW board in writing in accordance with each of the following:

- The notice must be given to the MNSW CEO for presentation to the MNSW board.
- The notice must state the date of termination of MNSW membership and that date must be at least 30 days after the person who resigns gives the notice to the MNSW CEO.
- The notice must state the reasons for the resignation.

7.9.1 A notice that does not strictly comply with clause 7.9 is not valid.

7.9.2 The MNSW membership of each member of an MNSW affiliated club that resigns its membership of MNSW in accordance with this clause 7.9 is terminated upon the resignation of the club from MNSW membership becoming effective.

7.9.3 A member mentioned in clause 7.1.2 may only resign his or her membership of MNSW by resigning his or her membership of all MNSW affiliated clubs of which he or she is a member in accordance with the constitution of the relevant MNSW affiliated club or clubs.

Termination of MNSW membership

- 7.10 Subject to clause 7.9.2, MNSW membership may be terminated as follows:

7.10.1 Subject to a MNSW member making arrangements, acceptable to the MNSW board for late payment under clause 8.5, MNSW membership lapses for failure to pay, by the date for payment, any money to MNSW required under this MNSW constitution to maintain MNSW membership.

7.10.2 By the initiation of a complaint under clause 21.1 and the MNSW board determining that the appropriate penalty is the termination of MNSW membership, subject to that MNSW member's rights of appeal under clause 21.

8 Affiliation with MNSW

Existing affiliations

- 8.1 All clubs, promoters, and coaches affiliated under the constitution of MNSW replaced by this MNSW constitution continue to be affiliated with MNSW under this constitution.

Qualification for affiliation

- 8.2 A club is qualified for affiliation with MNSW if all of the following apply:
- 8.2.1 The club conducts motorcycle, sidecar, trike or quad sporting or other motorcycle events and activities.
 - 8.2.2 The club must be incorporated under the *Associations Incorporations Act 2009* (or its predecessors) or incorporated under the *Corporations Act 2001 (Cth)* as a not-for-profit entity.
 - 8.2.3 The club must ensure that its constitution is consistent with this MNSW constitution.
 - 8.2.4 The club must have at least 25 financial members.

Application for affiliation

- 8.3 A club that is qualified under clause 8.2 may apply to the MNSW CEO for affiliation with MNSW. An application for affiliation must comply with each of the following:
- 8.3.1 The application must be in writing and must be delivered to the MNSW CEO.
 - 8.3.2 The application must be accompanied by each of the following:
 - A copy of the club's constitution.
 - Sufficient evidence of the club's incorporation and compliance with the legislation under which it is incorporated.
 - Identification of the club's delegates to be appointed to represent the club on, respectively, the MNSW general council and the contact details for those proposed club delegates.
 - The affiliation fee.
 - A list of members.
 - A list of office bearers.
 - Any other matter required under any MNSW policy.

Determination of applications for affiliation

- 8.4 The application for affiliation under clause 8.3 will be communicated to the MNSW Board electronically for pre-approval to be then presented to the member clubs. This must be minuted in the next Board meeting minutes
- 8.4.1 Promptly after electronic approval of the MNSW board, the MNSW CEO must notify, in writing, all MNSW affiliated clubs of the application for affiliation and request the submissions, in writing, within the time stated in the notice (which must be no less than 3 calendar weeks after the date of the notice) of any objections from any MNSW member to the MNSW board accepting the application for affiliation.

8.4.2 Any MNSW member may submit a written objection to an application for affiliation. A valid objection must state valid grounds for the objection. Valid grounds for objection to an application for affiliation are limited to the following:

- There is credible evidence that the applicant club will not comply with this MNSW constitution, the MA constitution or the Manual of Motorcycle Sport.
- Members of the applicant club are not fit and proper persons to be members of MNSW having regard to the provisions of this MNSW constitution.
- Affiliation of the applicant club will be detrimental to the viability of an existing MNSW affiliated club.
- Affiliation of the applicant club will be detrimental to the MNSW objectives or contrary to the MNSW principles.

8.4.3 At the MNSW board meeting held immediately after the expiry of the time for making objections determined under clause 8.4.1, the MNSW board must consider any objection received by the MNSW CEO and determine whether each objection is a valid objection to affiliation by reference to clause 8.4.2. If the MNSW board determines that the MNSW CEO has received no valid objection to the application for affiliation the MNSW board must resolve whether to accept or reject the application and each of the following apply:

- If the MNSW board resolves to accept the application for affiliation, the MNSW board must require the MNSW CEO to promptly notify the applicant club that the application for affiliation is accepted and the date upon which the affiliation becomes effective.
- If the MNSW board resolves to reject the application for affiliation, the MNSW board must require the MNSW CEO to promptly notify the applicant club that the application for affiliation is rejected and the reasons for the rejection.

8.4.4 If the MNSW board resolves that any objection is valid under clause 8.4.2, the MNSW CEO must notify the applicant for MNSW affiliation of all valid objections and the MNSW board may then resolve to determine the application for affiliation by any of the following methods:

- The MNSW board may seek to resolve any valid objections by mediating the valid objectors and the applicant for MNSW affiliation and, if the valid objections are resolved, the MNSW board may then determine the application for MNSW affiliation at the next MNSW board meeting under clause 8.4.4 consistently with the resolution of the valid objections.
- The MNSW board may resolve to conduct a ballot of all MNSW affiliated clubs under Part 13 to determine the application for affiliation by ordinary resolution.

- The MNSW board may resolve to refer to the application for affiliation to next meeting of the MNSW general council for determination by ordinary resolution.
- 8.4.5 If the MNSW board resolves to refer any application for MNSW affiliation to a ballot conducted under clause 13, each of the following apply:
- The MNSW CEO must request the applicant for MNSW affiliation to deliver written submissions in support of its application within 3 calendar weeks after the MNSW CEO makes that request.
 - The MNSW CEO must send the submissions from the applicant for MNSW affiliation and the valid objections to MNSW affiliated clubs with the ballot papers.
- 8.4.6 If the MNSW board resolves to refer the application for MNSW affiliation to a MNSW general council meeting, each of the following applies:
- The MNSW CEO must notify the applicant club of the time and the place of the MNSW general council meeting at which the MNSW general council meeting will be convened and must invite representatives of the applicant club to attend and make written and/or oral submissions to that MNSW general council meeting or to make a written submission to be considered at that meeting.
 - The MNSW general council meeting must consider at the meeting all written submissions delivered to the MNSW CEO and oral submissions made at the meeting in respect of the application for affiliation from the applicant club.
 - The MNSW general council must determine the application for affiliation by ordinary resolution.
- 8.4.7 Promptly after the MNSW general council meeting mentioned in clause 8.4.6, the MNSW CEO must notify the applicant club in writing of the MNSW general council's determination of the application for affiliation.
- 8.4.8 If an application for affiliation is rejected under this clause 8.4, MNSW must promptly return or refund the affiliation fee.

Continuity of affiliation

- 8.5 Each MNSW affiliated club must promptly pay the annual affiliation fee at the time for payment and in the amount determined by the MNSW board from time to time.
- 8.5.1 If an MNSW affiliated club fails to pay an annual affiliation fee in accordance with clause 8.5, that failure may be dealt with by the MNSW board as follows:
- The MNSW CEO may make arrangements, suitable to the MNSW board, for the relevant MNSW affiliated club to pay arrears.
 - If no satisfactory arrangement can be made, the MNSW board may initiate a complaint against the relevant MNSW affiliated club under clause 21.1.1.

9 MNSW board

Composition of MNSW board

9.1 The MNSW board is constituted by the following directors:

- 5 elected directors.
- Up to 2 independent non-elected directors who may be appointed by the elected directors, under processes outlined in the MNSW Bylaws.
- Each elected director must be a member of MNSW at the time of his or her nomination for election and must maintain that membership throughout the director's term on the MNSW board.

Existing directors

9.2 Subject to clause 9.7, elected directors under the constitution that this MNSW constitution replaces will continue as directors under this MNSW constitution.

9.2.1 From the date MNSW adopts this MNSW constitution, all continuing directors as stated in clause 9.2 will be subject to the provisions of this MNSW constitution and the replaced constitution will be vacated.

Duties of directors

9.3 MNSW directors owe MNSW the following duties:

- 9.3.1 To comply with the *Corporations Act 2001*.
- 9.3.2 To act in the interests of the whole of MNSW at all times, but having regard to the interests of MA.
- 9.3.3 To enhance the reputation of MNSW with the NSW community and government.
- 9.3.4 To comply with the MA constitution and the Manual of Motorcycle Sport,
- 9.3.5 To support, and not compromise, the integrity of all MNSW board resolutions.
- 9.3.6 To promptly declare any conflict of interest.
- 9.3.7 To act in accordance with the commitments required of all board members under clause 9.4 of this constitution.

MNSW board member commitment to the MA Alliance

9.4 Each MNSW member must formally acknowledge and agree the following:

- 9.4.1 He or she represents the interests of all MNSW members, but in accordance with the MA Alliance Agreement.
- 9.4.2 The interests of MNSW members are concurrent with Best-for-Motorcycling as defined in the MA alliance agreement and that MNSW board decisions must be made on a Best-for Motorcycling basis.
- 9.4.3 The MA Alliance requires that MNSW must conduct its operations consistently with the operations of all other SCBs and MA and that any local deviations must be first approved by the Alliance leadership Team under the MA Alliance Agreement.

- 9.4.4 In respect of MNSW projects, each MNSW board member must act on a Best-for-Motorcycling basis and must take into account the interests of all other SCBs and MA.
- 9.4.5 He or she must refrain from any action that puts MNSW in breach of the MA Alliance Agreement.

Powers of the MNSW board

- 9.5 The MNSW board has power to make a resolution about any of the following:
 - 9.5.1 Any matter expressly stated in this MNSW constitution as being the responsibility of the MNSW board.
 - 9.5.2 Any matter related to, or arising out of, this MNSW constitution that is not expressly stated to be the responsibility of the MNSW general council.
 - 9.5.3 Any matter in relation to motorcycle sport or motorcycle activities in NSW stated to be the responsibility of a SCB under the Manual of Motorcycle Sport.
 - 9.5.4 Any matter, whether in respect of policy, finances, management or operations necessary to pursue the MNSW objectives in accordance with the MNSW principles except those matters expressly stated in this MNSW constitution to be the responsibility of the MNSW general council or the CEO.

MNSW board's power to delegate

- 9.6 Subject to clause 19, the MNSW board may delegate, to an individual or to a subcommittee, the investigation or management of any matter for which the MNSW board is responsible.
 - 9.6.1 The MNSW board must prescribe, by resolution properly minuted, the ambit of authority and the task to be performed by any delegate of the MNSW board.
 - 9.6.2 The MNSW board may, by resolution properly minuted, and by promptly notifying the delegate of the revocation, revoke any delegation at any time.
 - 9.6.3 The MNSW board must not delegate the power to delegate granted by this clause 9.6.
 - 9.6.4 The individual or subcommittee to which any power is delegated must not further delegate that power.

Rotation of elections of directors

- 9.7 Each elected director will be elected for a term that commences on the election of that director and expires on the closure of the third AGM after the AGM at which the director was elected.
 - 9.7.1 At the 2018 AGM, the positions of the President and one director will be subject to an election. These will be the two directors whose terms were due to end in 2018.
 - 9.7.2 At the 2019 AGM, The positions of the current Vice President and one other director, who earned the least votes in the 2017 election, will be subject to an election.
 - 9.7.3 At the 2020 AGM, the remaining existing director will be subject to an election.

Election of directors

9.8 Directors must be nominated and elected in accordance with clause 14.

Resignation of a director

9.9 A director may resign his or her position by giving written notice of the resignation, stating the future date on which the resignation is to take effect, to the chair of the MNSW board and the MNSW CEO.

Grounds for the removal of directors

9.10 The grounds for the removal of a director include the following:

- 9.10.1 The director dies or loses legal capacity.
- 9.10.2 The director is declared bankrupt.
- 9.10.3 The director breaches any duty stated in clause 9.3.
- 9.10.4 The director resigns under clause 9.9.
- 9.10.5 The director does something that in the reasonable opinion of the board, damages the reputation of MNSW, MA or another SCB within the community or within government.
- 9.10.6 The director fails to declare a material conflict of interest.
- 9.10.7 The director's membership of MNSW is suspended or terminated.
- 9.10.8 The Director breaches his/her commitments under the Governance Policy.
- 9.10.9 The director commits a substantial breach of the Manual of Motorcycle Sport.
- 9.10.10 The director is prohibited under the *Corporations Act 2001* from holding a position as a director.
- 9.10.11 The Director fails to attend three consecutive meetings of the board, without obtaining the leave of the Chairperson of the board.

Removal of directors

9.11 If any MNSW member makes a written complaint to the MNSW board that a current director has acted in a way that constitutes a ground for removal stated in clause 9.10, the MNSW board, excluding the director about whom the complaint was made, must act as follows:

- 9.11.1 It may seek evidence from any source in respect of the complaint.
- 9.11.2 It must promptly inform the director about whom the complaint was made, of the complaint and any evidence obtained ancillary to the complaint.
- 9.11.3 It may, by resolution made by two-thirds majority of the other directors, suspend the director about whom the complaint was made.
- 9.11.4 If the Board, by two-thirds majority, determines the complaint constitutes a ground for removal stated in clause 9.10, it must require the MNSW CEO to give notice to MNSW affiliated clubs and to the director about whom the complaint was made that at the next MNSW general council meeting a motion will be heard to remove the director. At least one calendar months' notice of the motion must

be given, so if the next General Council meeting is less than one calendar month away, the motion will be heard at the following General Council meeting.

- 9.11.5 After the director about whom the complaint was made has presented his or her submission to the MNSW general council at the meeting convened by notice as stated in clause 9.11.5, the MNSW general council may remove the director by ordinary resolution.

Disciplinary action against removed director

- 9.12 If the MNSW general council makes a resolution to remove a director under clause 9.11.5 and the MNSW board further determines that the conduct of the director that caused his or her removal from the MNSW board is serious enough to potentially warrant a further penalty, the MNSW board may appoint a judiciary committee to hear evidence about the removed director's conduct and to determine whether any further penalty is to be imposed.

MNSW board must continue to act

- 9.13 If a director resigns under clause 9.9 or is removed under clause 9.11, the remainder of the MNSW board must continue to act as the MNSW board until the vacancy is filled in accordance with clause 9.14.

Vacancies on the MNSW board – elected directors

- 9.14 Vacancies on the MNSW board will be filled as follows:
- The board will appoint a suitable MNSW member to the board to fill any vacancy created by the resignation or removal of an elected director, until such time as a postal vote can be held to elect a new director.
 - If the vacancy has been created by the resignation or removal of the chair or vice-chair, the remaining directors will choose, by ordinary resolution, an elected director from their number, or the new appointee, to be the chair or vice-chair, as relevant.

Complaints against former directors

- 9.15 If any MNSW member makes a written complaint to the MNSW board that a former director has, after the adoption of this MNSW constitution, acted in a way that would constitute a ground for removal stated in clause 9.10, the MNSW board may seek evidence from any source in respect of the complaint.
- 9.15.1 If the MNSW board determines that the former director engaged in conduct after the adoption of this MNSW constitution that potentially warrants the imposition of penalties under this MNSW constitution, the MNSW board may appoint a judiciary committee to hear evidence about that former director's conduct and to determine whether any penalties are to be imposed under this MNSW constitution.

10 MNSW board meetings

MNSW board to meet regularly

- 10.1 The MNSW board must meet regularly and, in any case, not less than 6 times per calendar year, for formal MNSW board meetings.
- 10.1.1 Each director must attend all MNSW board meetings and MNSW general council meetings unless the director has a valid excuse for not attending, having regard to the place and time at which the MNSW board meeting or MNSW general council meeting is held and the director's work, family and other commitments.
- 10.1.2 Board meetings are to be called by the Chair, or in his/her absence, the Vice Chair. If a director requests the Chair to call a meeting, the chair must seek to convene a meeting to be held within 14 days of receiving the request.

Business of the MNSW board

- 10.2 The business of the MNSW board includes the following:
- 10.2.1 To make any resolution necessary to achieve the MNSW objectives in accordance with the MNSW principles, except in respect of those matters for which this MNSW constitution prescribes another process for resolving those matters.
- 10.2.2 To employ the MNSW CEO and oversee the MNSW CEO's performance.
- 10.2.3 To determine any delegations in respect of signing cheques, other negotiable instruments and contract documents committing MNSW to obligations.
- 10.2.4 To receive, consider or request any further information and make any necessary resolutions in respect of financial and operational reports from the MNSW CEO.
- 10.2.5 To consider and make any necessary resolutions in respect of the resolutions made by the MNSW general council.
- 10.2.6 To consider and make any necessary resolutions in respect of the minutes of MNSW subcommittees.
- 10.2.7 To make any necessary resolutions in respect of contracts with any external party or government.
- 10.2.8 To manage the resolution of disputes between MNSW members.
- 10.2.9 To conduct or establish processes for conducting disciplinary proceedings, and appeal from disciplinary proceedings under clause 21.

Resolutions of the MNSW board

- 10.3 Subject to the requirements for a quorum stated in clauses 10.4 and 10.5, the MNSW board may make a resolution about any matter for which the MNSW board is responsible under this MNSW constitution by ordinary resolution.

Quorum for MNSW board meetings

- 10.4 3 directors present at a MNSW board meeting constitute a quorum.
- 10.4.1 An MNSW board meeting must be quorate to make valid resolutions.

- 10.4.2 At least 3 directors must vote, or expressly abstain from voting, on any motion for resolution at a formal MNSW board meeting for the MNSW board resolution to be valid.

MNSW board resolutions out of meetings

- 10.5 The MNSW board may, outside formal MNSW board meetings, carry a resolution by flying minute circulated by email or other online system.
- 10.5.1 At least 3 directors must vote, or expressly abstain from voting, on any MNSW board resolution proposed by flying minute for the resolution to be valid.

The MNSW board elects its own chair

- 10.6 At the MNSW board meeting immediately following any AGM, the elected board members must elect its chair who will act as president of MNSW during his or her time as chair of the MNSW board. It will also select its vice chair at that meeting. The Vice chair will also serve as the Vice President, and will carry out the duties of the President/Chair in their absence.
- 10.6.1 The person selected as Chair/President is to have at least 1 year of experience on the Board.

11 MNSW general council

Composition of MNSW general council

- 11.1 The MNSW general council is comprised of up to 3 delegates from any MNSW affiliated club, and MNSW life members, who personally attend the relevant MNSW general council meeting.
- 11.1.1 Any MNSW member may attend any MNSW general council meeting, but only club delegates who attend may vote at those meetings.
- 11.1.2 Any director chairing the meeting may only cast a vote to resolve a deadlock on a motion for an ordinary resolution as stated in clause 12.1.1.
- 11.1.3 MNSW general council meetings require 15 voting clubs (represented by delegates) or life members to form a quorum.
- 11.1.4 Directors may not act as club delegates and have no voting rights at General Council meetings, other than the Chair who will have a casting vote in the case of a tied vote.
- 11.1.5 An inquorate MNSW general council meeting cannot make any valid resolutions.

Annual general meeting

- 11.2 The AGM must be convened annually on a date not later than May 31.
- 11.2.1 The business that must be transacted at the AGM is the following:
- To receive the minutes of the previous AGM.
 - To receive the MNSW annual report.
 - To appoint an auditor for the next MNSW financial year.

- To receive the results of the ballot for all positions subject to election at that AGM.
- To notify the affiliation fees for the following year.
- To elect new life members from properly nominated candidates approved by the Board.
- To debate and vote on any motions for the advancement of the MNSW objectives in accordance with the MNSW principles.
- To debate and vote on any motions for the improvement of MNSW policy, management and operations.

11.2.2 An AGM must not transact any business not noted on the agenda for that AGM.

11.2.3 However, a special meeting of the MNSW general council may be convened either immediately before or after the AGM to consider motions other than those stated in clause 11.2.1.

General meetings

11.3 MNSW must convene a general meeting of the MNSW general council approximately every 2 months.

Notice of general meetings

11.4 The MNSW CEO must receive from MNSW affiliated clubs, at least 4 calendar weeks before the anticipated time for any AGM and other general meetings of the MNSW general council, any motions any MNSW affiliated club wishes to propose or any agenda item any MNSW affiliated club wishes to be discussed or debated at the relevant meeting.

11.4.1 Motions or agenda items received after this time may be added to the agenda at the discretion of the CEO and the Board.

11.4.2 The MNSW CEO must send each MNSW affiliated club the following at least 3 calendar weeks before the date appointed for any AGM or other meeting of the MNSW general council:

- A notice of meeting stating the time and the place at which the meeting will be convened.
- A notice of all motions to be debated and put to a vote at the relevant meeting.
- An agenda stating all business to be transacted at the relevant meeting.

Special meetings of MNSW general council

11.5 The chair of the MNSW board may, at any time, convene a special meeting of the MNSW general council. If the chair of the MNSW board does so, the MNSW CEO must give a notice of the special general meeting in accordance with clause 11.6.

Notice of special meetings of MNSW general council

11.6 In respect of a special meeting of the MNSW general council convened by the chair of the MNSW board under clause 11.5, the MNSW CEO must send to each MNSW affiliated club

and life member a notice of the meeting with an agenda at least 21 days before the date appointed by the president for the special meeting.

11.6.1 A special meeting of the MNSW general council convened under 11.6 will be held at a venue determined by the MNSW board.

Places for meetings of the MNSW general council

11.7 The General Council meetings will be held at a location determined by The Board.

Chair of meetings of MNSW general council

11.8 Each meeting of the MNSW general council, except the AGM, will be chaired as follows:

11.8.1 If the chair of the MNSW board attends the meeting, the chair of the MNSW board will chair the meeting.

11.8.2 If the chair of the MNSW board does not attend the meeting, the vice-chair of the MNSW board will chair the meeting.

11.8.3 If neither the chair of the MNSW board nor the vice- chair of the MNSW board attend the meeting, the meeting will be chaired by the longest serving of the other directors or by another director nominated by that director who attends the meeting.

Chair of AGM

11.9 Each AGM will be chaired as follows:

11.9.1 If the position of the chair of the MNSW board is subject to election at that AGM, an elected MNSW board member not subject to election at that AGM will chair the meeting until the ballot for the MNSW board member who is then the chair is declared, and if that person is re-elected, the continuing chair of the MNSW board will chair the balance of the meeting. If the chair of the MNSW board is not re-elected, the person who commences chairing the meeting will chair the meeting to its close.

11.9.2 If the current chair of the MNSW board is not subject to election at that AGM, the chair of the MNSW board, or his or her nominee from the directors who are not subject to election at that AGM will chair the meeting.

12 Resolutions generally

Ordinary resolutions

12.1 Any resolution not required by this MNSW constitution to be a special resolution, will be determined by ordinary resolution as follows:

12.1.1 In respect of meetings of the MNSW board, MNSW general council, each of the following apply:

- An ordinary resolution will be made by simple majority of the people eligible to vote at the meeting and who attend the relevant meeting.
- 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

deadlock will be resolved by the vote of the chairperson of the relevant meeting even if the chairperson has no other voting rights at the meeting.

- 12.1.2 In respect of motions proposed by the MNSW board by ballot to the MNSW affiliated clubs and life members, each of the following apply:
- An ordinary resolution will be made by simple majority of the ballots received, in accordance with the terms of the ballot, by the MNSW CEO.
 - If exactly 50% of the ballots received by the MNSW CEO, in accordance with the terms of the ballot, are cast in favour of the motion and exactly 50% of the cast against the motion, the deadlock must be resolved by a resolution of the MNSW board.

Special resolutions

- 12.2 Any resolution required by this MNSW constitution to be a special resolution must be carried by a majority of 75% or more as follows:
- 12.2.1 In respect of meetings of the MNSW general council a special resolution will be made by at least 75% of those eligible to vote, and attending the relevant meeting, voting in favour of the relevant motion.
- 12.2.2 In respect of motions proposed by the MNSW board by ballot to MNSW affiliated clubs, a special resolution will be made by 75% or more of the ballots returned being in favour of the relevant motion.

Proxy Voting

- 12.3 Proxy votes will be accepted only on special resolutions, and only if a Poll is called. In the case of a poll being called, each member club and life member will have only one vote on the motion.

13 Ballots other than elections

Resolutions by ballot

- 13.1 The MNSW board may resolve to determine any matter, that is otherwise a matter for the MNSW general council, by a ballot of all MNSW affiliated clubs and life members.

Ballots for matters other than elections

- 13.2 In respect of ballots mentioned in clause 13.1, the MNSW board may determine the following:
- The motion or motions to be subject to resolution by ballot.
 - The conditions to be applied to the ballot, having regard to each MNSW affiliated club and life member being given a reasonable opportunity to participate in the ballot.
- 13.2.1 The result of any ballot conducted under this clause 13.2 will only be valid and effective if no less than 12 MNSW affiliated clubs or life members return valid

completed ballot papers in accordance with the conditions for the ballot set by the MNSW board.

- 13.2.2 If a ballot is invalid under clause 13.2.1 the MNSW board may determine to conduct another ballot or refer the matter to the next MNSW general council meeting for resolution.

14 Elections by ballot

Elections must be conducted by ballot

- 14.1 The Board will appoint the company lawyer, auditor, or accountant as Returning Officer. The Returning Officer will oversee the distribution to voting members of ballot documents prepared by the CEO, will receive the completed ballots, ensure their veracity, and supervise the counting of the ballots. The Returning Officer will then confirm the results before sealing them for opening at the AGM. Elections for the following positions must be conducted by ballot in accordance with this clause 14:
- 14.1.1 Elections for all elected directors' positions.
- 14.1.2 Elections of any other elected position created in accordance with this MNSW constitution.

Nominations of candidates

- 14.2 Nominations for election as a Director will be called for before the end of February. Subject to clause 14.3, the nomination of a MNSW member as a candidate for election as a director must be made as follows:
- 14.2.1 The nomination must be made in writing by the nominee, and authorised by the club president or secretary of a MNSW affiliated club of which the nominee is a financial or life member.
- 14.2.2 The written nomination must be delivered to the MNSW CEO by the last Business Day in March.

Persons not qualified for nomination

- 14.3 None of the following MNSW members may be nominated under clause 14.2:
- 14.3.1 Any MNSW member who has been removed as a director under clause 9.11.5.
- 14.3.2 Any MNSW member who has been dismissed from a MNSW subcommittee within 3 years before the AGM at which the ballot for the election will be declared.
- 14.3.3 Any MNSW member who is currently subject to disciplinary proceedings commenced under clause 21 including any appeal to a judiciary committee.
- 14.3.4 Any MNSW member who is subject to any penalty imposed under clause 21 involving a prohibition on that person holding an elected position within MNSW.
- 14.3.5 Any MNSW member who is prohibited under the *Corporations Act 2001* from holding a position as a director

- 14.3.6 Any MNSW member who has previously been elected to two consecutive terms as a director, without a full 3 year period out of office since the completion of their previous term, as of the forthcoming AGM.
- 14.3.7 Individuals, or representatives of corporate entities, who are promoters and receive a financial advantage from motorcycling events.

Deemed election of candidates – insufficient nominations

- 14.4 If the MNSW CEO does not receive a sufficient number of formal nominations under clause 14.2 for the available positions on the MNSW board each of the following applies:
 - 14.4.1 The nominees in respect of whom formal nominations were made in accordance with clause 14.2 will be deemed elected to the positions for which they were nominated.
 - 14.4.2 Further casual nominations may be made orally from the floor of the AGM, but the nominee must consent to the casual nomination either orally at the AGM or, if the nominee is not present at the AGM, the nominator may table at the AGM a written consent to the nomination from the nominee or the MNSW CEO, or his or her delegate, may seek an oral acceptance for the casual nominee by phone.
 - 14.4.3 If the number of casual nominations received orally at the AGM is less than, or equal to, the remaining available positions on the MNSW board, the casual nominees will be deemed elected to the positions for which they were nominated.

Election by ballot at AGM

- 14.5 If the number of casual nominations received orally at the AGM under clause 14.4.2 is more than the remaining available positions on the MNSW board, a ballot of the casual nominees must be conducted at the AGM, on a 'first past the post' basis, to determine which casual nominees are elected to the positions for which they were nominated.

Elections by ballot

- 14.6 If the number of formal nominations received by the MNSW CEO under clause 14.2 exceeds the available positions on the MNSW board a ballot of those formal nominees must be conducted as follows:
 - 14.6.1 The Returning Officer must, on or before the day that is 7 weeks before the date appointed for the AGM, send a ballot paper, or an electronic link to a ballot paper, to each MNSW affiliated club setting out the name of each candidate and attaching statements received from any candidate.
 - 14.6.2 Voting will be carried out on a "first past the post" basis. Each MNSW affiliated club and Life Member may submit one ballot paper, indicating one choice of candidate for each available director's position. If there is one position available, then only one candidate can be chosen. If two positions are available, then a maximum of two can be chosen, and so on. Any ballot paper showing more selections than instructed will be deemed ineligible for counting.

- 14.6.3 The MNSW appointed Returning Officer must receive a completed ballot paper on or before midnight 2 business days before the date appointed for the AGM to be counted in the election. The counting will take place the day before the Scheduled date of the AGM. Ballots received after that time will not be counted in the election.
- 14.6.4 The MNSW CEO, assisted and monitored by the Returning Officer, must count all the valid votes. The winners will be determined as follows:
- Where only one position is subject to election, the winner will be the candidate who has the highest number of votes on a 'first past the post' basis.
 - Where more than one position is subject to election, the first winner will be the candidate who has the highest number of votes on a 'first past the post' basis, the next winner will be the candidate who has the next highest number of votes and so on until all the positions subject to election have been filled.
 - If there are insufficient candidates to fill all the positions that are subject to election, then the candidates will be deemed elected and nominations for the unfilled positions will be called in accordance with clause 14.4.
 - If the vote is a tie for any position where one candidate is an incumbent and the other is not, then the incumbent is elected.
 - If the vote is a tie and neither of the tied candidates is an incumbent, then the winner will be determined by a show of hands at the AGM. Both candidates will be entitled to speak at the meeting before the show of hands for a maximum of 3 minutes. If the show of hands results in a tie, a coin toss will determine the outcome. The Chair will not have a casting vote.
- 14.6.5 The MNSW CEO will declare the results of any ballot for elections conducted under this clause 14.6 at the AGM. Despite clause 18.1, the MNSW CEO must destroy all ballot papers 7 days after the next general council meeting.

15 MNSW panels & subcommittees

Establishment of MNSW panels & subcommittees

- 15.1 The MNSW board may, at any time by ordinary resolution, do the following:
- 15.1.1 Establish a MNSW panel or subcommittee for any purpose consistent with the MNSW objectives or to comply with the MNSW principles.
- 15.1.2 Prescribe the ambit of authority for MNSW panel members and MNSW subcommittees including any matter that a MNSW panel member or subcommittee on which a resolution may be made that does not require ratification by the MNSW board; e.g. competitor grading.

MNSW panels

- 15.2 A MNSW panel will be constituted by MNSW individual members appointed by the MNSW board to whom the MNSW board may delegate specific tasks consistent with MNSW objectives and MNSW principles.
- 15.2.1 MNSW panels will not usually be required to meet. But the MNSW CEO may occasionally convene meetings of panel members for the purpose of sharing ideas, innovations, agreeing principles and protocols for the performance of tasks by panel members and any other matter relevant to the work of panel members.
- 15.2.2 The MNSW board will prescribe the tasks to be discharged by any panel member in respect of an assignment allocated to that panel member by the MNSW office.
- 15.2.3 The Disciplinary Tribunal is a MNSW panel for the purpose of determining complaints under Clause 21.

MNSW subcommittees

- 15.3 MNSW subcommittees will be established to regularly and collectively consider and make recommendations to the MNSW board on specific aspects of MNSW operations including the following:
- 15.3.1 The conduct of various disciplines of motorcycle sport and recreation.
- 15.3.2 Whole of MNSW considerations including officials and coaching.
- 15.3.3 Any other purpose consistent with the MNSW objectives and MNSW principles.

Appointment of subcommittee members

- 15.4 The MNSW board will directly appoint MNSW members to MNSW subcommittees.
- 15.4.1 The MNSW board will publish invitations for individual MNSW members to express interest in joining a MNSW panel or MNSW subcommittee.
- 15.4.2 The MNSW board may also directly invite any individual MNSW member to join any MNSW panel or MNSW subcommittee.

Appointment of MNSW subcommittee members

- 15.5 The MNSW board will directly appoint individual MNSW subcommittee members having regard to the following:
- 15.5.1 The involvement of women, young members and current competitors.
- 15.5.2 Experience and expertise.
- 15.5.3 The ability of members to work as a team.
- 15.5.4 Appropriate representation of differing or competing interests..

Resignation

- 15.6 A member of any MNSW panel or MNSW subcommittee may resign at any time by giving the MNSW CEO written notice of his or her resignation.

Objectives & purposes of MNSW panels & subcommittees

- 15.7 The MNSW board must prescribe the purposes and objectives of every MNSW panel and subcommittee.

Governance principles for MNSW subcommittees

- 15.8 The MNSW board may prescribe any of the following in respect of any MNSW subcommittee:
- 15.8.1 The topics of business with which the subcommittee must deal.
 - 15.8.2 The frequency at which the subcommittee must meet.
 - 15.8.3 The maximum or minimum number of persons required on the subcommittee.
 - 15.8.4 A quorum that must be present, personally or by telephone or internet connection, for meetings of the MNSW subcommittee.
 - 15.8.5 That the particular MNSW subcommittee must produce a budget to the MNSW CEO for expenditure the subcommittee may incur and revenue the subcommittee may receive from MNSW.

MNSW panels & subcommittees are accountable to MNSW board

- 15.9 All members of all MNSW panels and MNSW subcommittees are accountable to the MNSW board to act at all times consistently with this MNSW constitution and the purposes and objectives for which the MNSW panel or MNSW has been established.
- 15.9.1 All decisions and resolutions of a MNSW panel or any MNSW subcommittee will be by ordinary resolution.
 - 15.9.2 All resolutions of MNSW subcommittees, except resolutions in respect of matters that MNSW board resolves under clause 15.1.2 are subject to subsequent ratification by the MNSW board and all decisions by any MNSW panel may be over-ruled by the MNSW board.
 - 15.9.3 If a resolution of a subcommittee is over-ruled by the MNSW board, the MNSW CEO must promptly inform the chair of the relevant MNSW subcommittee that MNSW subcommittee resolution has been over-ruled and invite submissions on why the resolution should not have been over-ruled and the MNSW board must promptly consider those submissions.
 - 15.9.4 If a decision of a MNSW panel is over-ruled by the MNSW board, the MNSW CEO must promptly inform the relevant MNSW panel of that MNSW board resolution and the reasons for the MNSW board resolution.

Meetings of MNSW subcommittees

- 15.10 Each MNSW subcommittee must meet as follows:
- 15.10.1 If the MNSW board has prescribed rules for the frequency of the MNSW subcommittee meetings, the MNSW subcommittee must comply with those rules.
 - 15.10.2 If the MNSW board has **not** prescribed rules for the frequency of the MNSW subcommittee meetings, the MNSW subcommittee must meet as frequently as is reasonably necessary to discharge the objectives and purposes for which the subcommittee was established.

Minutes to be promptly provided to the MNSW CEO

- 15.11 Each MNSW subcommittee must, within 10 business days after each of its meetings, provide to the MNSW CEO ratified minutes of that meeting.
- 15.11.1 The form, content and detail contained in MNSW subcommittee minutes must allow the MNSW board to ascertain the essential points of discussion of each agenda item and any resolution made by the subcommittee in respect of each agenda item.

Dismissal of MNSW panel and MNSW subcommittee members

- 15.12 If the MNSW board forms the reasonable opinion that a MNSW panel member, a MNSW subcommittee or any member of a MNSW subcommittee is acting contrary to the purposes and objectives for which the relevant MNSW panel or MNSW subcommittee was established or is not complying with this MNSW constitution or the rules prescribed by the MNSW board under clause 15.7, then the following apply:
- 15.12.1 The MNSW board may request that person or persons to show cause why he, she or they should not be dismissed.
- 15.12.2 If the MNSW board gives a person a notice to show cause, that person may deliver to the MNSW CEO a written submission of the reasons why the MNSW board should not dismiss the person. The MNSW CEO must receive the submission in response to a notice to show cause within 3 calendar weeks of the date of the notice to show cause for that submission to be valid.
- 15.12.3 At the next MNSW board meeting following the expiry of the time to show cause stated in clause 15.12.2, the MNSW board will consider any submission or submissions received by the MNSW CEO and determine either of the following:
- To dismiss the person.
 - To allow any person who received a notice to show cause under clause 15.12.2 to make oral representations to the MNSW board in person.
- 15.12.4 If the MNSW board determines to allow any person who receives a notice to show cause under clause 15.12.2 to make oral representations to the MNSW board in person, the MNSW CEO must notify that person when and where he or she is to make those submissions.
- 15.12.5 If the MNSW board resolves to dismiss any person, either under clause 15.12.3 or resolves to dismiss that person after hearing that person's oral submissions under clause 15.12.4, each of the following apply:
- The MNSW CEO must promptly notify that person after the MNSW board makes the resolution.
 - That person ceases to be a member of that subcommittee on the MNSW board making the relevant resolution.

Disciplinary proceedings against MNSW subcommittee members

- 15.13 The MNSW board may appoint a judiciary committee to hear evidence about the conduct of a MNSW panel member or MNSW subcommittee member, or former MNSW panel member

or former MNSW subcommittee member and to determine whether any penalties should be imposed under this MNSW constitution in either of the following cases:

- 15.13.1 If the MNSW board has dismissed the person under clause 15.12 and the MNSW board further determines that the conduct of that person that was the basis for his or her dismissal may warrant the imposition of further penalties under this MNSW constitution.
- 15.13.2 If the person has resigned under clause 15.6 after being required to 'show cause' under clause 15.12.1 and the MNSW board reasonably determines that the conduct of that person may warrant the imposition of penalties under this MNSW constitution.

Vacancies on MNSW panel & MNSW subcommittees

- 15.14 If a vacancy arises on any MNSW panel or MNSW subcommittee for any reason, subject to clause 15.15, the MNSW board may, after publishing an invitation for individual MNSW members to express interest, appoint a suitable individual MNSW member to the relevant MNSW panel or MNSW subcommittee having regard to the matters stated in clause 15.5.

Disqualification from appointment

- 15.15 A person who is disqualified for nomination under clause 14.3 must not be appointed to any MNSW panel or MNSW subcommittee under this clause 15.

16 MNSW policies

Power to make MNSW policies

- 16.1 The MNSW board has the power, subject to the provisions of this clause 16, to adopt by ordinary resolution any MNSW policy that is consistent with the MNSW objectives, the MNSW principles and the requirements of clause 16.2.
 - 16.1.1 If a MNSW policy is made under this clause 16, that MNSW policy becomes part of this MNSW constitution.
 - 16.1.2 MNSW policies may be repealed, but only in accordance with this clause 16.
 - 16.1.3 A MNSW policy may be amended by the MNSW board at any time and the MNSW CEO must give notice of the amendment on the MNSW website.
 - 16.1.4 All MNSW policies must be internally consistent and consistent with one another.

MA constitution and Manual of Motorcycle Sport

- 16.2 All MNSW policies must be consistent with the MA constitution, the Manual of Motorcycle Sport, the MA Alliance Agreement and determinations made by the Alliance Leadership Team under that agreement.

Publication of MNSW policies

- 16.3 The MNSW CEO must, from the time this MNSW constitution is adopted, post on the MNSW website all MNSW policies noting the following:
 - 16.3.1 The date on which the policy was adopted by the MNSW board.

16.3.2 The date of all amendments to MNSW policies.

Proposals for new MNSW policy or repeal or amendment of a MNSW policy

- 16.4 A new MNSW policy, a repeal of a MNSW policy or amendment to a MNSW policy may be proposed to the MNSW board at any time as follows:
- 16.4.1 The MNSW board by its own motion.
- 16.4.2 Any member of MNSW by proposing a new MNSW policy, the repeal of a MNSW policy or the amendment of a MNSW policy in writing to the MNSW CEO for presentation to the MNSW board.
- 16.4.3 The MNSW general council proposing a new MNSW policy, the repeal of a MNSW policy or the amendment of a MNSW policy to the MNSW board by ordinary resolution.

17 Property of MNSW

MA fees and charges

- 17.1 MNSW must at all times comply with an obligation validly imposed by MA under the MA constitution on MNSW or on MNSW members to pay membership fees, capitation fees, insurance levies and any other fees and charges for services delivered by MA.
- 17.1.1 Fees and charges payable to MA by MNSW or any MNSW member is the property of MA including whilst those funds are held by MNSW.

MNSW fees and charges

- 17.2 The MNSW board may determine at any time, and amend at any time, the fees and charges payable by any MNSW member for membership fees, affiliation fees, application fees, permit fees, insurance levies and any other fees and charges for services delivered by MNSW.
- 17.2.1 Fees and charges imposed by MNSW under this MNSW constitution is the property of MNSW.
- 17.2.2 If an MNSW affiliated club fails to pay any money to MNSW that is due to MNSW, and the MNSW board has made a formal demand for payment, each of the following apply:
- The delegates appointed by that club to the MNSW general council may not vote at any MNSW general council meeting whilst the debt remains unpaid.
 - The club may not vote in any ballot whilst the debt remains unpaid.

Application of income and property

- 17.3 MNSW must apply all income and property to the achievement of the MNSW objectives in accordance with the MNSW principles.
- 17.3.1 Subject to clause 17.3.2, MNSW must not do either of the following:
- Pay money or give any other form of reward or compensation to directors, MNSW subcommittee members or club delegates.

- Make any distribution of income or property to any member of MNSW.

17.3.2 Clause 17.3.1 does not apply in the following circumstances:

- The MNSW board resolves to award a trophy, gift or other reward for a MNSW member's contribution to the MNSW objectives or MNSW principles or to any competitor for achievement in MNSW sanctioned events.
- Prize money paid for MNSW sanctioned events.
- For services rendered to MNSW as an employee or otherwise on ordinary commercial terms.
- For goods supplied to MNSW on ordinary commercial terms.
- For interest on borrowings from an MNSW member.
- For rent of premises owned by a MNSW member, or in which the MNSW member has a legal or equitable interest, on ordinary commercial terms where such ownership or legal or equitable interest has been disclosed in writing to MNSW.
- For out-of-pocket expenses incurred by a MNSW member on behalf of MNSW.
- Payments to companies and other entities owned by MNSW for activities of that company or other entity authorised by the MNSW board.

Borrowing

17.4 The MNSW board may resolve to borrow money and give any security for the borrowing from the property of MNSW if each of the following apply:

17.4.1 The purpose of the borrowing is consistent with the MNSW objectives and the MNSW principles and with this MNSW constitution generally.

17.4.2 The MNSW board is reasonably satisfied that MNSW has, or will have, the capacity to repay the loan.

Liability of MNSW members is limited

17.5 Subject to clauses 17.5.1 and 17.5.2, in the event that MNSW is wound up and MNSW's liabilities to external parties plus liabilities payable under this MNSW constitution exceeds the value of all assets owned by MNSW at the time of the winding up, each MNSW affiliated club must each contribute an equal amount sufficient to make up the deficit in MNSW's liabilities.

17.5.1 The liability of each MNSW affiliated club under clause 17.5 is limited to \$1.00.

17.5.2 The liability of MNSW members under clause 17.5 who are not MNSW affiliated clubs is nil.

Distribution of MNSW property on winding up

17.6 Any assets of MNSW remaining after the discharge of all MNSW liabilities on any winding up of MNSW must be distributed to an organisation or organisations having similar or comparable objectives and principles to the MNSW objectives and principles.

17.6.1 No MNSW member is entitled to any distribution of assets on winding up referred to in clause 17.6.

18 Accounts and records

MNSW required to maintain records

18.1 Subject to clause 14.6.5, the MNSW Board must ensure that MNSW maintains accurate records and minutes of all financial transactions, MNSW meetings, business conducted by MNSW and activities conducted by MNSW.

18.1.1 Financial and company records must be established and maintained in accordance with the *Corporations Act 2001*.

18.1.2 MNSW must maintain and keep safe the records of accounts and other matters mentioned in clause 18.1 for a period of not less than 7 years after the conclusion of a transaction or an event which the records note.

18.1.3 Records relating to Sanctioned Events are to be maintained indefinitely.

AGM to appoint auditor

18.2 The MNSW general council, at the AGM, must appoint a suitably qualified auditor or auditors by ordinary resolution for the MNSW financial year in which relevant AGM is convened.

Accounts to be audited

18.3 The MNSW board must ensure that the MNSW CEO makes suitable arrangements with the auditor or auditors appointed under clause 18.2 for the conduct of an annual audit and facilitates the conduct of an audit of the MNSW records promptly after the conclusion of each MNSW financial year and that the auditor or auditors deliver to the MNSW board an audit report in accordance with the requirements of the *Corporations Act 2001* at least 5 business days before the date appointed for the AGM each year.

18.3.1 The audit report delivered under clause 18.3 must be presented to the AGM as part of the MNSW annual report.

18.3.2 The MNSW CEO must also ensure that the audit report delivered under clause 18.3 is included in the MNSW annual report as required under the *Corporations Act 2001* and is presented at the AGM and is also sent to each MNSW affiliated club with a request to make those documents available to any financial member of the MNSW affiliated club

Availability of records to membership

18.4 The MNSW CEO must make available to any MNSW member, subject to any reasonable restrictions, all of the records mentioned in clause 18.3.2.

19 Execution of documents

Cheques and negotiable instruments

19.1 Cheques and negotiable instruments may be signed or authorised by both the MNSW CEO and another employee approved by the MNSW board where the amount is less than \$20,000. transactions greater than \$20,000 must be approved by the CEO and the President or his nominee.

19.2 Delegation for execution generally

The MNSW board may, at any time, authorise the MNSW CEO, other MNSW employee, a director, or directors, to sign any document on behalf of MNSW. That authority may be for the execution of a particular document, any class of document or any documents associated with specified classes of transactions.

19.2.1 Any authority granted by the MNSW board may be revoked by the MNSW board at any time.

19.2.2 A delegation made must not be further delegated by the delegate.

20 Conflicts of interest or duty

Directors must declare any conflict of interest or duty

20.1 A director must declare to the MNSW board any interest or duty that director may have that conflicts with, or appears to conflict with, that director's duties under this MNSW constitution or in respect of any matter being considered by the MNSW board.

20.1.1 On the declaration of a conflict under clause 20.1, the director declaring the conflict must absent himself or herself from any MNSW board discussion about the matter or matters that create the conflict or the appearance of a conflict and that director may not vote on any resolution of the MNSW board in respect of that matter.

20.1.2 If a director is unsure of whether he or she is subject to a conflict of interest or duty, that director must declare the possible conflict to the MNSW board. The other directors must determine whether the director declaring the conflict should be excluded as stated in clause 20.1.1.

MNSW panel & MNSW subcommittee conflicts

20.2 A member of any MNSW panel or MNSW subcommittee must declare, in the case of a MNSW panel member to the MNSW office and in the case of a MNSW subcommittee member to the other members of the relevant subcommittee the following:

- Any interest or duty that person may have that conflicts with, or appears to conflict with that person's duties as a MNSW panel member or MNSW subcommittee member under this MNSW constitution.
- Any conflict with the purposes and objectives for which the MNSW panel or MNSW subcommittee was established or with any matter being considered by the MNSW panel member or the MNSW subcommittee.

20.2.1 On the declaration of a conflict under clause 20.1, the person declaring the conflict, or apparent conflict, must do the following:

- In the case of a MNSW panel member, decline any assignment that involves the conflict.
- In the case of a MNSW subcommittee member, absent himself or herself from any MNSW subcommittee discussion about the matter or matters that create the conflict or the appearance of a conflict and that person may not vote on any resolution of the subcommittee in respect of that matter.

20.2.2 If a MNSW panel member or MNSW subcommittee member is unsure whether he or she is subject to a conflict of interest or duty, that person must declare the possible conflict as follows:

- In the case of a MNSW panel member to the MNSW CEO who will determine whether that person can perform an assigned task.
- In the case of a MNSW subcommittee member to the MNSW subcommittee and the other MNSW subcommittee members must determine whether the MNSW subcommittee member declaring the conflict should be excluded as stated in clause 20.1.1.

21 Discipline

Complaints

21.1 Any MNSW member may make a complaint, on the grounds stated in clause 21.3, in writing to the President or the CEO.

21.1.1 The MNSW board may also initiate a complaint on its own motion.

21.2 The recipient of the complaint must refer the complaint to the MNSW board within seven (7) days of receiving such complaint.

Grounds for disciplinary action on complaint

21.3 The grounds upon which a MNSW member or the MNSW board may make a complaint under clause 21.1 are limited to the following:

21.3.1 A MNSW member has breached its, his or her obligations under this MNSW constitution.

21.3.2 A MNSW member has breached the code of conduct or Member Protection Policy under the Manual of Motorcycle Sport.

21.3.3 A MNSW member has brought MNSW or motorcycle sport or recreation into disrepute.

21.3.4 A MNSW member has acted in a way that brings about MNSW staff welfare concerns.

21.3.5 In respect of a director, the matters mentioned in clause 9.10.

21.3.6 A MNSW member has breached the General Competition Rules of the Manual of Motorcycle Sport.

MNSW board to consider the complaints from MNSW members

- 21.4 The MNSW board must consider all complaints made under clause 21.1 against any individual MNSW member and determine the following:
- 21.4.1 Whether the complaint is frivolous or vexatious.
 - 21.4.2 Whether the subject of the complaint is subject to disciplinary action taken by the MNSW affiliated club of which that person is a member.
 - 21.4.3 Whether the MNSW member has been sufficiently disciplined by the MNSW affiliated club, of which the subject of the complaint is a member.

MNSW board response to a complaint about individual MNSW members

- 21.5 If the MNSW board resolves under clause 21.4.1 that the complaint is frivolous or vexatious, the MNSW board must dismiss the complaint and notify the complainant that no further action will be taken and the reasons the MNSW board has resolved to take no further action.
- 21.5.1 If the MNSW board determines under clause 21.4.2 that a complaint made by a MNSW member under 21.1 or a complaint made by the MNSW board under 21.1.1 is the subject to disciplinary action being taken by the MNSW affiliated club of which the person, the subject of the complaint, is a member, the MNSW board must suspend any action until the disciplinary proceedings being conducted by the relevant MNSW affiliated club have concluded and the person who is the subject of the complaint has exhausted all avenues of appeal available to him or her under the constitution of the relevant MNSW affiliated club. When that has happened, the MNSW board must make a determination under clause 21.4.3.
 - 21.5.2 If the MNSW board determines under clause 21.4.3 that any penalty imposed by the relevant MNSW affiliated club is sufficient, having regard to the conduct about which the complaint was made, the MNSW board must notify the complainant that the MNSW board will take no further action.
 - 21.5.3 Alternatively to clause 21.5.2, if the MNSW board determines under clause 21.4.3 that any penalty imposed by the relevant MNSW affiliated club is **not** sufficient, having regard to the conduct about which the complaint was made, the MNSW board must notify the person who is subject to the complaint the process the MNSW board will establish to determine if any further penalty is justified.

MNSW board response to complaint about a MNSW affiliated club

- 21.6 If the subject of the complaint is a MNSW affiliated club, the MNSW board must notify the club the process the MNSW board will establish to determine if any penalty is justified.

Process for imposition of penalties

- 21.7 Subject to clause 9.11 and clause 15.13, the MNSW board will determine which of the following processes is most suitable for determining whether any penalty is justified in relation to any complaint made under clause 21.1 or a complaint initiated by the MNSW board under clause 21.1.1:
- The appointment of an inspector under the Manual of Motorcycle Sport to investigate the complaint and make recommendations to the MNSW board about any penalty to be imposed.

- A hearing of the complaint and determination of any penalty by the MNSW board.
- The MNSW Board may direct that the complaint be heard by the Disciplinary Tribunal.

21.7.1 The MNSW board may impose a penalty in accordance with clause 21.8 on any MNSW member who is the subject of a complaint made under clause 21.1 or initiated by the MNSW board under clause 21.1.1 in the following circumstances:

- After receiving a report from an inspector appointed under clause 21.7 and after giving the MNSW member a chance to respond to the inspector's report.
- After hearing the complaint and related evidence itself.

Disciplinary penalties

21.8 The penalties that may be imposed under this MNSW constitution include the following:

- In the case of a MNSW affiliated club, termination of MNSW membership.
- Monetary penalties.
- Restrictions or prohibitions on a person holding any elected position within MNSW, whether for all time or for a specified time.
- Suspension or revocation of any MA licence.
- Restrictions or prohibitions on a person participating in or attending events permitted by MNSW or MA.

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

- The degree of seriousness of the conduct having regard to the MNSW objectives and MNSW principles.
- Any admissions, apologies and undertakings, or refusal to admit, apologise or give undertakings by the MNSW affiliated club or person subject to the penalty.
- The degree of cooperation or refusal to cooperate by the MNSW affiliated club or person subject to the penalty.
- The past conduct of the MNSW affiliated club or person.
- The likelihood that the relevant conduct will recur.
- Any statements made by the MNSW affiliated club, its representatives or the person subject to the penalty outside the disciplinary proceedings that prejudice or compromise the disciplinary proceedings.

Rights of appeal

21.9 If the MNSW board imposes a penalty on a person or club under this clause 21, that person or club may appeal that penalty by giving the president a written notice within 28 days after being notified of the penalty stating at least the following:

- That the person or club, as relevant, wishes to appeal the penalty.
 - The reason or reasons why the club or person, as relevant, considers the penalty is not consistent with the MNSW constitution.
 - Any other reason why the club or person considers the penalty is not fair or reasonable in the relevant circumstances.
- 21.9.1 The appeal must be accompanied by the appeal fee set by the board from time to time.

Appellate Body

The MNSW board must promptly appoint a judiciary committee to hear and determine the following:

- Disciplinary proceedings, commenced by the MNSW board under clause 9.12, against a director or former director.
 - Disciplinary proceedings, commenced by the MNSW board under clause 15.13, against a current or former MNSW panel member or a current or former a former MNSW subcommittee member.
 - An appeal from a penalty received by the president under clause 21.9.
 - An appeal from a penalty imposed by the Disciplinary Tribunal.
- 21.9.2 The MNSW board must appoint only suitably qualified or suitably experienced people, who have no conflict of interest or conflict of duty, to any appellate body, and it must be chaired by a solicitor or barrister.
- 21.9.3 A solicitor or barrister sitting alone may constitute an appellate body.
- 21.9.4 An appellate body appointed must establish a process, consistent with this MNSW constitution, having regard to the nature of the proceedings and must notify the respondent to those proceedings of that process.
- 21.9.5 The appellate body must not depart, in any material way, from the process notified under clause 21.9.4.

Penalties an appellate body may impose

- 21.10 The appellate body may impose a penalty under clause 21.8 in disciplinary proceedings against a director or former director commenced by the MNSW board under clause 9.12 or against a current or former MNSW panel member, MNSW subcommittee member or former MNSW subcommittee member commenced by the MNSW board under clause 15.13.
- 21.10.1 The appellate body may, in any appeal in respect of a penalty imposed by the MNSW board, rescind any penalty imposed by the MNSW board and may impose a different penalty under clause 21.8. The appellate body may also make the following orders:
- That the costs of the appeal be paid by a party to the appeal.
 - That the appeal fee paid under clause 21.9.1 be forfeited.

Procedural fairness for all disciplinary processes

- 21.11 Any disciplinary process or proceeding conducted by the MNSW board, any delegate of the MNSW board or by a judiciary committee must afford procedural fairness to the club or person subject to the process or proceeding.

Rules of evidence do not apply

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

22 Disputes

Mediation of a dispute

- 22.1 If any MNSW member reports a dispute with any other MNSW member in writing to the president, or if the MNSW board becomes aware of any such dispute, the MNSW board may mediate that dispute, either by itself or by referring the dispute to a mediator who is independent.

Cooperation

- 22.2 Any MNSW member involved in a dispute reported to the president under clause 22.1 or about which the MNSW board becomes aware must actively cooperate with the MNSW board to resolve the dispute in good faith.

23 Changing this constitution

Regular review

- 23.1 The MNSW board must review this MNSW constitution at least annually, if necessary or desirable, propose amendments to this MNSW constitution that will enhance the achievement of the MNSW objectives in accordance with the MNSW principles.

Amendments to be approved by special resolution

- 23.2 This MNSW constitution may only be amended by special resolution of the MNSW general council.

Application of amendments to this MNSW constitution

- 23.3 An amendment to this MNSW constitution effected in accordance with clause 23.2 will take effect either when the special resolution is carried at a meeting of the MNSW general council or, if the resolution prescribes another time for the amendment to take effect, that other time
- 23.3.1 An amendment to this MNSW constitution must not operate retrospectively before the time at which the MNSW general council carries a special resolution for the amendment.

24 Indemnities

MNSW indemnity to directors

24.1 To the extent permitted by law and subject to clause 24.1.1, MNSW indemnifies, and will continue to indemnify, all directors, officers of MNSW, employees and agents against all liability incurred by any of them as follows:

- In respect of directors and officers, where the relevant director or officer acts in accordance with this MNSW constitution, in good faith and within the person's respective express or implied authority.
- In respect of employees and agents, where the relevant employee or agent acts within its, his or her express or implied authority.

24.1.1 Clause 24.1 does not apply in the following circumstances:

- To the extent that the liability of the director, officer, employee or agent has been caused by that person's criminal conduct, fraud, gross negligence or wilful misconduct.
- To the extent that MNSW has insufficient assets to fund MNSW's liability under the indemnity.

24.1.2 MNSW must insure all directors, officers of MNSW, employees and agents against this indemnity.

25 Definitions and interpretation

Definitions

25.1 In this constitution, the following definitions apply:

affiliation fee means the fee determined by the MNSW board that is payable annually by each MNSW affiliated club for its membership of MNSW.

AGM means the annual general meeting of the MNSW general council.

appellate body is a committee appointed by the MNSW board under to hear and determine disciplinary proceedings against a director removed under clause 9.11, a MNSW panel member or MNSW subcommittee member dismissed under clause 15.12 or appeals against penalties imposed by the MNSW board under this MNSW constitution.

application fee means the fee determined by the MNSW board payable by an applicant for affiliation with MNSW.

ballot means a process by which affiliated clubs submit votes on a physical or electronic voting paper to the MNSW office by any fair means determined by the MNSW board.

Best-for-Motorcycling means a determination, decision, outcome, solution or resolution to which each of the following apply:

- (a) It is consistent with MA Alliance Principles and values.
- (b) It facilitates Outstanding Performance in MA Alliance Objectives.
- (c) It is value for money for each Participant.
- (d) It is arrived at or taken for the ultimate purpose of pursuing MA Alliance Mission and Vision.
- (e) It is more likely than not to do the following:
 - Make our sport safer.
 - Enhance the viability and capabilities of our clubs.
 - Enhance the efficiency and expertise of our officials.
 - Reduce the workload borne by our volunteers.
 - Attract more participants to our sport.
 - Enhance the prestige of motorcycle sport and recreation.

business day means any week day excluding a public holiday in NSW and excluding 27-31 December of any year.

club delegate means a person appointed by a MNSW affiliated club to represent that club on the MNSW general council.

MNSW board means the MNSW board of directors of MNSW constituted under clause 9.

FIM means Federation Internationale Motorcyclisme.

GCRs means the **General Competition Rules** updated and published each year in the Manual of Motorcycle Sport by MA and which states the general rules for all disciplines of motorcycle sport and competition.

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

life member means, in respect of MNSW, an individual member of MNSW granted membership for life by a special resolution of the MNSW general council. Such special resolutions shall only be proposed by the board following a board resolution to approve the awarding of life membership. Life members are part of the MNSW general council.

MA means Motorcycling Australia ABN 83 057 830 083.

MA Alliance means that alliance created by MA and all SCBs which is formalised in the MA Alliance Agreement.

MA Alliance Agreement means the agreement under which the MA Alliance is constituted and governed.

MA constitution means the constitution of MA applying at the relevant time.

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

MNSW means Motorcycling NSW Ltd.

MNSW affiliated club means a club affiliated with MNSW as stated in clause 8.

MNSW annual report means the report to members prepared by the MNSW CEO and endorsed by the MNSW board that must be presented to each AGM and mailed to each MNSW affiliated club that must contain the following in respect of the concluded MNSW financial year preceding the AGM:

- The MNSW CEO's report in respect of the operations.
- The president's report on the governance of MNSW.
- The president's report on significant issues, achievements and failures of MNSW.
- Reports from MNSW subcommittees.
- The audited financial accounts of MNSW.
- The auditor's report.
- Any other matter determined by the MNSW board.

MNSW financial year is 1st January to the 31st December.

MNSW general council means the convention of club delegates and life members constituted under clause 11.

MNSW intellectual property includes but is not limited to the following:

- Copyright owned by MNSW in all of the following:

- Documents, forms and templates produced or issued by MNSW.
- Designs, formats and content of all web sites operated by MNSW or by any MNSW subcommittee.
- Designs, graphics etc on all MNSW signage.
- Logos of MNSW.
- Trademarks, whether registered or otherwise owned by MNSW.

MNSW member means a member mentioned in clause 7.1 and clause 7.2.

MNSW objectives means the objectives stated in clause 4.2.

MNSW principles means the principles stated in clause 4.3.

MNSW regulation means a regulation made under clause 16.

MNSW subcommittee means a subcommittee established by the MNSW board under clause 15.

ordinary resolution means a resolution carried as stated in clause 12.1 in respect of, relevantly, meetings and ballots.

president means the director elected as president of MNSW under this MNSW constitution.

SCB means a state controlling body, including MNSW, who is a member of MA.

special resolution means a resolution carried as stated in clause 12.2 in respect of, relevantly, meetings and ballots.

vice-president means the director elected as the vice president of MNSW under this MNSW constitution.

Interpretation

25.2 In the interpretation of this constitution, the following provisions apply unless the context otherwise requires:

25.2.1 Definitions used in the Manual of Motorcycle Sport apply in this MNSW constitution as follows:

- To the extent only that the definitions used in the Manual of Motorsport are consistent with this MNSW constitution.
- To the extent any definitions in the Manual of Motorsport conflict with this MNSW constitution, this MNSW constitution prevails.

25.2.2 Headings are inserted for convenience only and do not affect the interpretation of this constitution.

25.2.3 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 Sydney NSW

25.2.4 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.

- 25.2.5 A reference in this constitution to 'dollars' or '\$' means Australian dollars and all amounts payable under this constitution are payable in Australian dollars.
- 25.2.6 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.
- 25.2.7 A reference in this constitution to any document or constitution is to that document or constitution as amended, novated, supplemented or replaced.
- 25.2.8 A reference to a clause, part, schedule or attachment is a reference to a clause, part, schedule or attachment of or to this constitution.
- 25.2.9 An expression importing a natural person includes any company, trust, partnership, joint venture, association, body corporate or governmental agency.
- 25.2.10 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.
- 25.2.11 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.
- 25.2.12 A reference to the word 'include' or 'including' is to be interpreted without limitation.
- 25.2.13 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].
- 25.2.14 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.
- 25.2.15 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]
- 25.2.16 Any schedules and attachments form part of this constitution.