

HEAVEN VMX INC.

[HOLESHOT EVOLUTION AND VINTAGE ERA NATIONAL INC]

CLUB CONSTITUTION

As adopted 16th November 2013

As amended 1 November 2014

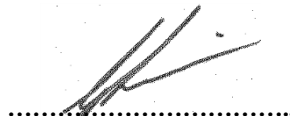
Part 1 Clause 2

Part 1 Clause 2.3

Part 1 Clause 2.4

Compliance Clause

The rules of the **HEAVEN VMX INC.** herein are in accordance with the Association Incorporation Act, 2009



(Signature of Applicant)

Gregory Leo Scriven

(FullNameofApplicant)

HEAVEN VMX INC.

HOLESHOT EVOLUTION AND VINTAGE ERA NATIONAL INC.

CLUB CONSTITUTION

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Part 1 - Preliminaries

1. Definitions

1) In these rules:

Director-General means the Director-General of the Department of Fair Trading.

Ordinary member means a member of the committee who is not an office-bearer of the association, as referred to in clause 15(2).

Secretary means:

a) the person holding office under these rules as secretary of the association, or

b) if no such person holds that office - the public officer of the association.

Special general meeting means a general meeting of the association other than an annual general meeting.

The Act means the Associations Incorporation Act 2009.

The regulation means the Associations Incorporation Regulations 2010.

2) In these rules:

a) a reference to a function includes a reference to a power, authority and duty, and

b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

3) The provisions of the Interpretation Act 1987 apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

~~1. Statement of Objectives~~

2. Statement of Objectives (amended 1 Nov. 2014)

1) Promote period, vintage and evolution off-road motorcycle events and racing.

2) Create relationships with like-minded clubs, companies and organisations.

3) ~~Open to all Pre 1985 model off-road motorcycles only.~~ Open to all off-road motorcycles classified as Classic MX by the Australian national motorcycle sport controlling body to which we are affiliated, currently Motorcycling Australia. (amended 1 Nov. 2014)

4) ~~Provide organisation to run classic dirt bike events in NSW and elsewhere.~~ Provide organisation to run classic dirt bike events in NSW and elsewhere. To ensure that members have reasonable opportunity to use and enjoy their motorcycles of all classes covered by Part 1.2.3 above. (amended 1 Nov. 2014)

5) Ensure goodwill and co-operation among members and affiliated clubs.

6) Encourage simple competition rules in the spirit of the era.

7) Encourage safety and fun in all events.

8) To maintain its affiliation with Motorcycling Australia and NSW and any other association whose objectives are similar to those listed in this Constitution or to withdraw if appropriate.

Part - 2 Membership

3. Membership qualifications

1) A person is qualified to be a member of the association if, but only if:

a) the person is a natural person and has not ceased to be a member of the association at any time after incorporation of the association under the Act, or

b) the person is a natural person:

i. who has been nominated for membership of the association as provided by clause 4, and

- ii. who has been approved for membership of the association by the committee of the association.

4. Nomination for membership

- 1) A nomination of a person for membership of the association:
 - a) must be made by a member of the association in writing in the form set out in Appendix 1 to these rules, and
 - b) must be lodged with the secretary of the association.
- 2) As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the committee which is to determine whether to approve or to reject the nomination.
- 3) As soon as practicable after the committee makes that determination, the secretary must:
 - a) notify the nominee, in writing, that the committee approved or rejected the nomination (whichever is applicable), and
 - b) if the committee approved the nomination, request the nominee to pay (within the period of 7 days after receipt by the nominee of the notification) the sum payable under these rules by a member as entrance fee and annual subscription.
- 4) The secretary must, on payment by the nominee of the amounts referred to in clause 4(3)(b) within the period referred to in that provision, enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the association.

5. Cessation of membership

- 1) A person ceases to be a member of the association if the person:
 - a) dies, or
 - b) resigns membership, or
 - c) is expelled from the association. or
 - d) if not financial for a period of eighteen (18) consecutive months then their membership shall cease and said member must reapply for membership and pay all monies owing before their application can be considered.

6. Membership entitlements not transferable

- 1) A right, privilege or obligation which a person has by reason of being a member of the association:
 - a) is not capable of being transferred or transmitted to another person, and
 - b) terminates on cessation of the person's membership.

7. Resignation of membership

- 1) A member of the association is not entitled to resign that membership except in accordance with this rule.
- 2) A member of the association who has paid all amounts payable by the member to the association in respect of the member's membership may resign from membership of the association by first giving to the secretary written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- 3) If a member of the association ceases to be a member under clause 7(2), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

8. Register of members

- 1) The public officer of the association must establish and maintain a register of members of the association specifying the name and address of each person who is a member of the association together with the date on which the person became a member.
- 2) The register of members must be kept at the principal place of administration of the association and must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- 3) A member of the association may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied or, if some other amount is determined by the committee, that other amount.

9. Fees and subscriptions

- 1) A member of the association must, on admission to membership, pay to the association a fee of \$1 or, if some other amount is determined by the committee, that other amount.
- 2) In addition to any amount payable by the member under clause 9(1), a member of the association must pay to the association an annual membership fee of \$40.00 or, if some other amount is determined by the committee, that other amount:
 - a) except as provided by paragraph (b), before 1 January in each calendar year, or
 - b) if the member becomes a member on or after 1 January in any calendar year - on becoming a member and before 1 January in each succeeding calendar year.

10. Members' liabilities

- 1) The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by clause 9.

11. Resolution of internal disputes

- 1) Disputes between members in their capacity as members, and
- 2) Between members and the association shall be resolved by an "Appeals Body" appointed in accordance with clause 11(4).
- 3) A party to an internal dispute is required to lodge a notice requesting resolution of the dispute to the secretary.
- 4) On receipt of a notice from a party to an internal dispute under clause 11(2), the secretary must notify the committee which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- 5) At a general meeting of the association convened under clause 11(3):
 - a) A "Appeals Body" is to be appointed by resolution and will include two members of the Committee and three members elected by the members.
 - b) No business other than the question of the creation of the Appeals Body is to be transacted.
- 6) The Appeals Body shall conduct a mediation session within 28 days of its appointment, and at that mediation session shall:
 - a) allow the parties to the internal dispute an opportunity to state their respective cases orally or in writing, or both, and
 - b) facilitate a mediation of the internal dispute, attempting to resolve the dispute in a manner mutually acceptable to the parties, and

- c) make a determination of the internal dispute if the parties are unable to negotiate a resolution under clause 11(6)(b).
- 7) At least 7 days before the mediation session is to commence, the parties to the internal dispute are to exchange statements of the issues that are in dispute between them and supply copies to the Appeals Body.
- 8) A decision made by the Appeals Body in accordance with clause 11(6) is final.
- 9) Within 7 days of the resolution of the dispute, the Appeals Body must provide the secretary of the association, and each party to the dispute with written notice of the resolution reached by the parties or determined by the Appeals Body under clause 11(6).

12. Disciplining of members

- 1) A complaint may be made to the committee by any person that a member of the association:
 - a) has persistently refused or neglected to comply with a provision or provisions of these clauses, or
 - b) has persistently and wilfully acted in a manner prejudicial to the interests of the association.
- 2) On receiving such a complaint, the committee:
 - a) must cause notice of the complaint to be served on the member concerned, and
 - b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - c) must take into consideration any submissions made by the member in connection with the complaint.
- 3) The committee may, by resolution, expel the member from the Association, impose a fine on the member or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- 4) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 13.
- 5) The expulsion or suspension does not take effect:
 - a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 13,Whichever is the later.

13. Right of appeal of disciplined member

- 1) A member may appeal to the association in general meeting against a resolution of the committee under clause 12, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- 2) The notice must be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- 3) The member appealing against a resolution of the committee under clause 12 must pay a fee of \$100.00 to association.

- 4) If a member who is appealing against a resolution of the committee under clause 12 fails to comply with the requirements specified in clause 13(1), (2) and (3), the appeal is null and void, subject to any legal rights of appeal.
- 5) On receipt of a notice from a member under clause 13(1), the secretary must notify the committee which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- 6) At a general meeting of the association convened under clause 13(5):
 - a) An "Appeals Body" is to be appointed by resolution and will include two members of the Committee, and three members elected by the members.
 - b) No business other than the question of the creation of the appeals body is to be transacted.
- 7) The Appeals Body shall conduct a hearing within 28 days of its appointment, and at that hearing shall.
 - a) allow the committee and the member an opportunity to state their respective cases orally or in writing, or both, and
 - b) determine if the appeal is valid within the Association Constitution, and thus is to be upheld, or whether the appeal is to be overruled.
- 8) A decision made by the Appeals Body in accordance with clause 13(7) is final.
- 9) Within 7 days of making its decision, the Appeals Body must:
 - a) provide the secretary of the association with written notice of its decision, and
 - b) cause written notice of its decision, and the reasons for its decision, to be given to the member who appealed the committee's decision.

Part 3 - The Committee

14. Powers of the committee

- 1) The committee is to be called the committee of management of the association and, subject to the Act, the Regulation and these rules or clauses and to any resolution passed by the association in general meeting:
 - a) is to control and manage the affairs of the association, and
 - b) may exercise all such functions as may be exercised by the association, other than those functions that are required by these rules or clauses to be exercised by a general meeting of members of the association, and
 - c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

15. Constitution and membership

- 1) Subject in the case of the first members of the committee under the Act, the committee is to consist of:
 - a) the office-bearers of the association, and
 - b) 1 ordinary member,each of whom is to be elected at the annual general meeting of the association under clause 16.
- 2) The office-bearers of the association are to be:
 - a) the president
 - b) the vice-president

- c) the treasurer, and
 - d) the secretary
- 3) Each member of the committee is, subject to these rules or clauses, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- 4) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to these rules or clauses, until the conclusion of the annual general meeting next following the date of the appointment.

16. Election of members

- 1) Nominations of candidates for election as office-bearers of the association or as ordinary members of the committee:
 - a) must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - b) must be delivered to the secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- 2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- 3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- 4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- 6) The ballot for the election of office-bearers and ordinary members of the committee is to be conducted at the annual general meeting under clause 35

17. Secretary

- 1) The Secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- 2) The Secretary shall be the associations Public Officer unless unable to under the ACT. If unable to or unwilling to act as the Public Officer the Committee shall appoint a suitable member.
- 3) It is the duty of the secretary to keep minutes of:
 - a) all appointments of office-bearers and members of the committee,
 - b) the names of members of the committee present at a committee meeting or a general meeting, and
 - c) all proceedings at committee meetings and general meetings.
- 4) Minutes of proceedings at a meeting must be signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting.

18. Treasurer

- 1) It is the duty of the treasurer of the association to ensure:
 - a) that all money due to the association is collected and received and that all payments authorised by the association are made, and
 - b) that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.

19. Casual vacancies

- 1) For the purposes of these rules or clauses, a casual vacancy in the office of a member of the committee occurs if the member:
 - a) dies, or
 - b) ceases to be a member of the association, or
 - c) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
 - d) resigns office by notice in writing given to the secretary, or
 - e) is removed from office under clause 20, or
 - f) becomes a mentally incapacitated person, or
 - g) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

20. Removal of member

- 1) The association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- 2) If a member of the committee to whom a proposed resolution referred to in clause 20(1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representation be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

21. Meetings and quorum

- 1) The committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
- 2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- 3) Oral or written notice, by letter or email, of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- 4) Notice of a meeting given under clause 21(3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- 5) Any 4 financial members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.

- 6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- 7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- 8) At a meeting of the committee:
 - a) the President or, in the President's absence, the Vice President is to preside, or
 - b) if the President and the Vice president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.
- 9) By unanimous agreement a Committee meeting may be held via teleconference, email or other electronic methods.

22. Delegation by committee to sub-committee

- 1) The Committee may, by instrument in writing, delegate to one or more sub-committee (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
 - a) this power of delegation, and
 - b) a function which is a duty imposed on the committee by the Act or by any other law
- 2) A function the exercise of which has been delegated to a sub-committee under this rule or clauses may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstance, as may be specified in the instrument of delegation
- 4) Despite any delegation under this rule or clauses, the committee may continue to exercise any function delegated.
- 5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee, but must be ratified by the committee.
- 6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- 7) A sub-committee may meet and adjourn, as it thinks proper.

23. Voting and decisions

- 1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub- committee present at the meeting.
- 2) Each member present at a meeting of the committee or of any sub- committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 3) Subject to clause 21 (5), the committee may act despite any vacancy on the committee.

- 4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

Part 4 – General Meetings

24. Annual general meetings - holding of

- 1) With the exception of the first annual general meeting of the association, the association must, at least once in each calendar year and within the period of 3 months after the expiration of each financial year of the association, convene an annual general meeting of its members.
- 2) The association must hold its first annual general meeting:
 - a) within the period of 3 months after its incorporation under the Act, and
 - b) within the period of 3 months after the expiration of the first financial year of the association.
- 3) Clause 24 (1) and (2) have effect subject to any extension or permission granted by the Director-General under the Act.

25. Annual general meetings - calling of and business at

- 1) The annual general meeting of the association is, subject to the Act and to clause 24, to be convened on such date and at such place and time as the committee thinks fit.
- 2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - a) To confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - b) To receive from the committee reports on the activities of the association during the last preceding financial year,
 - c) To elect office-bearers of the association and ordinary members of the committee,
 - d) To receive and consider the statement which is required to be submitted to members under the Act.
- 3) An annual general meeting must be specified as such in the notice convening it.
- 4) Any member attending an annual general meeting or a general meeting that requires a special resolution of the association must be a financial member of the association for a period greater than 7 days.
- 5) There will be no membership fees paid on the day of the annual general meeting or a special resolution of the association.

26. Special general meetings - calling of

- 1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- 2) The committee must, on the requisition in writing of at least 10 per cent of the total number of members or 10 members, whichever is greater, convene a special general meeting of the association.
- 3) A requisition of members for a special general meeting:
 - a) must state the purpose or purposes of the meeting, and

- b)** must be signed by the members making the requisition, and
 - c)** must be lodged with the secretary, and
 - d)** may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 4)** If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- 5)** A special general meeting convened by a member or members as referred to in clause 26(4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who consequently incurs expenses is entitled to be reimbursed by the association for any expense so incurred.

27. Notice

- 1)** Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 2)** If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member by letter, or where available, by email, specifying, in addition to the matter required under clause 27(1), the intention to propose the resolution as a special resolution.
- 3)** No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 25(2).
- 4)** A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

28. General Meetings

- 1)** Members will meet on a regular basis, minimum (3) meetings per year.
- 2)** All meetings shall be held at such places that the Committee determines.
- 3)** Members shall meet when summoned by the Committee, or when requisitioned by 10 percent of the total number of members of 10 or more members.
- 4)** General meetings shall be conducted in accordance with Standing Orders.

29. Procedure

- 1)** No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules or clauses to vote is present during the time the meeting is considering that item.
- 2)** 10 financial members present in person (being members entitled under these rules or clauses to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 3)** If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

- a) if convened on the requisition of members, is to be dissolved, and
 - b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 6) is to constitute a quorum.

30. Presiding member

- 1) At all meetings of the Association, the President, or in the President's absence, the Vice President, is to preside as Chairperson.
- 2) If the President and Vice President are absent or unwilling to act, the members present must elect one of their numbers to preside as chairperson at the meeting.

31. Standing Orders

- 1) The Chairperson at any meeting shall see that:
 - a) The meeting is properly constituted and a copy of the current Constitution, rules, standing orders and by-laws are tabled for reference at all meetings.
 - b) All requirements of the Current Constitution, rules, these procedures and by-laws are duly observed.
 - c) Sufficient opportunity is given to discussion of any subject under debate, calling on each speaker by name.
 - d) Any office bearer, who temporarily leaves a meeting during debate on a motion forfeits the right to vote on that motion.
 - e) Any motion not seconded shall not be debated, but shall lapse.
 - f) The motion, in proper form, shall be put to the meeting, voting to be by a show of hands.
- 2) It shall be within the powers of the Chairperson:
 - a) To preserve and maintain order.
 - b) To decide and determine points of order submitted to him.
 - c) To adjourn the meeting when it is impossible to maintain order.
 - d) To order the removal of disorderly persons.
 - e) To maintain his ruling on points of procedure.
 - f) To conduct the meeting so that the business thereof may be facilitated and the results clearly and well defined.

32. Adjournment

- 1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

- 3) Except as provided in clause 32(1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

33. Making of decisions

- 1) A question arising at a general meeting of the association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 2) At a general meeting of the association, a poll may be demanded by the chairperson or by at least 3 members present in person or by proxy at the meeting.
- 3) If a poll is demanded at a general meeting, the poll must be taken:
 - a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or
 - b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

34. Special resolution

- 1) A resolution of the association is a special resolution:
 - a) if it is passed by a majority which comprises at least three-quarters of such members of the association as, being entitled under these rules or clauses so to do, vote at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules, or
 - b) where it is made to appear to the Commissioner that it is not practicable for the resolution to be passed in the manner specified in paragraph (a) if the resolution is passed in a manner specified by the Commissioner.
- 2) The quorum required to consider a Special Resolution of the association is 14 financial members of the association.

35. Voting

- 1) On any question arising at a general meeting of the association a member, 16yrs of age or older on that day, has one vote only.
- 2) Voting on all matters excluding Special Resolutions, Formal Postal Votes or Committee elections will be given under clause 33. Members may appoint a proxy at any general meeting of the Association no member may hold more than 1 proxy.
- 3) Members may vote on Special Resolutions or election of Committee members in person, absentee or by proxy appointed under clause 36. In the case of an absentee vote where the member subsequently attends the meeting in person the Returning Officer shall return the absentee voting form to the member and note its return in the records and the member is to countersign this note to acknowledge the return of the form.
- 4) The Returning Officer must receive any absentee voting forms 24 hours before the commencement of the meeting. An absentee vote must be on the form set out in Appendix 3 issued by the Returning Officer or exact copies of that form and must bear the member's signature. Absentee votes may be delivered by hand, post, email or facsimile.

- 5) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- 6) The committee shall appoint a Returning Officer to adjudicate on any Special Resolution, committee elections or formal postal vote. For all other matters the Secretary shall act as Returning Officer.
- 7) The committee may at its discretion or by direction of the membership specify a formal postal vote for any matter. Any formal postal voting must satisfy schedule 3 of the Regulation.
- 8) A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

36. Appointment of proxies

- 1) Each member is to be entitled to appoint another member as proxy by notice given to the Secretary by hand, post, email or FAX no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 2) The notice appointing the proxy is to be in the form set out in Appendix 2 to these rules.

Part 5 - Miscellaneous

37. Insurance

- 1) The association will effect and maintain insurance required under State or Federal legislation.
- 2) In addition to the insurance required under clause 37(1), the association may effect and maintain other insurance.
- 3) Insurance will, where possible, be provided by affiliation with Motorcycling NSW

38. Funds – source

- 1) The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.
- 2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- 3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

39. Funds and assets- management

- 1) The funds of the association are to be applied solely toward the promotion of the objectives of the association as set for the Association in this constitution.
- 2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the association, being members or employees authorised to do so by the committee.
- 3) The income and property of the Association howsoever derived, shall be applied solely towards the promotion of the objectives of the association as set forth in this constitution and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to members of the Association.
- 4) Any assets owned by the Association are only to be sold by public auction and the funds applied solely toward the objectives of the association.

40. Alteration of objects and rules

The statement of objects and these rules or clauses may be altered, rescinded or added to only by a special resolution of the Association.

41. Executing Documents

For any document of the association to be executed it must be signed by 2 authorised signatories. The Public Officer is an authorised signatory by virtue of the position. The Committee shall appoint or can revoke other authorised signatories from its membership.

42. Custody of books.

Except as otherwise provided by these rules, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

43. Inspection of books.

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

44. Service of notices

- 1)** For the purpose of these rules, a notice may be served on or given to a person:
 - a)** by delivering it to the person personally, or
 - b)** by sending it by pre-paid post to the address of the person, or
 - c)** by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- 2)** for the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:
 - a)** in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - b)** in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - c)** in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

Appendix 1

APPLICATION FOR MEMBERSHIP OF HEAVEN VMX INC.
 Incorporated under the Associations Incorporation Act 2009

FIRST NAME: _____ FAMILY NAME: _____
 STREET: _____
 SUBURB: _____ STATE: _____ POSTCODE: _____
 HOME PHONE :() _____ MOBILE: _____
 WORK PH: _____ JOB: _____ D.O.B: _____
 MNSW RACE LIC No _____ EXP: _____
 EMAIL: _____

Preferred Race N^o 2ND Choice 3rd Choice

Race No 0 -10 are reserved – Many numbers are already allocated so new members will need to keep that in mind.

Please list the types of bikes you own: (If insufficient space please use overleaf)

BIKE	BRAND	MODEL	YEAR	CLASS
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____

I hereby apply to become a **member / renew my membership** (strike out accordingly) of Heaven VMX Inc. and agree to be bound by the rules of the association. I am also aware that being a member of Heaven VMX Inc I have a responsibility when requested to avail myself at some time through the year to be involved in or assist with the running of a race meeting.

SIGNATURE: **DATE:**

Each prospective member must be seconded by an existing financial member and approved by the committee. Please fill out the section below outlining experience that you may have had or possess that could be of benefit to the club. **Examples:** a) Hold a motor vehicle repairers licence b) Hold any Motorcycling Australia official status. c) Previous experience at running a race meeting, catering, or hold a first aid qualification. D) Other relevant skills

Senior Membership \$40.00

Family Membership \$50.00

Please list below family member names & DOB – use rear of form if required

Note; Family membership is open to an adult or cohabitating adult couple and their dependent children (including foster children and guardianships) generally up to 18yrs of age. A dependent child can be older than 18yrs if still a student and genuinely dependent but must provide proof.

Name	D.O.B	Signed	Preferred number	2 nd Choice	3 rd Choice
_____ / ____ / ____	_____ / ____ / ____	_____	_____	_____	_____
_____ / ____ / ____	_____ / ____ / ____	_____	_____	_____	_____

Seconded: Full Name Signature

Approved by Secretary Committee

Appendix 2

(Clause 36 (2))

FORM OF APPOINTMENT OF PROXY

I,.....of.....
(full name) *(address)*

being a member of ...HEAVEN VMX Inc.....
(name of incorporated association)

hereby appoint of.....
(full name of proxy) *(address)*

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

.....day of.....
(month and year)

and at any adjournment of that meeting.

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

* to be inserted if desired.

.....
Signature of member appointing proxy

Date.....

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

Appendix 3

(Clause 35(5))

ABSENTEE VOTING FORM

I _____ of _____
(full name) *(address)*

being a member of HEAVEN VMX Inc and being entitled to vote at the general meeting of the association on

*day of.....
(month and year)

or at any adjournment of that meeting dealing with the motion below.

* *Enter full wording of motion here*

I vote in favour of / against the motion

(cast your vote above by striking out as appropriate eg. to vote 'in favour of' the motion strike out the word 'against' to clearly show your intent)

.....
Signature of member

Date.....