

**AUSTRALIAN SPEEDWAY DRIVERS AND RIDERS
ASSOCIATION INCORPORATED**

CONSTITUTION
2015

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Constitution

Australian Speedway Drivers and Riders Association Incorporated

1. THE NAME

The name of the Association is Australian Speedway Drivers and Riders Association Incorporated, hereinafter referred to as the Association.

The name shall not be changed nor the Association dissolved without the concurrence of two-thirds of its financial members present and voting at a special meeting of which TWENTY ONE (21) days' notice shall be given to all financial members in writing.

2. DEFINITIONS

In this Constitution, unless the contrary intention appears:

Act means the Association Incorporation Act 1987

Alter, in relation to the rules of the Association, includes adding to, substituting or rescinding

Association means Australian Speedway Drivers and Riders Association Incorporated

Auditor means a registered company auditor or auditors (within the meaning of that term in the Corporations Act) for the time being of the Association

Board means the board of directors of the Association and in circumstances where a person or committee is exercising a power of the board delegated under the rules of the Association, includes that person or committee

Convene means to call together for a formal meeting

Financial institution account means an account at a financial institution into which the Association's money may be paid

Financial Member means a member who has paid all monies due and payable

Financial year means the financial year of the Association commencing 1 July and ending 30 June the following year

General Meeting means any General or Summons Meeting of the Association to which all Members are invited

Ordinary resolution means resolution other than a special resolution

Poll means voting conducted in written form (as opposed to a show of hands)

Representative means an individual nominated from time to time in writing, by a Member to attend and vote at General Meetings on behalf of that Member, in accordance with Rule 19

Rules mean the Rules of the Association as authorised by this Constitution

Seal means the common seal or official seal of the Association

Special Resolution has the meaning given by section 24 of the Act, that is-

A resolution is a special resolution if it is passed by a majority of not less than three-fourths of the members of the association who are entitled under the rules of the association to vote and vote in person or, where proxies or postal votes are allowed by the rules of the association by proxy or postal vote, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those rules.

At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the rules of the Association or, if the rules do not make provision as to the manner in which a poll may be demanded, by at least 3 members of the association present in person or, where proxies are allowed, by proxy.

If a poll is held, a declaration by the person presiding as to the result of a poll is evidence of the matter so declared.

"the Commissioner" means the Commissioner for Consumer Protection exercising powers under the Act;

Surplus, in relation to the Association, means the excess of income over expenditure after making proper allowance for taxation expense, for depreciation in value of the property of the Association and for future contingencies.

3. INTERPRETATION

In this Constitution:

- 3.1 a reference to a function includes a reference to a power, authority and duty;
- 3.2 words imparting the singular include the plural and vice versa;
- 3.3 references to persons include corporations and bodies politic;
- 3.4 references to a person include the legal personal representatives, successors and permitted assigns of that person;
- 3.5 a reference to an Australia state includes a reference to an Australia territory;
- 3.6 a reference to "writing" shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail; and
- 3.7 any matters of ambiguity relating to this Constitution, shall be resolved by the Board in its sole discretion.

4. OBJECTS OF THE ASSOCIATION

The objects of the Association are:

- 4.1 To issue licenses to speedway related motor sport drivers, riders, and crews.

- 4.2 To register all forms of speedway related machinery as the Board may deem appropriate from time to time.
- 4.3 To promote and advocate for responsible and safe speedway related motor sport activities, and ensure compliance with current required safety standards.
- 4.4 To encourage the sport of speedway related competition and to promote the spirit of sportsmanship and good fellowship amongst members.
- 4.5 To act with affiliated and similar bodies to control and guard the interest of members competing in motor races or competition in Australia or overseas.
- 4.6 To encourage the social side of motor sport and add to the members' technical knowledge by discussions on subjects of interest, such as visits to factories and reading of short papers or lectures by eminent drivers, engineers etc.

5. POWERS OF THE ASSOCIATION

The powers conferred on the Association are the same as those conferred by section 13 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Association may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may:

- 5.1 acquire, hold, deal with, and dispose of any real or personal property;
- 5.2 open and operate bank accounts;
- 5.3 invest its money:
 - a. in any security in which trust monies may lawfully be invested; or
 - b. in any other manner authorised by the rules of the Association;
- 5.4 borrow money upon such terms and conditions as the Association thinks fit;
- 5.5 give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- 5.6 appoint agents to transact any business of the Association on its behalf;
- 5.7 enter into any other contract it considers necessary or desirable; and
- 5.8 act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Association.

6. APPLICATION OF INCOME

Except as prescribed in this constitution:

- 6.1 no portion of the income or property of the Association shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member;
- 6.2 the property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may

be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects;

- 6.3 no remuneration or other benefit in money or money's worth shall be paid or given by the Association to any Member who holds any office of the Association; and
- 6.4 nothing contained in paragraph 6.1 or 6.2 shall prevent payment in good faith to any Member for:
- a. any services actually rendered to the Association whether as an employee or otherwise;
 - b. goods supplied to the Association in the ordinary and usual course of operation;
 - c. interest on money borrowed from any Member;
 - d. rent for premises demised or let by any Member to the Association;
 - e. any out-of-pocket expenses incurred by the Member on behalf of the Association; or
 - f. any other reason;

provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

7. MEMBERSHIP OF THE ASSOCIATION

There will be six categories of membership:

1. Adult Driver/Rider membership.
2. Junior Driver/Rider membership.
3. Pit Crew/ Officials membership.
4. Associate Membership.
5. Honorary membership.
6. Life Membership.

- 7.1 ADULT DRIVER/RIDER MEMBERSHIP will be open to all drivers/riders over the age of seventeen (17) years of all forms of speedway vehicles.
- 7.2 JUNIOR DRIVER/RIDER MEMBERSHIP will be open to drivers/riders between the ages of ten (10) to seventeen (17) years depending on class of vehicle being driven.
- 7.3 PIT CREW/OFFICIALS MEMBERSHIP will be open to persons taking an active role in racing events.
- 7.4 ASSOCIATE MEMBERSHIP will be available to other persons interested in the Association in accordance with this constitution. An Associate Member does not have voting rights.

- 7.5 HONORARY MEMBERSHIP will be given to any person/s who the Association considers eligible through services rendered. This would be decided at a General Meeting by a three fourths majority. Such membership could be cancelled at any time. An Honorary Member does not have voting rights.
- 7.6 LIFE MEMBERSHIP may be granted on the recommendation of the Board. Any financial member in good standing, and who has rendered the Association meritorious service, may, on the recommendation of the Board, be elected a Life Member at the Annual General Meeting by a majority of members present and voting at such meeting. The qualifying period for Life Membership shall be five (5) years.
- 7.7 The Board may from time to time, in accordance with rule 9:
- a. set fees payable for admission as a Member or an Associate Member;
 - b. set any other fees for activities supporting the objectives of the Association;
 - c. determine the terms and conditions attaching to those payments including the manner and time for payment;
 - d. determine the benefits available to Members.
- 7.8 The Board may create new classes of membership and determine the rights and obligations that apply to those classes.
- 7.9 A Member may resign by notice in writing to the Association which resignation takes effect from the date of receipt or such later date stated in the notice. Such member shall return to the Secretary the Association's licence and in doing so will be entitled to a refund of their value assessed by the Board. Upon cessation of membership there shall be no claim upon the Association or upon any of its property.
- 7.10 Any member whose subscription remains unpaid fourteen (14) days after becoming payable shall be notified by the Secretary in writing that:
- a. that person is no longer a financial member and will on no account be permitted or eligible to hold office, vote or compete in any of the Association's competitions or otherwise entitled to any privileges of membership; and
 - b. failure to pay subscription within three (3) months of the due date referred to in rule 9 will result in termination of membership in accordance with rule 10.
- 7.11 Such members may, however, with the approval of the Board, be reinstated to full financial membership of the Association on payment of all arrears of monies payable to the Association and shall be thereupon entitled to the same privileges they held previously.
- 7.12 Membership of the Association is open to anyone with a genuine interest in motorsports.

- 7.13 A person who wishes to become a member must:
- b. apply for membership to the Association in writing on the appropriate form;
 - i. signed by that person and by both of the members referred to in paragraph (b); and
 - ii. in such form as the Association from time to time directs; and
 - b. be proposed by one member and seconded by another member.

7.14 Discretion to Accept or Reject Application

- b. The Board must consider each application made under rule 7.13 at a Board meeting and must at that Board meeting or the next Board meeting accept or reject that application
- b. An applicant whose application for membership of the Association is rejected under sub-rule 7.14 (a) must, if they wish to appeal against that decision, give notice to the Secretary of the intention to do so within a period of 14 days from the date they are advised of the rejection.
- c. When notice is given under sub-rule 7.14 (b), the Association in a General Meeting no later than the next Annual General Meeting, must either confirm or set aside the decision of the Board to reject the application, after having afforded the applicant who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to the Association in the General Meeting.
- d. If the Board rejects an application, it shall refund any fees forwarded with the application, and, subject to rule 7.14, the application shall be deemed rejected by the Association.

- 7.15 Membership of the Association shall be deemed to commence upon acceptance by the Association of correctly completed Application for Membership and Membership forms, together with all supporting documents:
- a. a certificate or proof of current personal accident/income protection insurance if appropriate.
 - b. a recent medical from a qualified doctor on the Association's Medical Examination form if appropriate.
 - c. proof of age (driver's licence or extract of Birth Certificate).
 - d. signed permission from a parent or legal guardian if under age.

- 7.16 All members must read and undertake to abide by the Association's Policies listed below:
- a. Alcohol & Drug Policy.
 - b. Communication Policy.
 - c. Code of Conduct.
 - d. Licensing Requirements.

- 7.17 Upon acceptance of new members the Secretary shall immediately amend the Register of Members referred to in rule 8 accordingly.

8. REGISTER OF MEMBERS OF ASSOCIATION

- 8.1 The Secretary, on behalf of the Association, must comply with section 27 of the Act by keeping and maintaining in an up to date condition a register of the members of the Association and their postal or residential addresses and, upon the request of a member of the Association, shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register from the office of the Association.
- 8.2 The register must be so kept and maintained at the Secretary's place of residence or at such other place as the members at a general meeting decide.
- 8.3 The Secretary must cause the name of a person who dies or who ceases to be a member under rule 10 to be deleted from the register of members referred to in rule 8.

9. SUBSCRIPTIONS OF MEMBERS OF ASSOCIATION

- 9.1 The members may from time to time at a general meeting determine the amount of the subscription to be paid by each category of member.
- 9.2 Each member must pay to the Treasurer, annually on or before 1 July or such other date as the Board from time to time determines, the amount of the subscription determined under sub rule 9.1.
- 9.3 Subject to sub rule 9.4, a member whose subscription is not paid within 3 months after the relevant date fixed by or under sub rule 9.2 ceases on the expiry of that period to be a member, unless the Board decides otherwise.
- 9.4 A person exercises all the rights and obligations of a member for the purposes of these rules if that person's subscription is paid on or before the relevant date fixed by or under sub rule 9.2 or within 3 months thereafter, or such other time as the Board allows.

10. TERMINATION OF MEMBERSHIP OF THE ASSOCIATION

Membership of the Association may be terminated upon:

- 10.1 receipt by the Secretary or another Board member of a notice in writing from a member of that person's resignation from the Association. Such person remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of termination; or
- 10.2 non-payment by a member of that person's subscription within three months of the date fixed by the Board for subscriptions to be paid; or
- 10.3 expulsion of a member in accordance with rule 11.

11. SUSPENSION OR EXPULSION OF MEMBERS OF ASSOCIATION

- 11.1 If the Board considers that a member should be suspended or expelled from membership of the Association because that person's conduct is detrimental to the interests of the Association, the Board must communicate, either orally or in writing, to the member:
- a. notice of the proposed suspension or expulsion and of the time, date and place of the Board meeting at which the question of that suspension or expulsion will be decided; and
 - b. particulars of that conduct, not less than 30 days before the date of the Board meeting referred to in sub rule 11.1(a).
- 11.2 At the Board meeting referred to in a notice communicated under sub-rule 11.1(a), the Board may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Board, suspend or expel or decline to suspend or expel that member from membership of the Association and must, forthwith after deciding whether or not to suspend or expel that member, communicate that decision in writing delivered by registered mail to that member.
- 11.3 Subject to sub-rule 11.5, a person's membership is suspended or that person ceases to be a member 14 days after the day on which the decision to suspend or expel a member is communicated to him or her under sub-rule 11.2.
- 11.4 A member who is suspended or expelled under sub-rule 11.2 must, if that person wishes to appeal against that suspension or expulsion, give notice to the Secretary of their intention to do so within the period of 14 days referred to in sub-rule 11.3.
- 11.5 When notice is given under sub rule 11.4:
- a. the Association in a general meeting, must either confirm or set aside the decision of the Board to suspend or expel the member, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting; and
 - b. the member who gave that notice is not suspended or does not cease to be a member unless and until the decision of the Board to suspend or expel that person is confirmed under this sub-rule.

12. COMPOSITION OF THE BOARD

- 12.1 Subject to the Act and this Constitution the business of the Association shall be managed, and the powers of the Association shall be exercised, by the Board.
- 12.2 The Board must consist of not more than seven (7) Board Members, comprising of:

- a. four (4) elected Members:
 - i. a Chairperson;
 - ii a Vice-Chairperson;
 - iii a Secretary;
 - iv a Treasurer; and
 - b. not less than three (3) other persons, all of whom must be members of the Association.
- 12.3 The Board will elect a Chairperson from one of their members who will hold office as such until the Board resolves otherwise or that person retires from such office or ceases to be a Board Member.
- 12.4 The Board may elect a Deputy Chairperson from one of their members who will hold office as such until the Board resolves otherwise or that person retires from such office or ceases to be a Board Member.
- 12.5 The Chairperson will act as chairperson at meetings of the Board provided that if the Chairperson is not present within 10 minutes of the time appointed for holding the meeting the Board Members present may choose one of their numbers to chair the meeting. The Chairperson of a meeting of the Board has a deliberative vote and a casting vote.

13. ELECTION AND APPOINTMENT OF BOARD MEMBERS

- 13.1 To be nominated for election to the Board all nominees must be current members of the Association.
- 13.2 Board members must be elected to membership of the Board at an annual general meeting or appointed under sub-rule 13.8.
- 13.3 Subject to sub-rules 13.8 and 13.2, a Board member's term will be from his or her election at an annual general meeting until the election of Board members at the second annual general meeting after his or her election, but he or she is eligible for re-election to membership of the Board.
- 13.4 Except for nominees under sub-rule 13.7, a person is not eligible for election to membership of the Board unless a member has nominated him or her for election by delivering notice in writing of that nomination, signed by:
- a. the nominator; and
 - b. the nominee to signify his or her willingness to stand for election, to the Secretary not less than 7 days before the day on which the annual general meeting concerned is to be held.
- 13.5 A person who is eligible for election or re-election under this rule may:
- a. propose or second themselves for election or re-election; and

- b. vote for themselves.
- 13.6 If the number of persons nominated in accordance with sub-rule 13.4 for election to membership of the Board does not exceed the number of vacancies in that membership to be filled:
- a. the Secretary must report accordingly to; and
 - b. the Chairperson must declare those persons to be duly elected as members of the Board at, the annual general meeting concerned.
- 13.7 If vacancies remain on the Board after the declaration under sub-rule 13.6, additional nominations of Board members may be accepted from the floor of the annual general meeting. If such nominations from the floor do not exceed the number of vacancies the Chairperson must declare those persons to be duly elected as members of the Board. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Board, elections for those positions must be conducted.
- 13.8 If a vacancy remains on the Board after the application of sub-rule 13.7, or when a casual vacancy within the meaning of rule 17 occurs in the membership of the Board :
- a. the Board may appoint a member to fill that vacancy; and
 - b. a member appointed under this sub-rule will :
 - i. hold office until the election referred to in sub-rule 13.2; and
 - ii. be eligible for election to membership of the Board, at the next following annual general meeting.
- 13.9 The Board may delegate, in writing, to one or more sub-committees (consisting of such member or members of the association as the Board thinks fit) the exercise of such functions of the Board as are specified in the delegation other than;
- a. the power of delegation; and
 - b. a function which is a duty imposed on the Board by the Act or any other law.
- 13.10 Any delegation under sub-rule 13.9 may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Board may continue to exercise any function delegated.
- 13.11 The Board may, in writing, revoke wholly or in part any delegation under sub-rule 13.9.

14. CHAIRPERSON AND VICE-CHAIRPERSON

- 14.1 Subject to this rule, the Chairperson must preside at all general meetings and Board meetings.

- 14.2 In the event of the absence from a general meeting of:
- a. the Chairperson, the Vice-Chairperson; or
 - b. both the Chairperson and the Vice-Chairperson, a member elected by the other members present at the general meeting, must preside at the general meeting.
- 14.3 In the event of the absence from a Board meeting of:
- a. the Chairperson, the Vice-Chairperson; or
 - b. both the Chairperson and the Vice-Chairperson, a Board member elected by the other Board members present at the Board meeting, must preside at the Board meeting.

15. SECRETARY

The Secretary must:

- 15.1 co-ordinate the correspondence of the Association;
- 15.2 keep full and correct minutes of the proceedings of the Board and of the Association;
- 15.3 comply on behalf of the Association with:
- a. section 27 of the Act with respect to the register of members of the Association, as referred to in rule 8;
 - b. section 28 of the Act by keeping and maintaining in an up to date condition the rules of the Association and, upon the request of a member of the Association, must make available those rules for the inspection of the member and the member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and
 - c. section 29 of the Act by maintaining a record of:
 - i. the names and residential or postal addresses of the persons who hold the offices of the Association provided for by these rules, including all offices held by the persons who constitute the Board and persons who are authorised to use the common seal of the Association under rule 24; and
 - ii. the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association,
- 15.4 and the Secretary must, upon the request of a member of the Association, make available the record for the inspection of the member and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;
- i. unless the members resolve otherwise at a general meeting, have custody of all books, documents, records and registers of the Association, other than those

required by rule 16 to be kept and maintained by, or in the custody of, the Treasurer; and

15.5 perform such other duties as are imposed by these rules on the Secretary.

16. TREASURER

The Treasurer must:

- a. be responsible for the receipt of all moneys paid to or received by the treasurer on behalf of the Association and must issue receipts for those moneys in the name of the Association;
- b. pay all moneys referred to in paragraph (a) into such account or accounts of the Association as the Board may from time to time direct;
- c. make payments from the funds of the Association with the authority of a general meeting or of the Board and in so doing ensure that all cheques are signed by the treasurer and at least one other authorised Board member, or by any two others as are authorised by the Board;
- d. comply on behalf of the Association with sections 25 and 26 of the Act with respect to the accounting records of the Association by:
 - i. keeping such accounting records as correctly record and explain the financial transactions and financial position of the Association;
 - ii. keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
 - iii. keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and
 - iv. submitting to members at each annual general meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year.
- e. whenever directed to do so by the Chairperson, submit to the Board a report, balance sheet or financial statement in accordance with that direction;
- f. unless the members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (d) and (e); and
- g. perform such other duties as are imposed by these rules on the Treasurer.

17. CASUAL VACANCIES IN MEMBERSHIP OF BOARD

17.1 A casual vacancy occurs in the office of a Board member and that office becomes vacant if the Board member:

- a. dies;
- b. resigns by notice in writing delivered to the Chairperson or, if the Board member is the Chairperson, to the Vice-Chairperson and that resignation is accepted by resolution of the Board;
- c. is convicted of an offence under the Act;

- d. is permanently incapacitated by mental or physical ill-health;
- e. is absent from more than:
 - i. three (3) consecutive Board meetings; or
 - ii. three (3) Board meetings in the same financial year without tendering an apology to the person presiding at each of those Board meetings;

of which meetings the member received notice, and the Board has resolved to declare the office vacant;

- f. ceases to be a member of the Association; or
- g. is the subject of a resolution passed by a general meeting of members terminating that member's appointment as a Board member.

17.2 Should a vacancy occur on the Board subject to sub-rule 17.1:

- a. the Board may appoint a member to fill that vacancy; and
- b. a member appointed under this sub-rule will :
 - i. hold office until the election referred to in sub-rule 13.2; and
 - ii. be eligible for election to membership of the Board, at the next following annual general meeting.

18. PROCEEDINGS OF BOARD

- 18.1 The Board must meet together for the dispatch of business as deemed necessary, but not less than eight times in each year and the Chairperson, or at least half the members of the Board, may at any time convene a meeting of the Board.
- 18.2 Each Board member has a deliberative vote.
- 18.3 A question arising at a Board meeting must be decided by a majority of votes, but, if there is no majority, the person presiding at the Board meeting will have a casting vote in addition to a deliberative vote.
- 18.4 At a Board meeting five (5) Board members constitute a quorum.
- 18.5 Subject to these rules, the procedure and order of business to be followed at a Board meeting must be determined by the Board members present at the Board meeting.
- 18.6 As required under sections 21 and 22 of the Act, a Board member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Board` (except if that pecuniary interest exists only by virtue of

the fact that the member of the Board is a member of a class of persons for whose benefit the Association is established), must:

- a. as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Board; and
 - b. not take part in any deliberations or decision of the Board with respect to that contract.
- 18.7 Sub-rule 18.6a does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the Board is an employee of the Association.
- 18.8 The Secretary must cause every disclosure made under sub-rule 18.6a by a member of the Board to be recorded in the minutes of the meeting of the Board at which it is made.

19. POWERS OF THE BOARD

The management and control of the affairs of the Association are vested in the Board which, without limiting the generality of this statement has the following powers and duties to:

- 19.1 issue licences to participate in speedway events in Western Australia subject to the Constitution and the rules and/or regulations and/or by-laws upon such terms and conditions as the Board decides and to impose such requirements upon or attach such conditions to the licences as it considers desirable.
- 19.2 To register all forms of speedway machinery as the Board may deem appropriate from time to time.
- 19.3 appoint dismiss and fix the salary and terms and conditions of employment of such employees as the Board may from time to time determine and to delegate to any person so appointed any of its powers or duties.
- 19.4 appoint Sub Committees composed of such persons as the Board may think fit to perform such duties as the Board may determine and the Board may regulate the proceedings of all such Sub Committees.
- 19.5 to ensure that minutes are kept of all meetings of the Board and of such other meetings as the Board may from time to time determine.
- 19.6 to keep a correct account of all moneys and other assets belonging to the Association; to ensure that all moneys received by the Association are banked in a bank approved by the Board; and to authorise persons to sign cheques on any such bank account and endorse cheques, or approve transactions by electronics means and other documents on behalf of the Association.

- 19.7 to maintain proper books of account for the Association.
- 19.8 to invest moneys of the Association not immediately required for the purposes thereof in any form of investment thought appropriate by the Board and from time to time to vary or realise such investments.
- 19.9 to sell any real or personal property of the Association whether for cash or on terms and by action or by private contract; to exchange any real or personal property of the Association for any other property and to buy or take on exchange or otherwise acquire any real or personal property for the Association and do any such thing on such terms and conditions as the Board thinks fit.
- 19.10 to alter, amend, renovate, demolish, rebuild or otherwise deal with any real or personal property of the Association on such terms and conditions as the Board thinks fit.
- 19.11 to borrow money for the Association and give security therefore by mortgage or charge over any property of the Association.
- 19.12 to make and give receipts, releases and other discharges for money payable to the Association or any other claims or demands of the Association.
- 19.13 to institute, conduct, defend, compound or abandon any legal proceedings by or against the Association or against any other person to refer any claims or demands by or against the Association to arbitration and observe and perform the awards.
- 19.14 to enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts deeds and things as the Board may consider desirable for the proper performance of their duties.
- 19.15 to do all such acts and things and exercise all such powers as are incidental to or expedient for the fulfilment and implementation of the objects of the Association or as the Board otherwise considers desirable.
- 19.16 The Board is to cause the Association to keep and maintain and provide for the use of Members:
 - a. copies of this Constitution and any rules or bylaws as required by section 28 of the Act;
 - b. a record of all office holders as required by section 29, of the Act.

20. GENERAL MEETINGS

- 20.1 The Board:
- a. may at any time convene a special general meeting;
 - b. must convene annual general meetings within the time limits provided for the holding of such meetings by section 23 of the Act, that is, in every calendar year within 4 months after the end of the Association's financial year or such longer period as may in a particular case be allowed by the Commissioner; and
 - c. must, within 30 days of-
 - i. receiving a request in writing to do so from not less than ten (10) members, convene a special general meeting for the purpose specified in that request; or
 - ii. the Secretary receiving a notice under rule 11.4, convene a general meeting to deal with the appeal to which that notice relates.
 - d. must, after receiving a notice under rule 7.14 (b), convene a general meeting, no later than the next annual general meeting, at which the appeal referred to in the notice will be dealt with. Failing that, the applicant is entitled to address the Association at that next annual general meeting in relation to the Board's rejection of his or her application and the Association at that meeting must confirm or set aside the decision of the Board.
- 20.2 The members making a request referred to in sub-rule 20.1 (c) (i) must:
- a. state in that request the purpose for which the special general meeting concerned is required; and
 - b. sign that request.
- 20.3 If a special general meeting is not convened within the relevant period of 30 days referred to:
- a. in sub-rule 20.1 (c) (i), the members who made the request concerned may themselves convene a special general meeting as if they were the Board; or
 - b. in sub-rule 20.1 (c) (ii), the member who gave the notice concerned may themselves convene a special general meeting as if that member were the Board.
- 20.4 When a special general meeting is convened under sub-rule 20.3 (a) or (b) the Association must pay the reasonable expenses of convening and holding the special general meeting.
- 20.5 Subject to sub-rule 20.7, the Secretary must give to all members not less than 14 days notice of a special general meeting and that notice must specify-
- a. when and where the general meeting concerned is to be held; and
 - b. particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.

- 20.6 Subject to sub-rule 20.7, the Secretary must give to all members not less than 21 days notice of an annual general meeting and that notice must specify:
- a. when and where the annual general meeting is to be held;
 - b. the particulars and order in which business is to be transacted, as follows-
 - i. first, the consideration of the accounts and reports of the Board;
 - ii. second, the election of Board members to replace outgoing Board members;
and
 - iii. third, any other business requiring consideration by the Association at the general meeting.
- 20.7 A special resolution may be moved either at a special general meeting or at an annual general meeting, however the Secretary must give to all members not less than 21 days notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in sub-rule 20.5 or 20.6, as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.
- 20.8 The Secretary must give a notice under sub-rule 20.5, 20.6 or 20.7 by:
- a. serving it on a member personally; or
 - b. sending it by post to a member at the address of the member appearing in the register of members kept and maintained under rule 8.
- 20.9 When a notice is sent by post under sub-rule 20.8 (b), sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.

21. QUORUM AND PROCEEDINGS AT GENERAL MEETINGS

- 21.1 At a General Meeting twenty per cent (20%) of members present in person constitute a quorum.
- 21.2 If within 30 minutes after the time specified for the holding of a General Meeting in a notice given under rule 20:
- a. as a result of a request or notice referred to in sub-rule 20.1 (c) or as a result of action taken under rule 20.3 a quorum is not present, the General Meeting lapses;
or
 - b. otherwise than as a result of a request, notice or action referred to in paragraph (a),
- the General Meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- 21.3 If within 30 minutes of the time appointed by sub-rule 21.2 (b) for the resumption of an

adjourned General Meeting a quorum is not present, the Members who are present in person or by proxy may nevertheless proceed with the business of that General Meeting as if a quorum were present.

- 21.4 The Chairperson may, with the consent of a General Meeting at which a quorum is present, and must, if so directed by such a General Meeting, adjourn that General Meeting from time to time and from place to place.
- 21.5 There must not be transacted at an adjourned General Meeting any business other than business left unfinished or on the agenda at the time when the General Meeting was adjourned.
- 21.6 When a General Meeting is adjourned for a period of 30 days or more, the Secretary must give notice under Rule 20 of the adjourned General Meeting as if that General Meeting were a fresh General Meeting.
- 21.7 At a General Meeting:
- a. an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to Rule 18; and
 - b. a special resolution put to the vote will be decided in accordance with section 24 of the Act as defined in Rule 2.
- 21.8 A declaration by the Chairperson of a General Meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact.

22. MINUTES OF MEETINGS OF THE ASSOCIATION

- 22.1 The Secretary must cause proper minutes of all proceedings of all General Meetings and Board Meetings to be taken and then to be recorded within 30 days after the holding of each General Meeting or Board Meeting, as the case requires, in a minute book kept for that purpose.
- 22.2 The Chairperson must ensure that the minutes taken of a General Meeting or Board Meeting under sub-rule 22.1 are checked and signed as correct by the Chairperson of the General Meeting or Board Meeting to which those minutes relate or by the Chairperson of the next succeeding General Meeting or Board Meeting, as the case requires.
- 22.2 When minutes have been recorded and signed as correct under this rule, they are, until the contrary is proved, evidence that-

- a. the General Meeting or Board Meeting to which they relate (in this sub-rule called "the meeting") was duly convened and held;
- b. all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
- c. all appointments or elections purported to have been made at the meeting have been validly made.

23. VOTING RIGHTS OF MEMBERS OF ASSOCIATION

- 23.1 Subject to these rules, each member present in person or by proxy at a General Meeting is entitled to a deliberative vote.
- 23.2 Where voting at General Meetings is equal the motion or question is lost. The Chairperson of the meeting has a casting vote.

24. PROXIES OF MEMBERS OF ASSOCIATION

- 24.1 A member (in this rule called "the appointing member") may appoint in writing another member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any general meeting.

25. RULES OF ASSOCIATION

- 25.1 The rules of the Association have the effect of a contract under seal —
 - a. between the Association and each member; and
 - b. between the Association and each committee member of the Association; and
 - c. between a member and each other member.
- 25.2 Under the contract, each of those persons agrees to observe and perform the rules as in force for the time being so far as those provisions apply to the person.
- 25.3 The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 17, 18 and 19 of the Act, which is as follows:
 - a. Subject to sub-rule 25.3 (d) and 25.3 (e), the Association may alter its rules by special resolution but not otherwise;
 - b. Within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Board certifying that the resolution was duly

passed as a special resolution and that the rules of the Association as so altered conform to the requirements of this Act;

- c. An alteration of the rules of the Association does not take effect until sub-rule 25.3 (b) is complied with;
- d. An alteration of the rules of the Association having effect to change the name of the association does not take effect until sub-rules 25.3 (a) to 25.3 (c) are complied with and the approval of the Commissioner is given to the change of name;
- e. An alteration of the rules of the Association having effect to alter the objects or purposes of the association does not take effect until sub-rules 25.3 (a) to 25.3 (c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.

25.5 These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound.

25.6 All cases of dispute as to the correct interpretation of these rules shall be decided by the Board whose decision shall be final.

26. COMMON SEAL OF ASSOCIATION

26.1 The Association must have a common seal on which its corporate name appears in legible characters.

26.2 The common seal of the Association must not be used without the express authority of the Board and every use of that common seal must be recorded in the minute book referred to in rule 22.

26.3 The affixing of the common seal of the Association must be witnessed by any two of the Chairperson, the Secretary and the Treasurer.

26.4 The common seal of the Association must be kept in the custody of the Secretary or of such other person as the Board from time to time decides.

27. INSPECTION OF RECORDS, ETC. OF ASSOCIATION

A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

28. DISPUTES AND MEDIATION

28.1 The grievance procedure set out in this rule applies to disputes under these rules between:

- a. a member and another member; or

- b. a member and the Association; or
 - c. if the Association provides services to non-members, those non-members who receive services from the Association, and the Association.
- 28.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 28.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 28.4 The mediator must be:
- a. a person chosen by agreement between the parties; or
 - b. in the absence of agreement:
 - i. in the case of a dispute between a member and another member, a person appointed by the Board of the Association;
 - ii. in the case of a dispute between a member or relevant non-member (as defined by sub-rule 28.1 (c)) and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- 28.5 A member of the Association can be a mediator.
- 28.6 The mediator cannot be a member who is a party to the dispute.
- 28.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 28.8 The mediator, in conducting the mediation, must-
- a. give the parties to the mediation process every opportunity to be heard;
 - b. allow due consideration by all parties of any written statement submitted by any party; and
 - c. ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 28.9 The mediator must not determine the dispute.
- 28.10 The mediation must be confidential and without prejudice.
- 28.11 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

29. AUDITOR

- 29.1 A properly qualified auditor or auditors shall be appointed by the Board from time to time as the Board sees fit.
- 29.2 Remuneration of auditors shall be approved by the Board.
- 29.3 The auditor's duties shall be regulated in accordance with the Act, or if no relevant provisions exist under the Act, in accordance with generally accepted principles, and/or any applicable code of conduct.

30. INDEMNITY

Every Board member, Auditor, Employee and Volunteer of the Association shall be indemnified out of the property of the Association against any liability incurred by that person in the capacity of Board member, auditor, employee or volunteer in defending any proceedings, whether civil or criminal in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act granted to them by the court.

31. WINDING UP OF THE ASSOCIATION

If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another association/s incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the Members.