

CBX-6 Owners' Club of Australia Inc.
Rules and Constitution
November 2009

1 NAME

The name of the club shall be CBX-6 Owner's Club of Australia Inc.

2 DEFINITIONS

For the purposes of the Association and these Rules, the following definitions shall apply:

- a** *Motorcycle*: shall mean any self-propelled vehicle (having two or three wheels) constructed to meet the following categories:
- b** *Category A*: Two wheeled motorcycle.
- c** *Category B*: Three wheeled motorcycle.
- d** *Association*: Shall mean CBX 6 Owner's Club of Australia Inc.

3 OBJECTIVES

Without limiting the generality of any of the objectives of the Association or any activities associated therewith, the objectives of the Association shall be:

- a** Sponsor and encourage the use, preservation and restoration of Honda CBX 6 motorcycles.
- b** Support a group of owners of motorcycles who shall subscribe to the objectives of the Association.
- c** Engage in rallies, racing, exhibitions and other events suitable for motorcycles.
- d** Establish, and foster, correct riding and maintenance techniques of the motorcycle, and by example, demonstrate motorcycle safety.
- e** Offer the services of the Association, its members and vehicles to such charitable organisations as may be decided from time to time by the Association.
- f** Engage in such other activities associated, or allied with, all, or any, of the objectives of the Association, which may be intended or calculated to promote a better, and wider, knowledge of motorcycles among Association members and the public in general.
- g** Accept membership of the Association throughout Australia and the rest of the world.
- h** Provide and encourage a spirit of fellowship, tolerance and goodwill among the members of the Association. Members shall not use the Association to express political and sectarian views.
- i** Preserve all aspects of the Honda CBX 6 motorcycle history.
- j** Encourage public interest in Honda CBX 6 motorcycles and inform the public of the aims of the Association.
- k** Maintain, and strictly enforce, the rules governing the privilege known as "Association Plates", being annual permits to move an unregistered vehicle.
- l** Purchase, take on lease or in exchange, hire and otherwise acquire real and other property for the use of the Association and its members.
- m** Acquire and establish a library of literature applicable to vehicles acceptable to the Association.
- n** Form branches of the Association as may be decided upon from time to time by the Association. (eg State Branches)
- o** Establish a register of vehicles owned by members of the Association to contain an accurate record of the year of manufacture, body style, registration numbers and other information considered worthwhile to members.
- p** Publish a periodical to be distributed to members of the Association and such other persons as the Association shall determine, at a price to be determined by the Association.

MEMBERSHIP

4 MEMBERSHIP QUALIFICATIONS

- a All members must be financial.
- b All members must agree to abide by the rules of the Association.

5 APPLICATION FOR MEMBERSHIP

- a Application by a person for membership of the Association shall be made:
 - i) In writing or by nominated membership form together with any monies due as per Rule 10.
 - ii) As soon as is practical after receiving application and monies the Membership Secretary will issue a receipt and a copy of the “Rules and Constitution” to the person.
- b If the person does not agree to abide by the Rules of the Association, he/she must, within 28 days from date of posting, notify the Membership Secretary, in writing, at which time all monies are refunded (pro-rata) and the person(s) name removed from the register.

6 MEMBERSHIP TYPES

- a Foundation Membership. Deemed to be those whom were financial members for the year 1991-92 of the original club being the CBX-6 Owners Club.
- b Life Membership. Shall be those persons who are deemed by the membership of the Association to have rendered outstanding service. Minimum 10 years active membership of association.
- c Ordinary Membership. Shall be those persons who are financial.
- d Honourary Membership. Shall be granted to the Presidents of International CBX clubs, they will receive newsletters but have no voting rights.

7 CESSATION OF MEMBERSHIP

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

- a Fails to pay his/her membership within (4) four months of the end of the financial year.
- b Resigns their membership in writing.
- c Has membership terminated by resolution of the Association. Any member so affected may appeal to the Executive Committee of the Association.

8 MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

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.

9 REGISTER OF MEMBERS

The Membership Secretary 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.

10 FEES AND SUBSCRIPTIONS

A person who applies for membership shall be liable for a joining fee and annual fees as determined by the Association's Committee.

11 MEMBERS' LIABILITIES

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 rule 10.

12 DISCIPLINING OF MEMBERS

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 rules, or
- b Has persistently and wilfully acted in a manner prejudicial to the interests of the association.

On receiving such a complaint, the committee:

- c Must cause notice of the complaint to be served on the member concerned; and
- d 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
- e Must take into consideration any submissions made by the member in connection with the complaint.
- f The committee may, by resolution, expel the member from the Association 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.
- g 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 rule 13.

The expulsion or suspension does not take effect:

- h Until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
- i If within that period the member exercises the right of appeal, unless and until the association confirms the resolution under rule 12(h), whichever is the latter.

13 RIGHT OF APPEAL OF DISCIPLINED MEMBER

- a A member may appeal to the Association in general meeting against a resolution of the committee under rule 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- b The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- c On receipt of a notice from a member under clause (a), 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.

At a general meeting of the Association convened under clause (c):

- d No business other than the question of the appeal is to be transacted, and
- e The committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
- f The members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

If at the general meeting the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

14 POWERS OF THE COMMITTEE

The committee is to be called the committee of management of the Association and, subject to the Act, the Regulation and these rules 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 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

a Subject in the case of the first members of the committee to section 21 of the *Associations Incorporation Act 1984* (the *Act*), the committee is to consist of:

b The Executive Committee of the Association

- i) Each of whom is to be elected at the annual general meeting of the Association under rule 16.

c The General Committee,

- i) Each of whom are non-elected volunteers.

d The Executive Committee of the Association are to be:

- i) The President
- ii) The Vice-President
- iii) The Treasurer
- iv) The Secretary
- v) The Membership Secretary

e. The general members of the Committee are to be: are to be

- vi) The State Representatives
- vii) The Website Manager
- viii) The Spare Parts Manager
- ix) The X-Files Editor
- x) The Merchandise Officer
- xi) Up to three ordinary members.

d Each member of the committee is, subject to these rules, 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.

e In the event of a casual vacancy occurring in the membership of the committee, the Executive 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, until the conclusion of the annual general meeting next following the date of the appointment.

f The Executive Committee will appoint additional positions as required.

g Candidates must be financial at the time of nomination.

16 ELECTION OF MEMBERS

Nominations of candidates for election as Executive Committee of the Association or as general members of the committee:

- a Must be delivered to the secretary of the Association by the nominated date set by the Executive Committee
- b If the number of nominations received is equal to the number of vacancies to be filled the persons nominated are taken to be elected.
- c If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- d The ballot for the election of the Executive Committee is to be conducted at the annual general meeting in such usual and proper manner as the Executive Committee may direct.
- e If insufficient nominations are received, any vacant positions remaining on the Executive or general Committee are taken to be casual vacancies.
- f No candidate may be elected to more than one office at the same election.

17 SECRETARY

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.

It is the duty of the secretary to keep minutes of:

- a All appointments of Executive Committee and general 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.
- d 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

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

For the purposes of these rules, 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 rule 20, or
- f Becomes a mentally incapacitated person.

20 REMOVAL OF MEMBER

- a 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.
- b If a member of the committee to whom a proposed resolution referred to in clause (a) makes representations in writing to the secretary or president (not exceeding 14 days) 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

- a The committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
- b Notice of a meeting 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.
- c Any 3 Executive Committee members constitute a quorum for the transaction of the business of a meeting of the committee.
- d 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 a date, time and place decided upon by the Executive Committee.
- e 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.
- f At a meeting of the committee:
 - i) The president or, in the president's absence, the vice-president is to preside, or
 - ii) If the president and the vice-president are absent or unwilling to act, such one of the remaining Executive Committee as may be nominated by the president or by any member of the Executive Committee
- g Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or 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.

22 DELEGATION BY COMMITTEE TO SUB-COMMITTEE

The Executive Committee may delegate to one or more sub-committees (consisting of such member or members of the Association as the Executive 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.
- c A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- d 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 circumstances, as may be specified in the instrument of delegation.
- e Despite any delegation under this rule, the Executive Committee may continue to exercise any function delegated.
- f Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.
- g The Executive Committee may revoke wholly or in part any delegation under this rule.
- h A sub-committee may meet and adjourn, as it thinks proper.

23 VOTING AND DECISIONS

- a 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.
- b 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.
- c Subject to rule 21(e), the committee may act despite any vacancy on the committee.
- d 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.

24 ANNUAL GENERAL MEETINGS – HOLDING OF

- a 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 6 months after the expiration of each financial year of the association, convene an Annual General Meeting of its members.
- b The Association must hold its first annual general meeting:
 - i) Within the period of 18 months after its incorporation under the *Act*, and
 - ii) Within the period of 6 months after the expiration of the first financial year of the association.

25 ANNUAL GENERAL MEETINGS – CALLING OF AND BUSINESS AT

- a The annual general meeting of the association is, subject to the *Act* and to rule 24, to be convened on such date and at such place and time as the Executive Committee thinks fit.
- b 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:
 - i) To confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - ii) To receive from the committee reports on the activities of the Association during the last preceding financial year,
 - iii) To elect the Executive Committee of the Association and select ordinary members of the committee,
 - iv) To receive and consider the statement which is required to be submitted to members under section 26 (6) of the *Act*.
- c An annual general meeting must be specified as such in the notice convening it.

26 GENERAL MEETINGS – CALLING OF, AND BUSINESS AT

General meetings of the Association shall be held at a meeting place and time decided upon by the Executive Committee of the Association

- a The order of business at a general meeting shall be;
 - i) To confirm the minutes of the last preceding general meeting
 - ii) To deal with inwards and outwards correspondence
 - iii) To receive the treasurers statement
 - iv) To receive reports from the membership
 - v) To deal with any other business which may be transacted at a general meeting.

27 SPECIAL GENERAL MEETINGS – CALLING OF

- a The Executive Committee may, whenever it thinks fit, convene a special general meeting of the association.
- b If the Executive 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.
- c A special general meeting convened by a member or members as referred to in clause (b) 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.

28 NOTICE

- a Except if the nature of the business proposed to be dealt with 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.
- b 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 specifying, in addition to the matter required under clause (a), the intention to propose the resolution as a special resolution.
- c 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 rule 27 (b).
- d A member desiring to bring any business before a general meeting may give notice of that business to the secretary who must include that business in the next notice calling a general meeting

29 PROCEDURE

- a No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- b Five members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- c If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - i) If convened on the requisition of members, is to be dissolved,
 - ii) And in any other case, is to stand adjourned to another place 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.

30 PRESIDING MEMBER

- a The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.
- b If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

31 ADJOURNMENT

- a 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.
- b 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 (where possible) stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- c Except as provided in clauses (a) and (b), 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.

32 MAKING OF DECISIONS

- a 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 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.
- b 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.
- c If a poll is demanded at a general meeting, the poll must be taken;
 - i) 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
 - ii) 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.

33 SPECIAL RESOLUTION

A resolution of the Association is a special resolution if;

- a It is passed by a majority which comprises at least three-quarters of such members of the association as, being entitled under these rules so to do, vote in person or by proxy 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.

34 VOTING

- a On any question arising at a general meeting of the Association a member has one vote only.
- b All votes must be given personally or by proxy but no member may hold more than 2 proxies.
- c 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.
- d 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.

35 APPOINTMENT OF PROXIES

Each member is to be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

36 INSURANCE

The Association will effect and maintain insurance.

37 FUNDS – SOURCE

- a The funds of the Association are to be derived from entrance fees, parts sales, raffles, merchandise, fundraisers 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.
- b 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.
- c The Association must, as soon as practicable after receiving any money, issue an appropriate receipt paragraph (a) if the resolution is passed in a manner specified by the Commissioner.

38 FUNDS – MANAGEMENT

- a Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Executive Committee determines.
- b All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by members duly authorised to do so by the Executive Committee.

39 ALTERATION OF OBJECTS AND RULES

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

40 COMMON SEAL

- a The common seal of the Association must be kept in the custody of the public officer.
- b The common seal must not be affixed to any instrument except by the authority of the Executive Committee and the affixing of the common seal must be attested by the signatures either of 2 members of the Executive Committee.

41 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.

42 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 general meeting.

43 SERVICE OF NOTICES

- a For the purpose of these rules, a notice may be served on or given to a person:
 - i) By delivering it to the person personally, or
 - ii) By sending it by pre-paid post to the address of the person, or
 - iii) 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.
- b For the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:
 - i) In the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - ii) 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
 - iii) 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.

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