

The Festival of Motorcycling SA Incorporated Constitution

1. Title

The name of the incorporated Association is the Festival of Motorcycling SA (FOMSA) Incorporated referred to hereinafter as the Association.

2. Definitions

The following words shall have the meanings hereinafter when used in the Constitution: -

- a) 'Affiliated Club' refers to a club which has been formally accepted by the Association as being a member of the Association and participates in the objects of the Association.
- b) 'Committee' means the Committee of management of the Association.
- c) 'Casual Vacancy' A casual vacancy occurs when the position of a member becomes vacant (by death, illness, resignation, expulsion or disqualification) before the expiration of his or her term of office.
- d) 'Financial Year' for the purpose of this Constitution is defined as being from the 1st of January to the 31st of December of the year.
- e) 'May' means an optional requirement.
- f) 'Must' or 'Shall' have equal meaning and are mandatory requirements.
- g) 'Member' means a member of the Association as ratified in Clause 7.
- h) 'Month' shall mean a calendar month unless otherwise specified.
- i) 'Natural Person' refers to a living human being, with certain rights and responsibilities under the law, as opposed to a legal entity such as a corporation.
- j) 'Special Resolution' means a special resolution defined in the Act.
- k) 'The Act' means the Associations Incorporation Act 1985.
- l) 'The Regulations' means Associations Incorporation Regulations 2008.

3. Interpretation

All cases of dispute regarding the interpretation of the Constitution shall be decided by the Committee whose decision on such matter will be final.

4. Objects.

The Objects of Association are:

- a) To foster and encourage communication, goodwill and fellowship between motorcyclists no matter what type of machines they embrace or what gender they align with.
- b) Organise the staging of events relating to motorcycles and motorcycling.
- c) The representation of motorcyclists in public forums.

18 August 2023

- d) To coordinate the efforts of motorcycle clubs to stage events in order to increase the efficiency of the use of resources.
- e) To raise funds for the Association's designated charity, as determined at the Annual General Meeting each year.

5. The Powers of the Association.

The Association shall have all the powers conferred by section 25 of the Act to further the objects of the Association.

6. Membership.

- a) Membership shall be for the calendar year from 1st January to 31st December.
- b) Membership requires acceptance of the Association Constitution, rules and responsibilities.
- c) Membership is not conditional on owning a motorcycle.
- d) Members are entitled to all privileges and facilities.
- e) Membership of the Association shall consist of the elected office bearers of the Association, the elected office bearers of the affiliated clubs and any affiliated club members formally delegated to the Committee by the affiliated clubs.
- f) A register of members will be kept by the Secretary as per 6. (g) below, updated annually at the Annual General Meeting and included in the Annual General Meeting minutes.
- g) The register of members must contain:
 - i. the name and address of each member
 - ii. the email address of each member
 - iii. the phone number of each member
 - iv. the date on which each member was admitted to, or resigned from, the Association.
 - v. the date of and reason(s) for termination of membership (if applicable).
- h) No member by reason of membership has any transmissible or assignable interest in the property or assets of the Association.

7. Admission to Membership.

- a) A club or natural person may be admitted to membership subject to the following: their application has been completed, has been presented to the Committee and accepted at a Committee meeting; the nominated joining fee and subscription are paid.
- b) On acceptance of membership, a club is recognised by the Association as an 'Affiliated' Club.
- c) The joining fee and subscriptions shall be reviewed and voted upon at the Annual General Meeting.
- d) Subscriptions are due on the 1st of January of each year.

8. Resignation.

A member or Affiliated Club may resign from the Association by giving written notice to the Secretary.

9. The Committee

- a) The affairs of the Association shall be managed and controlled by a Committee which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the Association.
- b) The Committee has the management and control of the funds and other property of the Association.
- c) The Committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the Association on which these rules and the Act are silent.
- d) The Committee shall appoint a Public Officer as required by the Act.
- e) The powers of the Association are vested in the Committee which has control and management of the affairs and assets of the Association. The Committee has the power to:
 - i. Call meetings of the Association in accordance with the clause 13.
 - ii. Appoint a special sub-Committee to consider business as directed by the Committee and report back with any recommendations.
 - iii. Draw upon the special skills of persons to organise events on behalf of the Association.
 - iv. Raise and expend monies and take action consistent with the objects of the Association.
 - v. Suspend or expel members where just cause is proven.
- f) The Committee shall be appointed by the members of the Association and elections held for the following positions in 9 g) and 9 h) at the Annual General Meeting.
- g) The Committee shall be comprised of the executive officers of the Association and up to eight (8) other elected officers.
- h) The Executive is comprised of the President, the Vice President, the Secretary and the Treasurer.
- i) Tenure. The Committee is elected at the Annual General Meeting and holds office for a period of one year. Retiring Officers are eligible for re-election. Executive officers are expected to attend all meetings except where granted leave of absence.
- j) Should an elected officer of the Committee need to retire before their end of term of office, a replacement officer may be nominated to the Committee who shall decide by voting at a Committee meeting (see clause 17.) whether to accept said nomination.
- k) The Committee is not authorised to borrow money.

10. Roles and responsibilities of the executive

18 August 2023

- a) The President provides leadership and direction to the Association and chairs all meetings.
- b) The Vice President assumes the duties of the President in the absence of the President.
- c) The Secretary collaborates with the President to call meetings and produce agendas. The Secretary is responsible for correspondence as directed by the Committee, maintains a record of all correspondence, records and distributes minutes of meetings, maintains records in a uniform and orderly manner and forwards monies received to the Treasurer as soon as practicable. The Secretary holds the Common Seal which is used pursuant to resolution of the Committee.
- d) The Treasurer is responsible for the Association finances as directed by the Committee. The Treasurer receives all monies and issues receipts, banks all monies as soon as practicable, pays accounts by EFT approved by at least two (2) executive Committee members as advised by return email confirmation. The Treasurer maintains a register of income and expenditure, reports to all Committee meetings and arranges for an audit of accounts for presentation at the Annual General Meeting.

11. Other Officers

Other officers of the Association may be appointed by the Committee as it finds appropriate. For example:

- a) Media Officer. Is responsible for all communication with media organisations and other bodies of communication.
- b) Events Co-ordinator. Is responsible for overseeing the organisation of all events staged by the Association.
- c) Social Media Officer. Is responsible for the maintenance of the Association social media profile.
- d) Website Editor. Is responsible for maintenance and updating of information on the website.
- e) Wherever possible a deputy should be appointed to the above positions.

12. Disqualification of Committee members

The office of a Committee member shall become vacant if a Committee member is:

- a) disqualified from being a Committee member by the Act.
- b) expelled as a member under these rules.
- c) permanently incapacitated by ill health.
- d) absent without apology from more than four meetings in a financial year.

13. Meetings

- a) An initial meeting of interested parties shall be held upon approval of the Incorporation of the Association to establish an interim Committee to hold and manage an initial Annual General Meeting as per the requirements of this Constitution at which time the Committee of the Association will be elected.

18 August 2023

- b) The first Annual General Meeting shall be held within 18 months after the incorporation of the Association, and thereafter within five months after the end of the Associations financial year as defined in Clause 2 (d) Definitions.
- c) A member of the Association having a direct or indirect pecuniary interest in a contract or proposed contract with the Association must disclose the nature and extent of that interest to the Committee as required by the Act and shall not vote with respect to that contract or proposed contract. The member of the Association must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the Association.
- d) Five (5) Committee members including (2) Executive Officers-are required for a quorum at all meetings.
- e) General meetings may be called and conducted as required or specified by the Committee.
- f) Committee Meetings may be conducted bimonthly or as determined by the Committee.
- g) A General meeting shall be held no more than 4 weeks after the Festival of Motorcycling SA program for that calendar year concludes: for example, on the 2nd Wednesday in November each year.
- h) A Special General Meeting shall be convened upon receipt by the Secretary of a written request by at least five (5) members of the Association. The request must state the reason(s) for calling a Special General Meeting. The meeting shall be called by the Secretary within twenty-one (21) days of receipt of such request. Members shall be notified by email or text message of the time, place and reasons for calling such Special General Meeting. Members shall be given at least twenty-one (21) days notice of the Special General Meeting.
- i) Any member may attend a meeting to raise any matter of concern or to express opinion.

14. Order of business

At all meetings the Order of business shall be:

- a) The President shall take the chair, open the meeting and welcome those in attendance. In the absence of the President and the Vice President a chairperson shall be elected.
- b) The presence of any visitors, guest speakers and new members shall be acknowledged, and apologies received.
- c) The minutes of the previous meeting shall be read and confirmed.
- d) Business arising from the previous meeting as recorded in the minutes shall be attended to.
- e) Notice of election or resignation of members shall be given.
- f) Correspondence shall be read and received.
- g) The Treasurer's financial statement shall be presented.
- h) Report from Officers shall be presented.
- i) Motions for which notice has been given shall be addressed.

18 August 2023

- j) General Business.
- k) The Chairperson shall close the meeting.
- l) At the Annual General Meeting, the outgoing Committee shall retire and the Incoming Committee elected according to customary practice. The outgoing Committee shall transfer all records to the incoming Committee as soon as practicable.
- m) A Casual vacancy may be filled by election at a meeting.
- n) The chairperson may give visitors permission to address the meeting.

15. Minutes

- a) Proper minutes of all proceedings of general meetings of the Association and of the meetings of the Committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- b) The minutes kept pursuant to this rule must be confirmed by the members who attended the meeting of the Association or the members of the Committee (as relevant) at a subsequent meeting.
- c) The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- d) Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

16. Debate

- a) All motions must be moved and seconded before being put to the vote. The maximum number of amendments to any one motion shall be two. A member (except the mover of the motion who has the right of reply) shall not speak more than once on any motion or amendment except by permission of the meeting. The member speaking shall address the Chair in a respectful manner and confine remarks to the subject of the discussion.
- b) When a Point of Order is raised the member raising same shall state the point of order without debate, and if a member be speaking such member shall be seated until the point of order is decided.
- c) A member shall not speak for longer than ten (10) minutes unless by permission of the meeting except the mover of the motion, who when moving it may speak for 15 minutes.
- d) Should the ruling of the Chair be Challenged, the member who challenges the ruling shall be heard for no longer than five minutes and the Chairperson, having been heard in reply, shall put the challenge to the vote without discussion.
- e) When it appears to the Chair during any debate that the subject has been adequately debated and it is the evident desire of the meeting that the question

18 August 2023

be put, the chairperson shall forthwith withhold debate, put the motion that the question be put and if such motion be carried by ordinary resolution of financial members present, the question shall be put without delay.

- f) A motion or amendment may not be withdrawn without the agreement of the seconder.

17. Voting

- a) Voting may be taken on a show of hands or by means as agreed to by the meeting.
- b) In the event of an equality of votes the chairperson has the casting vote as well as a deliberative vote.
- c) Voting may be made by proxy if said proxy is confirmed by the member or Affiliated Club to the Secretary by email or text prior to the meeting.
- d) Voting by members may be made by provision of telephone hook-up or Zoom program or the equivalent internet program.
- e) At all meetings only elected office holders of the Association, ratified representatives of affiliated clubs or their deputies/proxies, as appointed in accordance with the Association rules, are entitled to vote.
- f) A deputy or proxy must also be a member of the Association and must be nominated in writing to the secretary prior to the meeting.
- g) Voting shall be in accordance with the Association rules.
- h) For a resolution to pass at a Committee meeting it must be carried by a simple majority of the members present and a simple majority of the affiliated clubs represented present.
- i) For a motion to pass at a special general meeting a three quarters majority (75%) of votes must be achieved of the members present.

18. Suspension of order of business.

The order of business may be altered when a motion is passed that the Order of Business (Clause 14.) be suspended to discuss business of utmost importance to the Association. The motion must be passed by a quorum of financial members present at the meeting (see clause 13.).

19. Resolutions.

All resolutions passed at a meeting shall be conclusive and binding on all members of the Association, whether they have been present at such a meeting or not, provided that such meeting shall have been in conformity with the rules of the Association.

20. Accounts to be kept.

The Association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association in accordance with the Act.

21. Prohibition against securing profits for members

The income and capital of the Association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or

indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the Association.

22. Inspection of Records.

Where reasonable notice is given, financial members may inspect the Association records or books of the respective Officers under the supervision of the Committee.

23. Amendment of the Constitution.

- a) The Constitution may be amended or rescinded and replaced with a substitute Constitution provided:
- b) A written notice of motion to that effect signed by five (5) financial members is presented to an Annual or Special General Meeting and,
- c) Members are given at least twenty-one (21) days' notice by email or text of such a motion and the Annual General Meeting at which the motion is to be debated.
- d) Such an amendment or rescission shall be registered with the Office of Consumer Affairs and Business Affairs as required by the Act.

24. Dissolution.

- a) The Association may be dissolved after a motion in writing to that effect is signed by five (5) members and is carried at a Special General Meeting.
- b) In the event of the Association being dissolved. The assets that remain after such dissolution and the satisfaction of all debts and liabilities shall be transferred a nominated charity or any organisation with similar objects and which has rules prohibiting the distribution of assets and income to its members.
- c) Such a transfer will be identified and determined by special resolution at the Special General Meeting which dissolves the Association.

25. General Indemnity.

Every member of the Committee, Auditor and other Officers of the Association shall be so indemnified out of the funds of the Association against all costs, charges, damages and expenses by reason of any covenant entered into or act or default done or made by them in any way in the execution of their office or trusts, except where same will have been occasioned through their own wilful act, default or culpable negligence.

26. Insurance.

The Committee shall be responsible for the purchase of any insurance policies deemed appropriate.

27. Dispute Resolution

- a) The dispute resolution procedure set out in this rule applies to disputes between a member and another member or a member and the Association.
- b) In all disputes a decision made by the Committee at a Special Committee meeting held in accordance with clauses 13(e) 16 and 17 at which all parties in dispute are present shall be final.

End of document