



Constitution and Rules

of the

**TEA TREE GULLY
MOTOCROSS CLUB
INCORPORATED**

Effective: February 2009

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ASSOCIATIONS INCORPORATION ACT, 1985

RULES of the

TEA TREE GULLY MOTOCROSS CLUB INCORPORATED

1. Name

The name of the incorporated Club is the TEA TREE GULLY MOTOCROSS CLUB INCORPORATED (hereinafter called "the Club").

2. Definitions

In these Rules unless the contrary intention appears:

- "The Act" means the Associations Incorporation Act (SA), 1985 as amended from time to time.
- "Committee" means the Committee of Management of the Club established pursuant to these Rules, acting as a body and includes the President and Vice President, and elected Committee Members
- "Fees" any payment due other than subscriptions
- "GCR" means the General Competition Rules of the sport including all regulations made under them and appendices to them as amended from time to time by MA
- "Intellectual Property" means all rights subsisting in copyright, trade names, trade marks, logos, designs, equipment, images (including photographs, videos and films) or service marks (whether registered or unregistered) relating to the Club the words 'motorcycling' or any events or competition or motorcycling equipment, product, publication or activity developed, conducted, promoted or administered by the Club.
- "MA" means Motorcycling Australia Limited.
- "Meeting" means the General Meeting of members of the Club convened in accordance with these Rules
- "Member" means a member of the Club pursuant to these Rules
- "MSA" means Motorcycling South Australia Incorporated
- "Objects" mean the Objects of the Club in Rule 3
- "Quorum" means the minimum number of members who must be present to validate the transactions of that meeting
- "Regulations" means the Associations Regulation (SA) 1985
- "Special Resolution" means a resolution:
 - of which at least 21 days notice has been given in accordance with the Rules and
 - that has been passed by at least 75% of the votes cast by Members entitled to vote on the resolution
- "Sport" means the sport of motorcycling and includes all forms of motorcycling whether competitive, recreational or otherwise
- "Subscription" means annual Club membership fee
- "Year" means calendar year and "month" means calendar month.

3. Interpretations

- Expressions referring 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
- A reference to a function includes a reference to a power, authority and duty
- A reference to the exercise of a function includes where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the day
- Words importing the singular include the plural and vice versa

- Words importing any gender include the other gender
- Reference to persons include corporations and bodies politic
- Reference to a person include the legal personal representatives, successors and permitted assigns of that person
- Reference to a statute, ordinance, code or other law includes regulations and other statutory instrument under it and consolidations, amendments, re-enactment or replacements of any of them (whether of the same or any legislative authority having jurisdiction)
- If any provision of the Rules or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable and otherwise shall be severed to the extent of the invalidity or enforceability without affecting the remaining provisions of the Rules or affecting the validity or enforceability of that provision in any other jurisdiction.
- Except where the contrary intention appears in the Rules, an expression in a provision of the Rules, that deals with a matter dealt with by a particular provision of the Law or Act, has the same meaning as that provision of the Law or Act.
- The Club is established solely for the Objects.
- Words importing the singular number include the plural number and vice-versa
- Words or expressions contained in these Rules must be interpreted in accordance with the provisions of the Acts Interpretation Act and any statutory modification in force from time to time.

4. **Objects of the Club**

The Club is established solely to:

1. Subject to these Rules, to adopt the GCR's of MA and where necessary, to adopt rules established by MSA that do not conflict with the GCR's
2. Ensure that all motorcycling activities held by the Club are carried on in a manner which secures and ensures the safety of participants, officials, volunteers, spectators and the public and which allows the sport to be fair
3. Acquire, provide, establish and improve facilities for the promotion, cultivation and extension of the sporting, social and other mutual interests of Members
4. To encourage, foster and maintain motorcycle activities amongst Members of the Club, MA, MSA and its affiliated clubs and members
5. Pursue through itself or other such entity commercial arrangements, including sponsorship and marketing opportunities as are appropriate to further the objects of the Club
6. Formulate or adopt and implement appropriate policies including policies in relation to sexual harassment, equal opportunity, equity, drugs in sport, health, safety, infectious diseases and such other matters as arise from time to time as issues to be addressed in motorcycling
7. Do all that is reasonably necessary to enable these objects to be achieved and to enable the Members to receive the benefits which these objects are intended to achieve
8. Undertake and or do all such things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Club

5. **Power of the Club**

Solely for the furthering of the objects set out above and in accordance with the legal capacity and powers set out in the Associations Incorporation Act 1985.

6. **Membership and Classes**

1. Membership of the Club shall be divided into the following classes:
 - (a) Class 1 Family Membership with licensed riders
 - (b) Class 2 Family Membership with no riders, with Club voting rights
 - (c) Class 3 Family Membership with no riders, with no Club voting rights
 - (d) Class 4 Day membership for sanctioned activities for licensed riders
 - (e) Class 5 Life Members
 - (f) Class 6 Corporate Membership
 - (g) Such other classes as are created from time to time under Rule 5 (5)
2. Any person may apply for Membership of the Club without any need to be proposed by a Member.

3. The application shall be made in writing, signed by the applicant and shall be in such a form as prescribed by the Committee from time to time.
4. Applications for Membership may be accepted by a Committee Member and upon acceptance of the application and the prescribed annual fee, if any, or the relevant portion thereof calculated to the next 1st day of January, the applicant shall be a Member of the Club.
5. The Committee may designate different classes of Membership in its absolute discretion carrying different rights and benefits.

7. Effect of Membership

1. All Membership classes acknowledge and agree that:
 - (a) The Rules constitutes a contract between each of them and the Club and that they are bound by the Rules and the GCR
 - (b) They shall comply with and observe the Rules, any Regulations and the GCR and any determination or resolution which may be made or passed by the Committee
 - (c) By submitting to the Rules and the GCR they are subject to the jurisdiction of the Club
 - (d) The Rules are made in the pursuit of a common object, namely the mutual and collective benefit of the Club, its Members and motorcycling
 - (e) The Rules and GCR are necessary and reasonable for promoting the Objects and particularly the advancement and protection of motorcycling
 - (f) They are entitled to all benefits, advantages, privileges and services of Club membership
2. Where a Member fails to comply with its financial or other obligations under the Rules, any Regulation or the GCR, the Committee may determine that Member to be not of good standing. On determination that a Member under Clause 5, is not of good standing, the Committee may give notice to the Member of the:
 - (a) Committees determination; and
 - (b) Grounds for the Committees determination; and
 - (c) request that the Member show cause within such time as is determined by the Committee as to why further action should not be taken against the Member in accordance with the Rules or the GCR. The Members failure to respond or act to the Committees satisfaction (including assurances or compliance with its obligations) may result in the Committee suspending the Members membership of the Club or otherwise imposing such conditions on membership, as the Committee sees fit.

8. Fees

1. The fees payable by Members to the Club shall be as determined by the Committee from time to time
2. The subscription fee shall be payable annually on 1st January or at such other time as the Committee may determine from time to time
3. Any Member whose subscription fee is outstanding for more than three months after the due date for payment shall cease to be a Member of the Club, providing that the Committee may reinstate such a persons' membership on such terms as it thinks fit
4. Members whose subscriptions and/or fees have not been paid and received by the time set by the Committee in any year shall not be entitled to receive any of the benefits, advantages, privileges or services of Club membership unless otherwise approved in writing by the Committee.

9. Discontinuance of Membership

1. A Member having paid all arrears of subscriptions and fees payable by them to the Club (if any), may withdraw from membership by giving notice in writing of such withdrawal to the secretary of the Club
2. Any Member resigning from the Club shall be liable for any outstanding subscriptions or fees that may be recovered as a debt due to the Club
3. A Member, which ceases to be a Member, shall forfeit all rights in and claims upon the Club and its property including Intellectual Property

10. Discipline or Expulsion of a Member

1. Subject to giving a Member an opportunity to be heard or to make a written submission, the Committee may resolve to discipline or expel a Member upon charge of misconduct detrimental to the interests and / or objects of the Club.
2. Particulars of the charge shall be communicated to the Member at least one calendar month before the meeting of the Committee at which the matter will be determined

3. The determination of the Committee shall be communicated to the Member, and in the event of an adverse determination, the Member shall, subject to these Rules, cease to be a Member 14 days after the Committee has communicated its determination to the Member
4. It shall be upon the Member to appeal to the Club in general meeting against the determination. The intention to appeal shall be communicated in writing to the secretary of the Club within 14 days after the determination of the Committee has been communicated to the Member
5. In the event of an appeal under Clause 9 (d), the appellants' membership of the Club shall not be terminated unless the determination of the Committee to expel the Member is upheld by a simple majority of the Members of the Club present at the general meeting after the appellant has been heard. In such event membership will be terminated at the date of the general meeting at which the determination of the Committee was upheld.

11. Application of Income

1. The income and property of the Club shall be applied solely towards the promotion of the objects set out in Rule 3 of the Rules
2. No portion of the income or property of the Club shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member
3. No remuneration or other benefit in money or money's worth shall be paid or given by the Club to any member who holds any office of the Club
4. Nothing in Rule 10 (2) or (3) shall prevent payment in good faith of or to any Member:
 - (a) For any service actually rendered to the Club whether as an employee or otherwise
 - (b) For goods supplied to the Club in the ordinary and usual course of business
 - (c) Of interest on money borrowed from any Member
 - (d) Of rent for premises demised or let by any Member to the Club
 - (e) For any out-of-pocket expenses incurred by the Members on behalf of the Club
 - (f) For any other reason at the discretion of the Committee
 - (g) 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.

12. Addition Alteration or Amendment

No addition, alteration or amendment shall be made to the Rules unless it has been approved by Special Resolution as per these Rules.

13. Liability of Members

The liability of Members of the Club is limited.

14. Winding Up

The Club may be wound up in the manner provided for in the Act.

15. Distribution of Property On Winding Up

If upon winding up or dissolution of the Club there remains after satisfaction of all its debts and liabilities any assets or property, defined as 'surplus assets' as per the Act, shall not be paid to or distributed among the Members of the Club but shall be paid to or distributed to a club within South Australia having objects similar to the objects of the Club and which prohibits the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Club by these Rules. Such organisation to be determined by the Members of the Club at or before the time of dissolution and in default thereof by such judge of the Supreme Court of South Australia as may have or acquire jurisdiction in the matter. Should no club exist within South Australia with similar objects, then to another club elsewhere in Australia with similar objects.

16. Financial Reports

True accounts shall be kept of the sums of money received and expended by the Club and the manner in respect of which such receipt and expenditure takes place and of the property, assets and liabilities of the Club. Once at least in every year the accounts of the Club shall be examined by one or more properly qualified auditor or auditors who shall report to the Members in accordance with the Provisions of the Act.

17. Auditor

The Committee shall appoint an auditor (non Member) to audit all books, payments and certify them to be a true, accurate record and such audit shall be carried out pursuant to the provisions of the Act, such audit to be done in time for the Annual General Meeting.

18. Financial Year

The financial year of the Club shall end on the 31st December in each year.

SECTION A: COMMITTEE RULES

19. The Committee

1. The affairs of the Club shall be managed and controlled exclusively 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 Club, and are not by the Act or by these Rules required to be done by the Club in general meeting
2. The Committee shall have the power to appoint such officers and employees as are required to carry out the objects of the Club, including a Public Officer and an auditor as required by the Act, and may delegate any of its power to such officers and employees
3. Unless otherwise determined by the Club in General Meeting, the Committee shall comprise of a President, Vice President, Secretary, Treasurer, Competition Secretary, Track Manager, Membership Secretary and not more than three other Members all of whom shall be Members of the Club
4. The Committee may appoint a neutral person to fill a casual vacancy, and such a Committee Member shall hold office until the next Annual General Meeting of the Club and such person shall then be eligible for re-election

20. Validity of Committee Members Acts

All acts by any meeting of the Committee or by any person acting as a Committee Member are, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Committee Member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every person had been duly appointed and was qualified to be a Committee Member.

21. Manner of Holding Committee Meetings

1. The Committee shall meet together for the dispatch of business on a regular basis
2. A Committee meeting may be called or held using any technology consented to by all the Committee Members. The consent may be a standing one
3. A quorum for a Committee meeting shall be five Committee Members
4. The President will chair Committee meetings. If the President is not available within 10 minutes after the time appointed for holding the meeting or declines to act for the meeting or the part of the meeting the Vice President will chair that meeting or part of it. The Committee must elect a Committee Member present to chair the meeting or part of it, if the President and the Vice President is not available within 10 minutes after the time appointed for holding the meeting or declines to act for the meeting or the part of the meeting
5. A Member of the Committee having a financial or economic interest in a contract with the Club must disclose that interest to the Committee as required by the Act, shall not vote with respect to that contract, but shall be counted in determining a quorum for the meeting
6. The Committee may from time to time set protocols for the efficient running of Club events and activities generally consistent with the objects and purposes of the Club

22. Voting at Committee Meetings

Each Committee Member (other than the President) shall have one vote at Committee meetings. A resolution of the Committee must be passed by a majority of votes of the Committee Members entitled to vote on the resolution. In the case of an equality of votes the President has a casting vote.

23. Written Resolutions of the Committee

The Committee may pass a resolution without a Committee meeting being held if a majority of the Committee Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Separate documents may be used for signing by Committee Members if the wording of the resolution and statement is identical in each copy. The resolution is passed when a majority of the Committee Members in favour of the resolution sign the document and return their respective signed copies of to the Secretary.

24. Vacation of Office of Committee Member

The office of a Committee Member (including the President) is automatically vacated if the Committee Member:

1. becomes bankrupt; or
2. becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
3. becomes permanently incapacitated by ill health; or
4. resigns office by written notice to the Club at its registered office; or

5. becomes expelled under these Rules; or
6. becomes prohibited from being a Committee Member by virtue of law; or
7. accepts remuneration, payment or other benefits, other than prize money from the Club other than in accordance with the Rules; or
8. is directly or indirectly in any contract or proposed contract with the Club and fails to declare the nature of the interest in the manner required by the Rules; or
9. is absent without apology from more than three consecutive Committee meetings, or more than three Committee meetings in a financial year; or
10. dies

25. Disclosure of Interests

The nature of the interest of such Committee Member must be declared by the Committee Member at the meeting of the Committee at which the contract or arrangement is first taken into consideration if the interest then exists or in any other case at the first meeting of the Committee after the acquisition of the interest. If a Committee Member becomes interested in a contract or arrangement after it is made or entered into the declaration of the interest must be made at the first meeting of the Committee held after the Committee Member becomes so interested.

26. General Disclosure

A general notice that a Committee Member is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under Clause 21 as regards such Committee Member and the said transaction. After such general notice it is not necessary for such Committee Member to give a special notice relating to any particular transaction with that firm or company.

27. Negotiable Instruments

1. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two of: President of the Committee; Vice-President of the Committee; and the Treasurer of the Club appointed for that purpose by the Committee
2. The nominated Committee Members may sign, draw, accept, endorse or otherwise execute a negotiable instrument. This provision is subject to the Committee determining that a negotiable instrument may be signed, drawn, accepted, endorsed or otherwise executed in a different manner

28. Borrowing Powers

1. Subject to this Rule, the Club may borrow money from banks or other financial institutions upon such terms and conditions as the Committee sees fit, and may secure the repayment thereof by charging the property of the Club
2. Subject to Section 53 of the Act, the Club may invite and accept deposits of money from any person on such terms and conditions as may be determined by the Committee from time to time

SECTION B: CLUB MEETING RULES

29. Club Meetings

The Committee may call a General or Special General Meeting of the Club at any time with regard to these Rules, and shall call an Annual General Meeting in accordance with the Act and these Rules.

30. Quorum

1. No business shall be transacted at any General Meeting, Annual General Meeting or Special General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business.
2. There shall be a quorum if there are present at the meeting at least ten Members, present personally or by proxy. The quorum must be present at all times during the meeting.

31. Adjournment for Lack of a Quorum

If a General Meeting, Annual General Meeting or Special General Meeting does not have a quorum present within 15 minutes after the time for the meeting set out in the notice of meeting, the meeting is adjourned to the date, time and place the Chairperson specifies. If the Chairperson does not specify one or more of these things, then the meeting is adjourned to:

- (a) if the date is not specified – the same day in the next week; and
- (b) if the place is not specified – the same place; and
- (c) if the time is not specified – the same time.

32. Lack of Quorum at Adjourned Meeting

If no quorum is present at the resumed meeting within 15 minutes after the time for the meeting, then:

- (a) if the meeting was called as a consequence of a requisition of Club Members, the meeting is dissolved;
- (b) in all other cases, the Members present are a quorum

33. Chair of General Meeting

The President of the Committee shall act as Chairperson at every General Meeting, Annual General Meeting or Special General Meeting. If the President of the Committee is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President of the Committee shall act as Chairperson of the Meeting. If both be absent or unwilling to act within 15 minutes after the time appointed for the holding of the meeting, the Members present shall elect one of their number to be chair of the meeting. By assuming the role of chair no Member shall thereby forfeit a deliberative vote.

34. Adjournment Generally

1. The Chairperson may, at any meeting at which a quorum is present (and will if so directed by the meeting), adjourn the meeting from time to time and from place to place. No business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
2. When a meeting is adjourned for one month or more, notice of the adjourned meeting must be given as in the case of an original meeting. Otherwise it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

35. General Meetings

1. The Committee must in each calendar year by instrument in writing convene a minimum of eight General Meetings of the Members. Such instrument must be delivered to Club Members not less than 14 days before the meeting and shall contain the date, location and time of the meeting and the agenda of the meeting.
2. The ordinary business of a General Meeting shall be:
 - (a) to confirm the minutes of the preceding General Meeting;
 - (b) to receive from the Committee reports upon the transactions and activities of the Club;
 - (c) to transact such business affecting the interest and welfare of the Club

36. Annual General Meetings

1. The Committee must in each calendar year by instrument in writing convene a Meeting of Members called the Annual General Meeting. Such instrument must be delivered to Club Members not less than 14 days before the meeting and shall contain the date, location and time of the meeting, notice of all persons seeking election for Committee positions, and the agenda of the meeting.
2. An Annual General Meeting must be held in November of each year at such place as the Committee determines.
3. An Annual General Meeting must be specified as such in the notice convening it
4. The ordinary business of an Annual General Meeting shall be:
 - (a) to confirm the minutes of the preceding Annual General Meeting;
 - (b) to receive from the Committee reports upon the transactions of the Club;
 - (c) to present, consider, and, if appropriate, adopt the audited statements of accounts;
 - (d) to elect Committee Members at expiry of appointment terms;
 - (e) to nominate and elect auditors;
 - (f) to elect a Patron if it is thought desirable to do so;
 - (g) to transact such business affecting the interest and welfare of the Club
5. An Annual General Meeting will be in addition to any other General Meeting that may be held in the same year.

37. Nomination and Election of Committee Members

1. Nominations for vacant positions shall be on the prescribed form, to the Secretary no later than 28 day prior to the Annual General Meeting.
2. If no nominations have been received by the prescribed date, nominations may be taken from the floor at the Annual General Meeting.
3. No nominations will be taken from the floor on the night of the AGM unless there are no nominations for a position.

4. If there is no nomination from the floor, the position will be declared as a casual vacancy and will be filled via Committee appointment
5. In the event of a tied vote, a secret ballot will be taken from the floor to fill the vacant position. The Secretary shall act as returning officer in this instance.
6. Election of the Committee Members shall be declared at the Annual General Meeting with the Secretary reporting the result and the Chairperson declaring such persons as duly elected.
7. The President, Vice President, Secretary and Treasurer shall hold office for a term of two years. All other Committee Members shall hold office for a term of one year. All Committee Members shall, upon the expiration of their respective terms of office, be eligible for re-election.
8. The President and Treasurer shall vacate their positions in an even year with the Vice President and Secretary vacating their positions in an odd year.
9. The Competition Secretary, Membership Secretary, Track Manager and the remaining three Committee Member positions shall vacate their positions annually.
10. All exiting Committee Members shall finalise their positions, reports and all general business at the Annual General Meeting.
11. In the event of the death, removal, resignation or disqualification from office of a Committee Member other than the President, the Committee will appoint the new Committee Member, to fill the casual vacancy. Such new Committee Member will hold office for the balance of the term of the Committee Member who has vacated the Committee.
12. In the event of the death, removal, resignation or disqualification from office of the President the vacancy will be filled by a vote at the next General Meeting.
13. In the event of a vacancy or vacancies in the office of Committee Members, the remaining Committee Members may act but, if the number of remaining Committee Members is not sufficient to constitute a quorum at a Committee meeting, they may act only for the purpose of ensuring the number of Committee Members are a number sufficient to constitute a quorum. Vacancies will be filled in accordance with the Rules.

38. Notice of Special General Meeting

1. Subject to the provisions of the Act relating to agreements for shorter notice, not less than 21 days written notice (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which the notice is given) must be given of any Special General Meeting. The notice must:
 - (a) Set out the place, date and time of the meeting; and
 - (b) State the general nature of the meetings business; and
 - (c) If a Special Resolution is to be proposed at the meeting, set out an intention to propose the Special Resolution and state the resolution

39. Request for a Special General Meeting

1. Upon a requisition in writing of not less than ten Members of the Club, the Committee shall within one month of receipt of the requisition, convene a Special General Meeting for the purpose specified in the requisition
2. Every request for a Special General Meeting shall be signed by the Members making the same and shall state the purpose of the meeting
3. If a Special General Meeting is not convened within one month as required under Rule 38.1 the requisitionists may convene a Special General Meeting. Such a meeting shall be convened in the same manner as a meeting convened by the Committee, and for this purpose the Committee shall ensure that the requisitionists are supplied free of charge with particulars of the Members entitled to receive notice of the meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Club.

40. Putting of Resolution

1. A resolution put to the vote at a General Meeting, Annual General Meeting or Special General Meeting must be decided on a show of hands and a declaration by the Chairperson of the meeting that a resolution has been carried or lost, shall unless a poll is demanded, be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, the resolution.
2. The result of such a poll shall be the resolution of the meeting, except that in the case of a Special Resolution a majority of not less than three quarters (3/4) of the Members who being entitled to do so, vote personally or by proxy at the meeting is required.

41. **Result of Show of Hands - Resolution**

On a show of hands, a declaration by the chair is conclusive evidence of the result provided that the declaration reflects the show of hands. Neither the chair nor the minutes need state the number or proportion of the votes recorded in favour or against.

42. **Demand for Poll - Resolution**

1. A poll may be demanded on any resolution including the election of the Chairperson. A poll may be demanded by the Chairperson of the meeting or by three or more Members present personally or by proxy.
2. A poll demanded on a matter other than the election of the Chairperson must be taken when and in the manner the Chair directs. A poll on the election of the Chair must be taken immediately and without adjournment.
3. A demand for a poll may be withdrawn.

43. **Casting Vote**

In the case of an equality of votes, whether in a show of hands or on a poll, the Chairperson will have a casting vote.

44. **General Voting Rights**

1. Classes 1 and 2 - Family Membership shall be entitled to one vote per family present either in person or by proxy.
2. Class 5 - Life Membership shall be entitled to one vote per family present either in person or by proxy.
3. Class 6 - Corporate Membership shall be entitled to appoint one person who need not be a Member of the Club to represent it at a particular meeting or at all meetings of the Club. Such a person shall be deemed to be a Member of the Club for all purposes until the authority to represent the corporate Member is revoked.
4. No other person or class of Membership, including Members under Classes 3 and 4, and the Chairperson has a deliberative vote.

45. **Disallowance of Vote**

A challenge to a right to vote at a General Meeting, Special General Meeting or Annual General Meeting:

- (a) may only be made at the meeting; and
- (b) must be determined by the Chairperson whose decision is final

46. **Proxy Voting**

A Member shall be entitled to appoint in writing a neutral person who need not be a Member of the Club to be his/her proxy, and attend and vote at any meeting of the Club.

47. **Giving of Club Notices**

The Club may give notice to any Member:

- (a) personally; or
- (b) by sending it by post to the address of the Member as notified to the Club or the alternative address (if any) nominated by the Member or
- (c) by sending it to the facsimile number or electronic address (if any) nominated by the Member.

Where the notice is sent by post, service of the notice shall be deemed to be effected if it is properly addressed and posted to the Member by ordinary prepaid mail

48. **Entitlement to Club Notices**

1. Notices of a General Meeting will be given in any manner authorised by the Rules to:
 - (a) the Club Members;
 - (b) the Committee Members;
 - (c) the auditor for the time being of the Club if required to be notified
2. No other person is entitled to receive notices of General Meetings.

49. **Minutes of All Meetings**

1. The Committee will cause minute books, or acceptable record, be that written or electronic, to be kept within the Club records within one month of:
 - (a) proceedings and resolutions of General Meetings and other meetings of Members; and
 - (b) proceedings and resolutions of Committee meetings; and
 - (c) resolutions passed by Committee Members without a meeting

2. 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 meeting.
3. Where minutes are entered and signed they shall until the contrary is provided 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.

50. By – Laws

1. The Tea Tree Gully Motocross Club Inc is governed by the Rules and Regulations as per the current Manual of Motorcycle Sport (GCR's) as issued by Motorcycling Australia Ltd and by the Rules and Regulations distributed by Motorcycling South Australia Inc that can not conflict with the GCR's
2. The GCR's pertaining to all riders licensing, officials, meetings and all other relevant criteria, are as set out in the above-mentioned manual
3. The Club has the power to introduce any such by-law that does not conflict with the MA GCR's or MSA Rules and Regulations that will further the objects of the Club

51. Registers

The Committee will cause the following Club register to be kept:

- (a) a register of Members

52. Patron

The Club in General Meeting may elect such person as it thinks fit as a Patron for two years.

53. Record of Amendments

Number

Details

Date

54. Honours and Privileges

The Committee may confer on any person whom it considers has performed meritorious service to the Club, whether as an officer or otherwise, such honours and privileges as it thinks appropriate in the circumstances.