



Adopted at AGM May 2017  
AGM

**The Constitution of  
Motorcycling Queensland  
(a company limited by guarantee)**

## Table of contents

<b>1</b>	<b>Name of company and corporate status</b> .....	<b>1</b>
	Name .....	1
	Corporate status .....	1
<b>2</b>	<b>Patrons</b> .....	<b>1</b>
	Current patrons .....	1
	Changing a patron .....	1
<b>3</b>	<b>Relationships with FIM and MA</b> .....	<b>1</b>
	Relationship with FIM .....	1
	Relationship with MA .....	1
	MQ constitution to be consistent with MA constitution.....	2
<b>4</b>	<b>MQ objectives, principles and powers</b> .....	<b>2</b>
	Sole purpose of MQ.....	2
	MQ objectives.....	2
	MQ principles .....	3
	Powers of MQ.....	4
	Authority to trade.....	4
<b>5</b>	<b>Structure and governance of MQ</b> .....	<b>4</b>
	MQ board .....	4
	Management .....	4
	MQ general council .....	4
	MQ regional councils .....	5
	MQ subcommittees .....	5
<b>6</b>	<b>Management of MQ</b> .....	<b>5</b>
	MQ general manager.....	5
	MQ staff.....	5
<b>7</b>	<b>Membership of MQ</b> .....	<b>6</b>
	Membership structure of MQ .....	6
	Single event competition licences .....	6
	Continuity of membership.....	6
	Becoming a MQ member.....	6
	MQ members' voting rights.....	7
	Obligations of all MQ members.....	7
	Obligations of MQ affiliated clubs .....	8
	MQ membership register .....	9
	Resignation of MQ membership.....	9
	Termination of MQ membership.....	9
<b>8</b>	<b>Affiliation with MQ</b> .....	<b>10</b>
	Existing affiliations.....	10
	Qualification for affiliation .....	10
	Application for affiliation.....	10
	Determination of applications for affiliation .....	10

	Continuity of affiliation.....	12
<b>9</b>	<b>MQ board .....</b>	<b>13</b>
	Composition of MQ board.....	13
	Existing directors .....	13
	Duties of directors .....	13
	MQ board member commitment to the MA Alliance .....	13
	Powers of the MQ board .....	14
	MQ board's power to delegate .....	14
	Rotation of elections of directors .....	14
	Election of directors .....	15
	Resignations of a director.....	15
	Grounds for the removal of directors.....	15
	Removal of directors .....	15
	Disciplinary action against removed director .....	16
	MQ board must continue to act .....	16
	Vacancies on the MQ board – elected directors .....	16
	Complaints against former directors .....	16
<b>10</b>	<b>MQ board meetings .....</b>	<b>17</b>
	MQ board to meet regularly.....	17
	Business of the MQ board .....	17
	Resolutions of the MQ board .....	17
	Quorum for MQ board meetings.....	17
	MQ board resolutions out of meetings .....	18
	The MQ board elects its own chair .....	18
<b>11</b>	<b>MQ general council .....</b>	<b>18</b>
	Composition of MQ general council .....	18
	Annual general meeting .....	18
	General meetings .....	19
	Notice of general meetings .....	19
	Special meetings of MQ general council .....	19
	Notice of special meetings of MQ general council .....	19
	Places for meetings of the MQ general council.....	20
	Chair of meetings of MQ general council .....	20
	Chair of AGM .....	20
<b>12</b>	<b>Resolutions generally .....</b>	<b>20</b>
	Ordinary resolutions.....	20
	Special resolutions.....	21
	No proxies.....	21
<b>13</b>	<b>Ballots other than elections.....</b>	<b>21</b>
	Resolutions by ballot .....	21
	Ballots for matters other than elections .....	21
<b>14</b>	<b>Elections by ballot .....</b>	<b>22</b>
	Elections must be conducted by ballot.....	22
	Nominations of candidates.....	22

	Persons not qualified for nomination.....	22
	Deemed election of candidates – insufficient nominations .....	22
	Election by ballot at AGM .....	23
	Elections by ballot .....	23
<b>15</b>	<b>MQ regional councils.....</b>	<b>24</b>
	MQ board to develop MQ regional councils .....	24
	Composition of MQ regional councils .....	24
	Objectives of MQ regional councils .....	24
<b>16</b>	<b>MQ panels &amp; subcommittees .....</b>	<b>25</b>
	Establishment of MQ panels & subcommittees .....	25
	MQ panels .....	25
	MQ subcommittees .....	25
	Appointment of panel members .....	25
	Appointment of MQ subcommittee members .....	26
	Resignation .....	26
	Objectives & purposes of MQ panels & subcommittees .....	26
	Governance principles for MQ subcommittees.....	26
	MQ panels & subcommittees are accountable to MQ board.....	26
	Meetings of MQ subcommittees .....	27
	Minutes to be promptly published to the MQ general manager .....	27
	Dismissal of MQ panel and MQ subcommittee members.....	27
	Disciplinary proceedings against MQ subcommittee members .....	28
	Vacancies on MQ panel & MQ subcommittees.....	28
	Disqualification from appointment .....	28
<b>17</b>	<b>MQ policies .....</b>	<b>29</b>
	Power to make MQ policies.....	29
	MA constitution and Manual of Motorcycle Sport.....	29
	Publication of MQ policies.....	29
	Objection to MQ policies .....	29
<b>18</b>	<b>Property of MQ .....</b>	<b>30</b>
	MA fees and charges .....	30
	MQ fees and charges .....	30
	Application of income and property.....	30
	Borrowing .....	31
	Liability of MQ members is limited.....	31
	Distribution of MQ property on winding up.....	31
<b>19</b>	<b>Accounts and records .....</b>	<b>31</b>
	MQ required to maintain records.....	31
	AGM to appoint auditor .....	31
	Accounts to be audited.....	32
	Availability of records to membership .....	32
<b>20</b>	<b>Execution of documents .....</b>	<b>32</b>
	Cheques and negotiable instruments.....	32
	Delegation for execution generally .....	32

<b>21</b>	<b>Conflicts of interest or duty</b> .....	<b>32</b>
	Directors must declare any conflict of interest or duty.....	32
	MQ panel & MQ subcommittee conflicts .....	33
<b>22</b>	<b>Discipline</b> .....	<b>34</b>
	Complaints.....	34
	Grounds for disciplinary action on complaint .....	34
	MQ board to consider the complaints from MQ members.....	34
	MQ board response to a complaint about individual MQ members.....	34
	MQ board response to complaint about a MQ affiliated club .....	35
	Process for imposition of penalties .....	35
	Disciplinary penalties.....	35
	Rights of appeal .....	36
	Judiciary committee .....	36
	Penalties a judiciary committee may impose .....	37
	No appeal from judiciary committee determination.....	37
	Procedural fairness for all disciplinary processes .....	37
	Rules of evidence do not apply .....	37
<b>23</b>	<b>Disputes</b> .....	<b>37</b>
	Mediation of a dispute .....	37
	Cooperation.....	37
<b>24</b>	<b>Changing this constitution</b> .....	<b>37</b>
	Regular review .....	37
	Amendments to be approved by special resolution.....	38
	Application of amendments to this MQ constitution .....	38
<b>25</b>	<b>Indemnities</b> .....	<b>38</b>
	MQ indemnity to directors .....	38
<b>26</b>	<b>Definitions and interpretation</b> .....	<b>39</b>
	Definitions .....	39
	Interpretation .....	41

## **1 Name of company and corporate status**

### **Name**

1.1 The name of the company is Motorcycling Queensland, referred to in this document as '**MQ**'.

### **Corporate status**

1.2 Motorcycling Queensland is a company, limited by guarantee, incorporated under the *Corporations Act 2001*.

1.2.1 The extent of MQ members' guarantee is stated in clause 18.5.

## **2 Patrons**

### **Current patrons**

2.1 The patrons of MQ under the constitution that this MQ constitution replaces will continue as patrons under this MQ constitution.

### **Changing a patron**

2.2 The MQ general council, by ordinary resolution, may appoint, remove or change any patron.

2.2.1 The MQ general council may appoint more than one patron.

## **3 Relationships with FIM and MA**

### **Relationship with FIM**

3.1 National bodies, affiliated with the FIM, that control and manage motorcycle sport in their respective nations constitute the FIM.

3.1.1 MA is the only Australian affiliate of the FIM.

3.1.2 The FIM governs and controls FIM sanctioned multi-national series, international series and world championship motorcycle sport.

### **Relationship with MA**

3.2 MQ and the other State Controlling Bodies (**SCBs**) constitute MA.

- MQ is the only Queensland affiliate of MA.
- The MA constitution recognises MQ as the only authorised SCB for Queensland.
- MA governs and controls MA sanctioned multi-state and inter-state series and Australian championship motorcycle sport and other MA sanctioned motorcycle events and activities.
- MQ governs and controls MQ sanctioned club, inter-club, open and Queensland championship motorcycle sport and other MQ sanctioned motorcycle events and activities.

3.2.1 The MQ board must appoint a suitable director (usually the president) to act as the MQ delegate on the MA council and must ensure that the delegate attends MA council meetings.

### **MQ constitution to be consistent with MA constitution**

3.3 This constitution, and the MQ policies, must be consistent with the MA constitution.

## **4 MQ objectives, principles and powers**

### **Sole purpose of MQ**

4.1 The sole purpose of MQ is to discharge the MQ objectives in accordance with the MQ principles.

### **MQ objectives**

4.2 The MQ objectives are all of the following:

- 4.2.1 To promote, regulate and administer MQ sanctioned motorcycle sport and other motorcycling activities conducted in Queensland.
- 4.2.2 To cooperate with MA to maximise the success of MA sanctioned multi-state or Australian championship motorcycle events conducted in Queensland.
- 4.2.3 To conduct, encourage, promote, advance, control and administer motorcycle sport and other motorcycling activities throughout Queensland in consultation with MA for the mutual benefit of MQ, MA, MQ members and motorcycling generally.
- 4.2.4 To constantly use best endeavours to regulate and administer all MQ sanctioned motorcycle sport and other motorcycling activities in a manner that seeks to achieve the following:
  - Maximise the safety of participants, officials, spectators and the public.
  - Ensure, to the maximum extent possible, that MQ sanctioned motorcycle sport is competitive, fair and fun.
  - Continual improvement of standards and quality of MQ sanctioned events.
- 4.2.5 To maintain and enhance the reputation of MQ, motorcycle sport and motorcycling generally by continually improving the standards and quality of MQ sanctioned events for the benefit of MQ members and motorcycling generally.
- 4.2.6 To promote mutual trust and confidence between MQ, MA and MQ members.
- 4.2.7 To promote the economic and sporting success, strength and stability of MQ, MA, each SCB and each MQ affiliated club and to act cooperatively and interdependently with each of these bodies.
- 4.2.8 To develop, use, protect and improve MQ intellectual property.
- 4.2.9 To collect, distribute and publish information in connection with motorcycling in Queensland.
- 4.2.10 To seek government, commercial and public recognition and support of MQ and MQ sanctioned events.

- 4.2.11 To assist with the development, management and regulation of MA sanctioned motorcycle sport and other motorcycling activities in Queensland consistently with the rules, policies and regulations of MA.
- 4.2.12 To seek, pursue and develop commercial arrangements that promote these MQ objectives.
- 4.2.13 To facilitate and manage the mediation or determination of disputes between MQ members.
- 4.2.14 To recognise and implement policies promulgated by MA including those in relation to sexual harassment, equal opportunity, equity, drugs in sport, health, safety, junior and senior programs, infectious diseases and other matters as arise from time to time as issues to be addressed in relation to MQ and MA sanctioned motorcycle events.
- 4.2.15 To select and support teams and squads to represent Queensland or MQ in Australian championships and international events.
- 4.2.16 To represent the interests of MQ members and of motorcycle sport and recreation generally in any appropriate public forum in Queensland.

#### **MQ principles**

- 4.3 MQ commits to each of the following principles:
  - 4.3.1 To always act lawfully in accordance with the laws applicable in Queensland.
  - 4.3.2 To recognise MA as the only Australian affiliate of the FIM.
  - 4.3.3 To actively participate as a member of MA.
  - 4.3.4 To always act on behalf of, and in the interests of, MQ members and motorcycling generally and refrain from any action or conduct that compromises the achievement of the MQ objectives.
  - 4.3.5 To apply the property, capacity and resources of MQ to achievement of the MQ objectives.
  - 4.3.6 To recognise any penalty validly imposed by MA under MA rules, policies and regulations or any other SCB under its rules, policies and regulations and facilitate the proper imposition of any such penalty, provided that penalty is not inconsistent with this MQ constitution or MQ policies.
  - 4.3.7 To always act in good faith.
  - 4.3.8 To have regard to the public interest in any decision or action taken in respect of the MQ objectives.
  - 4.3.9 To promote the interests of MA and all other SCBs that are consistent with the MQ objectives and MQ principles.
  - 4.3.10 To participate in a MA Federation Alliance in accordance with the terms of the MA Alliance Agreement to which MA and all other SCBs are party.



### **Powers of MQ**

- 4.4 MQ must do all that is reasonably necessary to realise the following and has the power under this MQ constitution to do so:
- The MQ objectives in accordance with the MQ principles.
  - Enabling MQ members to benefit from the realisation of the MQ objectives.
- 4.4.1 The development, regular review and update of MQ policies consistently with the Manual of Motorcycle Sport, the MQ objectives and the MQ principles, to govern the conduct of MA and MQ sanctioned motorcycle events in Queensland.
- 4.4.2 The development, regular review and update of a schedule of fees, charges, levies, fines or penalties and the like, to ensure the ongoing financial and economic viability of MQ.
- 4.4.3 Do all such acts and things, whether solely or in conjunction with any other person or persons, as may be considered incidental or conducive to the realisation of the MQ objectives in accordance with the MQ principles.

### **Authority to trade**

- 4.5 MQ is authorised to trade in accordance with the *Corporations Act 2001*, subject to compliance with the MQ objectives and the MQ principles.

## **5 Structure and governance of MQ**

### **MQ board**

- 5.1 The MQ board has overall responsibility to ensure MQ pursues MQ objectives in accordance with this constitution.
- 5.1.1 The MQ board is constituted as stated in clause 9.1.
- 5.1.2 The MQ affiliated clubs elect the elected directors as stated in part 14.

### **Management**

- 5.2 The MQ board appoints the MQ general manager.
- 5.2.1 The MQ general manager is accountable to the MQ board.
- 5.2.2 The MQ general manager is the secretary to the MQ board and is the MQ company secretary.
- 5.2.3 Other personnel employed by MQ are accountable to the MQ general manager.

### **MQ general council**

- 5.3 Up to two club delegates appointed by each MQ affiliated club constitute the MQ general council.
- 5.3.1 Club delegates to the MQ general council may be different from the club delegates to the relevant MQ regional council.

### **MQ regional councils**

- 5.4 Up to two club delegates, appointed by each MQ affiliated club in the relevant region, will constitute the regional council for that region.
  - 5.4.1 The MQ board determines the regions of MQ and which clubs constitute each region for the purposes of regional councils.
  - 5.4.2 The MQ board will determine, after consultation with MQ affiliated clubs, the operation of MQ regional councils.

### **MQ subcommittees**

- 5.5 The MQ board determines the scope of authority and the objectives of each MQ subcommittee.
  - 5.5.1 All MQ subcommittees are accountable to the MQ board.
  - 5.5.2 Each member of each MQ subcommittee is appointed by the MQ board as stated in part 16.

## **6 Management of MQ**

### **MQ general manager**

- 6.1 The MQ board must appoint a MQ general manager to perform the functions of the MQ general manager stated in this MQ constitution and any other functions and duties of the MQ general manager determined from time to time by the MQ board.
  - 6.1.1 The MQ board must ensure that, at all times, a person competent to perform the functions and duties of the MQ general manager is appointed to, or is acting in the role of the MQ general manager.
  - 6.1.2 The MQ general manager is the company secretary of MQ for the purposes of the *Corporations Act 2001* and any associated purposes.
  - 6.1.3 The MQ general manager is also the secretary to the MQ board and must attend, in person or by a delegate, all MQ board meetings.
  - 6.1.4 Decisions of the MQ general manager are subject to ratification by the MQ board. However, the MQ board may decline to ratify a decision of the MQ general manager only on the basis that the MQ general manager's decision was not consistent with the MQ objectives or the MQ principles.

### **MQ staff**

- 6.2 The MQ general manager will determine, from time to time, the number of staff, and their respective duties, to be employed by MQ having regard to the MQ objectives and the MQ principles.
  - 6.2.1 The MQ general manager must employ staff to the positions determined by the MQ general manager and must manage the performance of, and mentor, the employed MQ staff.
  - 6.2.2 The MQ general manager must keep the MQ board informed of all relevant staff performance issues.

## **7 Membership of MQ**

### **Membership structure of MQ**

- 7.1 MQ's membership structure is as follows:
- 7.1.1 MQ affiliated clubs are members of MQ and each MQ affiliated club is also, by virtue of MQ's affiliation with MA, a member of MA.
  - 7.1.2 Each individual financial member or individual life member of each MQ affiliated club is a member of MQ and is also a member of MA.
  - 7.1.1 In respect of persons who are not already members as stated in clause 7.1.2 any person or entity to whom MA issues a licence or to whom MQ or MA issues a permit is a member for the following periods:
    - In respect of a licence, the period during which the licence entitles the holder to participate in MQ-permitted or MA-permitted events.
    - In respect of a permit, from the issue of the permit to the conclusion of all administration of the event for which the permit is issued.
  - 7.1.2 Life members of MQ are members of both MQ and MA.

### **Single event competition licences**

- 7.2 Subject to clause 7.2.1, a person must be a member of a MQ affiliated club to qualify for a single event day competition licence.
- 7.2.1 If, purportedly on behalf of MQ, a MQ affiliated club issues a single event day competition licence to a person who is not a member of a MQ affiliated club that person is a member of MQ and a member of MA for the duration of the event or activity for which the licence is issued.

### **Continuity of membership**

- 7.3 Subject to any change effected by clause 7.1 or clause 7.2, all MQ members under the constitution that this MQ constitution replaces continue to be MQ members under this MQ constitution.

### **Becoming a MQ member**

- 7.4 The classes of membership stated in clause 7.1 become members of MQ as follows:
- 7.4.1 Clubs must be granted affiliation as stated in part 8 of this MQ constitution and maintain their affiliation as stated in the MQ constitution.
  - 7.4.2 Members of MQ affiliated clubs become members of MQ and members of MA by virtue of the relevant club being affiliated with MQ.
  - 7.4.3 A person mentioned in clause 7.1.1 or clause 7.2.1 becomes a member of MQ and of MA by MQ granting that person a licence or permit under the Manual of Motorcycle Sport and each is a member of MQ and of MA for the duration stated in clause 7.1.1 or clause 7.2.1 as relevant.
  - 7.4.4 Life members are appointed by special resolution of the MQ general council at any AGM.

### **MQ members' voting rights**

- 7.5 The voting rights of MQ members are the following:
- 7.5.1 At any meeting of the MQ general council or MQ regional council, only club delegates who personally attend any such meeting may vote.
  - 7.5.2 In any ballot conducted by the MQ board under part 13 or election by ballot conducted under part 14, each MQ affiliated club may register one vote.
  - 7.5.3 No other MQ member has any voting rights in MQ.
  - 7.5.4 No meeting of MQ may accept proxies.

### **Obligations of all MQ members**

- 7.6 Each MQ member acknowledges and agrees that membership of MQ constitutes a commitment to each of the following:
- 7.6.1 That this MQ constitution expresses the terms and conditions of a contract between each MQ member and MQ.
  - 7.6.2 That each MQ member must comply with each of the following:
    - He, she or it must conduct itself, himself or herself consistently with the MQ objectives and MQ principles and in accordance with all the provisions of this MQ constitution and MQ policies.
    - He, she or it must refrain from any action or conduct that is prejudicial to the MQ objectives and MQ principles or is inconsistent with the provisions of this MQ constitution.
  - 7.6.3 That each MQ member must comply with the MA constitution and with the Manual of Motorcycle Sport.
  - 7.6.4 That each MQ member must comply with determinations, resolutions and policies made by the MQ board in accordance with this constitution.
  - 7.6.5 Each MQ member must use his, her or its best endeavours to contribute the realisation of the MQ objectives in accordance with the MQ principles.
  - 7.6.6 Each MQ member must promptly pay any membership fees, affiliation fees, application fees, permit fees, insurance levies, penalties and any other fees and charges determined or imposed by the MQ board for services delivered by MQ and disciplinary decisions for which that member is liable in accordance with this MQ constitution.
  - 7.6.7 Each MQ member must promptly pay fees, charges and penalties, imposed by MA under the MA constitution or under the Manual of Motorcycle Sport, for which that member is liable.

### **Obligations of MQ affiliated clubs**

- 7.7 Each MQ affiliated club commits to each of the following:
- 7.7.1 It will ensure that its constitution complies with each of the following:
- It is consistent with this MQ constitution.
  - It must expressly recognise MQ as the sole governing body of motorcycle sport and other motorcycle activities conducted in Queensland by the relevant MQ affiliated club.
- 7.7.2 It must do each of the following in relation to communications from MQ:
- It must, at all times, maintain a valid postal address and a valid email address and email account for the receipt of notifications from MQ and must ensure the MQ general manager has those details.
  - It must promptly notify the MQ general manager in writing of any changes to either the club's postal address and email address after the change is made.
  - It must ensure that mail sent by MQ to the club's postal address and notices sent by MQ to the club's email address are presented to the next club committee meeting.
- 7.7.3 It must actively participate in MQ as follows:
- Consider at the club's committee meetings and any general or special meetings of the club any mail, email or other electronic notices from MQ and consider, formulate and send to the MQ general manager any necessary response to MQ.
  - Consider any ballot papers from MQ and use its best endeavours to complete and return the ballot papers to the MQ general manager as required by this MQ constitution or in accordance with the conditions of any ballot conducted under clause 13.2.
  - Respond to any notice, survey or ballot from MQ requesting a response.
- 7.7.4 It must, at each of the club's AGMs, appoint two club delegates to each of the MQ general council and to the MQ relevant regional council and must promptly notify the MQ general manager of the identity and contact details of each appointed club delegate. Club delegates must be members of MQ at the time of his or her appointment and during all MQ general council or MQ regional council meetings but one need not be a members of the MQ affiliated club for whom he or she is a delegate.
- 7.7.5 It must use its best endeavours to ensure that each of its club delegates attend each meeting of the MQ general council and the relevant MQ regional council and if delegates cannot attend, the MQ affiliated club must notify the MQ general manager at least 12 hours before the relevant meeting of the anticipated non-attendance.

- 7.7.6 It must maintain an accurate record of the names, addresses and contact details of each of its financial members and must make that register available to MQ on the MQ general manager making a request for the register.

#### **MQ membership register**

- 7.8 The MQ board must ensure that that the MQ general manager maintains an accurate and current register of all annual members of MQ, based on the membership registers maintained by MQ affiliated clubs under clause 7.7.6 and on the basis of all licences issued by MQ under the Manual of Motorcycle Sport.

#### **Resignation of MQ membership**

- 7.9 A MQ member mentioned in clauses 7.1.1 (MQ affiliated clubs) and 7.1.2 (MQ life members) may terminate its, his or her MQ membership by notifying the MQ board in writing in accordance with each of the following:

- The notice must be given to the MQ general manager for presentation to the MQ board.
- The notice must state the date of termination of MQ membership and that date must be at least 30 days after the person who resigns gives the notice to the MQ general manager.
- The notice must state the reasons for the resignation.

7.9.1 A notice that does not strictly comply with clause 7.9 is not valid.

7.9.2 The MQ membership of each member of an MQ affiliated club that resigns its membership of MQ in accordance with this clause 7.9 is terminated upon the resignation of the club from MQ membership becoming effective.

7.9.3 A member mentioned in clause 7.1.2 may only resign his or her membership of MQ by resigning his or her membership of the all MQ affiliated clubs of which he or she is a member in accordance with the constitution of the relevant MQ affiliated club or clubs.

#### **Termination of MQ membership**

- 7.10 Subject to clause 7.9.2, MQ membership may be terminated as follows:

7.10.1 Subject to a MQ member making arrangements, acceptable to the MQ board for late payment under clause 8.5, MQ membership lapses for failure to pay, by the date for payment, any money to MQ required under this MQ constitution to maintain MQ membership.

7.10.2 By the initiation of a complaint under clause 22.1 and the MQ board determining that the appropriate penalty is the termination of MQ membership, subject to that MQ member's rights of appeal under part 22.

## **8 Affiliation with MQ**

### **Existing affiliations**

- 8.1 All clubs affiliated under the constitution of MQ replaced by this MQ constitution continue to be affiliated with MQ under this constitution.

### **Qualification for affiliation**

- 8.2 A club is qualified for affiliation with MQ if all of the following apply:
- 8.2.1 The club conducts motorcycle, sidecar or quad sporting or other motorcycle events and activities.
  - 8.2.2 The club must be incorporated under the *Associated Incorporation Act 1981 (Qld)* or incorporated under the *Corporations Act 2001 (Cth)* as a not-for-profit company.
  - 8.2.3 The club must ensure that its constitution is consistent with this MQ constitution.

### **Application for affiliation**

- 8.3 A club that is qualified under clause 8.2 may apply to the MQ general manager for affiliation with MQ. An application for affiliation must comply with each of the following:
- 8.3.1 The application must be in writing and must be delivered to the MQ general manager.
  - 8.3.2 The application must be accompanied by each of the following:
    - A copy of the club's constitution.
    - Sufficient evidence of the club's incorporation and compliance with the legislation under which it is incorporated.
    - Identification of the club's delegates to be appointed to represent the club on, respectively, the MQ general council and the relevant MQ regional council and the contact details for those proposed club delegates.
    - The affiliation fee.
    - Any other matter required under any MQ policy.

### **Determination of applications for affiliation**

- 8.4 The application for affiliation under clause 8.3 will be presented to the next MQ board meeting after receipt of that application and will be noted in the MQ board minutes for that meeting.
- 8.4.1 Promptly after the MQ board meeting at which the application for affiliation is noted in the relevant minutes, the MQ general manager must notify, in writing, all MQ affiliated clubs of the application for affiliation and request the submissions, in writing, within the time stated in the notice (which must be no less than 3 calendar weeks after the date of the notice) of any objections from any MQ member to the MQ board accepting the application for affiliation.

- 8.4.2 Any MQ member may submit a written objection to an application for affiliation. A valid objection must state valid grounds for the objection. Valid grounds for objection to an application for affiliation are limited to the following:
- There is credible evidence that the applicant club will not comply with this MQ constitution, the MA constitution or the Manual of Motorcycle Sport.
  - Members of the applicant club are not fit and proper persons to be members of MQ having regard to the provisions of this MQ constitution.
  - Affiliation of the applicant club will be detrimental to the viability of an existing MQ affiliated club.
  - Affiliation of the applicant club will be detrimental to the MQ objectives or contrary to the MQ principles.
- 8.4.3 At the MQ board meeting held immediately after the expiry of the time for making objections determined under clause 8.4.1, the MQ board must consider any objection received by the MQ general manager and determine whether each objection is a valid objection to affiliation by reference to clause 8.4.2. If the MQ board determines that the MQ general manager has received no valid objection to the application for affiliation the MQ board must resolve whether to accept or reject the application and each of the following apply:
- If the MQ board resolves to accept the application for affiliation, the MQ board must require the MQ general manager to promptly notify the applicant club that the application for affiliation is accepted and the date upon which the affiliation becomes effective.
  - If the MQ board resolves to reject the application for affiliation, the MQ board must require the MQ general manager to promptly notify the applicant club that the application for affiliation is rejected and the reasons for the rejection.
- 8.4.4 If the MQ board resolves that any objection is valid under clause 8.4.2, the MQ general manager must notify the applicant for MQ affiliation of all valid objections and the MQ board may then resolve to determine the application for affiliation by any of the following methods:
- The MQ board may seek to resolve any valid objections by mediating the valid objectors and the applicant for MQ affiliation and, if the valid objections are resolved, the MQ board may then determine the application for MQ affiliation at the next MQ board meeting under clause 8.4.4 consistently with the resolution of the valid objections.
  - The MQ board may resolve to conduct a ballot of all MQ affiliated clubs under part 13 to determine the application for affiliation by ordinary resolution.



- The MQ board may resolve to refer to the application for affiliation to next meeting of the MQ general council for determination by ordinary resolution.
- 8.4.5 If the MQ board resolves to refer any application for MQ affiliation to a ballot conducted under part 13, each of the following apply:
- The MQ general manager must request the applicant for MQ affiliation to deliver written submissions in support of its application within 3 calendar weeks after the MQ general manager makes that request.
  - The MQ general manager must send the submissions from the applicant for MQ affiliation and the valid objections to MQ affiliated clubs with the ballot papers.
- 8.4.6 If the MQ board resolves to refer the application for MQ affiliation to a MQ general council meeting, each of the following applies:
- The MQ general manager must notify the applicant club of the time and the place of the MQ general council meeting at which the MQ general council meeting will be convened and must invite representatives of the applicant club to attend and make written and/or oral submissions to that MQ general council meeting or to make a written submission to be considered at that meeting.
  - The MQ general council meeting must consider at the meeting all written submissions delivered to the MQ general manager and oral submissions made at the meeting in respect of the application for affiliation from the applicant club.
  - The MQ general council must determine the application for affiliation by ordinary resolution.
- 8.4.7 Promptly after the MQ general council meeting mentioned in clause 8.4.6, the MQ general manager must notify the applicant club in writing of the MQ general council's determination of the application for affiliation.
- 8.4.8 If an application for affiliation is rejected under this clause 8.4, MQ must promptly return or refund the affiliation fee.

#### **Continuity of affiliation**

- 8.5 Each MQ affiliated club must promptly pay the annual affiliation fee at the time for payment and in the amount determined by the MQ board from time to time.
- 8.5.1 If an MQ affiliated club fails to pay an annual affiliation fee in accordance with clause 8.5, that failure may be dealt with by the MQ board as follows:
- The MQ general manager may make arrangements, suitable to the MQ board, for the relevant MQ affiliated club to pay arrears.
  - If no satisfactory arrangement can be made, the MQ board may initiate a complaint against the relevant MQ affiliated club under clause 22.1.1.

## **9 MQ board**

### **Composition of MQ board**

9.1 The MQ board is constituted by the following directors:

- 5 elected directors.
- Up to 3 independent non-elected directors who may be appointed by the elected directors as stated in clause 5.1.1.

9.1.1 Each elected director must be a member of MQ at the time of his or her nomination for election and must maintain that membership throughout the director's term on the MQ board.

### **Existing directors**

9.2 Subject to clause 9.7, elected directors under the constitution that this MQ constitution replaces will continue as directors under this MQ constitution.

9.2.1 From the date MQ adopts this MQ constitution, all continuing directors as stated in clause 9.2 will be subject to the provisions of this MQ constitution and the replaced constitution will be vacated.

### **Duties of directors**

9.3 MQ directors owe MQ the following duties:

- 9.3.1 To comply with the *Corporations Act 2001*.
- 9.3.2 To act in the interests of the whole of MQ at all times, but having regard to the interests of MA.
- 9.3.3 To enhance the reputation of MQ with the Queensland community and government.
- 9.3.4 To comply with the MA constitution and the Manual of Motorcycle Sport,
- 9.3.5 To support, and not compromise, the integrity of all MQ board resolutions.
- 9.3.6 To promptly declare any conflict of interest.

### **MQ board member commitment to the MA Alliance**

9.4 Each MQ board member must formally acknowledge and agree the following:

- He or she represents the interests of all MQ members, but in accordance with the MA Alliance Agreement.
- The interests of MQ members are concurrent with Best-for-Motorcycling as defined in the MA alliance agreement and that MQ board decisions must be made on a Best-for Motorcycling basis.
- The MA Alliance requires that MQ must conduct its operations consistently with the operations of all other SCBs and MA and that any local deviations must be first approved by the Alliance leadership Team under the MA Alliance Agreement.
- In respect of MQ projects, each MQ board member must act on a Best-for-Motorcycling basis and must take into account the interests of all other SCBs and MA.

- He or she must refrain from any action that puts MQ in breach of the MA Alliance Agreement.
- 9.4.1 These commitments are subject to the requirement that at all times an MA director is bound to act in accordance with the law.

#### **Powers of the MQ board**

- 9.5 The MQ board has power to make a resolution about any of the following:
- 9.5.1 Any matter expressly stated in this MQ constitution as being the responsibility of the MQ board.
  - 9.5.2 Any matter related to, or arising out of, this MQ constitution that is not expressly stated to be the responsibility of the MQ general council or a MQ regional council.
  - 9.5.3 Any matter in relation to motorcycle sport or motorcycle activities in Queensland stated to be the responsibility of a SCB under the Manual of Motorcycle Sport.
  - 9.5.4 Any matter, whether in respect of policy, finances, management or operations necessary to pursue the MQ objectives in accordance with the MQ principles except those matters expressly stated in this MQ constitution to be the responsibility of the MQ general council or a MQ regional council.

#### **MQ board's power to delegate**

- 9.6 Subject to part 20, the MQ board may delegate, to an individual or to a subcommittee, the investigation or management of any matter for which the MQ board is responsible.
- 9.6.1 The MQ board must prescribe, by resolution properly minuted, the ambit of authority and the task to be performed by any delegate of the MQ board.
  - 9.6.2 The MQ board may, by resolution properly minuted, and by promptly notifying the delegate of the revocation, revoke any delegation at any time.
  - 9.6.3 The MQ board must not delegate the power to delegate granted by this clause 9.6.
  - 9.6.4 The individual or subcommittee to which any power is delegated must not further delegate that power.

#### **Rotation of elections of directors**

- 9.7 Each elected director will be elected for a term that commences on the election of that director and expires on the commencement of the second AGM after the AGM at which the director was elected.
- 9.7.1 At the 2018 AGM, 2 of the positions of elected directors elected at the 2016 AGM will be subject to an election and then again at the 2020 AGM and so on<sup>1</sup>.

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<sup>1</sup> The other board position that was subject to election at the 2016 AGM will be redundant because of the change to the board composition effected by the amendments to clause 9.1 adopted by the MQ general council at the meeting held in conjunction with the 2017 AGM.

- 9.7.2 At the 2019 AGM, 3 of the positions of the elected directors elected at the 2017 AGM will be subject to election and then again at the 2021 AGM and so on<sup>2</sup>.

#### **Election of directors**

- 9.8 Directors must be nominated and elected in accordance with part 14.

#### **Resignations of a director**

- 9.9 A director may resign his or her position by giving written notice of the resignation, stating the future date on which the resignation is to take effect, to the chair of the MQ board and the MQ general manager.

#### **Grounds for the removal of directors**

- 9.10 The grounds for the removal of a director include the following:
- 9.10.1 The director dies or loses legal capacity.
  - 9.10.2 The director is declared bankrupt.
  - 9.10.3 The director breaches any duty stated in clause 9.3.
  - 9.10.4 The director resigns under clause 9.9.
  - 9.10.5 The director does something that damages the reputation of MQ with the community or with government.
  - 9.10.6 The director fails to declare a material conflict of interest.
  - 9.10.7 The director's membership of MQ is suspended or terminated.
  - 9.10.8 The director commits a substantial breach of the Manual of Motorcycle Sport.
  - 9.10.9 The director is prohibited under the *Corporations Act 2001* from holding a position as a director.

#### **Removal of directors**

- 9.11 If any MQ member makes a written complaint to the MQ board that a current director has acted in a way that constitutes a ground for removal stated in clause 9.10, the MQ board, excluding the director about whom the complaint was made, must act as follows:
- 9.11.1 It may seek evidence from any source in respect of the complaint.
  - 9.11.2 It must promptly inform the director about whom the complaint was made, of the complaint and any evidence obtained ancillary to the complaint.
  - 9.11.3 It may, by resolution made by two-thirds majority of the other directors, suspend the director about whom the complaint was made.
  - 9.11.4 It must require the MQ general manager to, within 14 days of receiving the complaint mentioned in clause 9.11, give notice to MQ affiliated clubs and to the director about whom the complaint was made that a MQ general council meeting

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<sup>2</sup> The other board position that was subject to election at the 2017 AGM will be redundant because of the change to the board composition effected by the amendments to clause 9.1 adopted by the MQ general council at the meeting held in conjunction with the 2017 AGM.

will be convened, no earlier than 2 calendar months after giving the notice, to determine a motion to dismiss the director.

- 9.11.5 After the director about whom the complaint was made has presented his or her submission to the MQ general council at the meeting convened by notice as stated in clause 9.11.5, the MQ general council may remove the director by ordinary resolution.

#### **Disciplinary action against removed director**

- 9.12 If the MQ general council makes a resolution to remove a director under clause 9.11.5 and the MQ board further determines that the conduct of the director that caused his or her removal from the MQ board is serious enough to potentially warrant a further penalty, the MQ board may appoint a judiciary committee under clause 22.9 to hear evidence about the removed director's conduct and to determine whether any further penalty is to be imposed.

#### **MQ board must continue to act**

- 9.13 If a director resigns under clause 9.9 or is removed under clause 9.11, the remainder of the MQ board must continue to act as the MQ board until the vacancy is filled in accordance with clause 9.14.

#### **Vacancies on the MQ board – elected directors**

- 9.14 Vacancies on the MQ board will be filled as follows:
- The board will appoint a suitable MQ member to the board to fill any vacancy created by the resignation or removal of an elected director.
  - If the vacancy has been created by the resignation or removal of the chair or vice-chair, the remaining directors will choose, by ordinary resolution, an elected director from their number, or the new appointee, to be the chair or vice-chair, as relevant.
- 9.14.1 A MQ member appointed a director to fill a vacancy on the board will complete the term of the director that appointee replaces.

#### **Complaints against former directors**

- 9.15 If any MQ member makes a written complaint to the MQ board that a former director has, after the adoption of this MQ constitution, acted in a way that would constitute a ground for removal stated in clause 9.10, the MQ board may seek evidence from any source in respect of the complaint.
- 9.15.1 If the MQ board determines that the former director engaged in conduct after the adoption of this MQ constitution that potentially warrants the imposition of penalties under this MQ constitution, the MQ board may appoint a judiciary committee under clause 22.9 to hear evidence about that former director's conduct and to determine whether any penalties are to be imposed under this MQ constitution.

## **10 MQ board meetings**

### **MQ board to meet regularly**

10.1 The MQ board must meet regularly and, in any case, not less than 11 times per calendar year, for formal MQ board meetings.

10.1.1 Each director must attend all MQ board meetings and MQ general council meetings unless the director has a valid excuse for not attending, having regard to the place and time at which the MQ board meeting or MQ general council meeting is held and the director's work, family and other commitments.

### **Business of the MQ board**

10.2 The business of the MQ board includes the following:

10.2.1 To make any resolution necessary to achieve the MQ objectives in accordance with the MQ principles, except in respect of those matters for which this MQ constitution prescribes another process for resolving those matters.

10.2.2 To employ the MQ general manager and oversee the MQ general manager's performance.

10.2.3 To determine any delegations in respect of signing cheques, other negotiable instruments and contract documents committing MQ to obligations.

10.2.4 To receive, consider or request any further information and make any necessary resolutions in respect of financial and operational reports from the MQ general manager.

10.2.5 To consider and make any necessary resolutions in respect of the resolutions made by the MQ general council.

10.2.6 To consider and make any necessary resolutions in respect of the minutes of MQ subcommittees.

10.2.7 To make any necessary resolutions in respect of contracts with any external party or government.

10.2.8 To manage the resolution of disputes between MQ members.

10.2.9 To conduct or establish processes for conducting disciplinary proceedings, and appeal from disciplinary proceedings under part 22.

### **Resolutions of the MQ board**

10.3 Subject to the requirements for a quorum stated in clauses 10.4 and 10.5, the MQ board may make a resolution about any matter for which the MQ board is responsible under this MQ constitution by ordinary resolution.

### **Quorum for MQ board meetings**

10.4 4 directors present at a MQ board meeting constitute a quorum.

10.4.1 An MQ board meeting must be quorate to make valid resolutions.

10.4.2 At least 4 directors must vote, or expressly abstain from voting, on any motion for resolution at a formal MQ board meeting for the MQ board resolution to be valid.

### **MQ board resolutions out of meetings**

- 10.5 The MQ board may, outside formal MQ board meetings, carry a resolution by flying minute circulated by email or other online system.
- 10.5.1 At least 4 directors must vote, or expressly abstain from voting, on any MQ board resolution proposed by flying minute for the resolution to be valid.

### **The MQ board elects its own chair**

- 10.6 At the MQ board meeting immediately following any AGM, or immediately after a chair resigns, the elected MQ board members must elect the chair who will act as president of MQ during his or her time as chair of the MQ board.
- 10.6.1 The elected directors must also elect a vice-chair of the MQ board to chair meetings not attended by the chair of the MQ board.

## **11 MQ general council**

### **Composition of MQ general council**

- 11.1 The MQ general council is composed of up to 2 delegates from any MQ affiliated club who personally attend the relevant MQ general council meeting.
- 11.1.1 Any MQ member may attend any MQ general council meeting, but only club delegates who attend may vote at those meetings.
- 11.1.2 Any director chairing the meeting, who is not a club delegate, may only cast a vote to resolve a deadlock on a motion for an ordinary resolution as stated in clause 12.1.1.
- 11.1.3 15 or more club delegates must personally attend a MQ general council meeting to form a quorum.
- 11.1.4 Any director attending a MQ general council meeting may vote only as a club delegate and not as a director.
- 11.1.5 An inquorate MQ general council meeting cannot make any valid resolutions.

### **Annual general meeting**

- 11.2 The AGM must be convened annually on a date not later than 31 May.
- 11.2.1 The business that must be transacted at the AGM is the following:
- To receive the minutes of the previous AGM.
  - To receive the MQ annual report.
  - To appoint an auditor for the next MQ financial year.
  - To receive the results of the ballot for all positions subject to election at that AGM.
  - To elect new life members from properly nominated candidates.
  - To debate and vote on any motions for the advancement of the MQ objectives in accordance with the MQ principles.

- To debate and vote on any motions for the improvement of MQ policy, management and operations.

11.2.2 An AGM must not transact any business not noted on the agenda for that AGM.

11.2.3 However, a special meeting of the MQ general council may be convened either immediately before or after the AGM to consider motions other than those stated in clause 11.2.1.

### **General meetings**

11.3 MQ must convene a general meeting of the MQ general council approximately 6 months after the AGM.

### **Notice of general meetings**

11.4 The MQ general manager must request from MQ affiliated clubs, at least 8 calendar weeks before the anticipated time for any AGM, and the other half-yearly general meeting of the MQ general council any motions any MQ affiliated club wishes to propose or any agenda item any MQ affiliated club wishes to be discussed or debated at the relevant meeting.

11.4.1 MQ affiliated clubs must propose any motions or agenda items within 4 calendar weeks after the date of the MQ general manager's request under clause 11.4. Any proposals for motions or agenda items received after that time will be invalid and will not be considered at the relevant meeting.

11.4.2 The MQ general manager must send each MQ affiliated club the following at least 3 calendar weeks before the date appointed for any AGM or other meeting of the MQ general council:

- A notice of meeting stating the time and the place at which the meeting will be convened.
- A notice of all motions to be debated and put to a vote at the relevant meeting.
- An agenda stating all business to be transacted at the relevant meeting.

### **Special meetings of MQ general council**

11.5 The chair of the MQ board may, at any time, convene a special meeting of the MQ general council. If the chair of the MQ board does so, the MQ general manager must give a notice of the special general meeting in accordance with clause 11.6.

### **Notice of special meetings of MQ general council**

11.6 In respect of a special meeting of the MQ general council convened by the chair of the MQ board under clause 11.5, the MQ general manager must send to each MQ affiliated club a notice of the meeting with an agenda at least 2 calendar weeks before the date appointed by the president for the special meeting.

11.6.1 A special meeting of the MQ general council convened under 11.6 will be held at a venue determined by the MQ board.



### **Places for meetings of the MQ general council**

- 11.7 To the extent reasonably possible and having regard to the expense, the regular annual general meeting of the MQ general council, other than the AGM, will be rotated among the southern, central and northern regions of MQ.

### **Chair of meetings of MQ general council**

- 11.8 Each meeting of the MQ general council, except the AGM, will be chaired as follows:
- 11.8.1 If the chair of the MQ board attends the meeting, the chair of the MQ board will chair the meeting.
- 11.8.2 If the chair of the MQ board does not attend the meeting, and the vice-chair of the MQ board attends the meeting, the vice-chair of the MQ board will chair the meeting.
- 11.8.3 If neither the chair of the MQ board nor the vice- chair of the MQ board attend the meeting, the meeting will be chaired by another director appointed by the MQ board.

### **Chair of AGM**

- 11.9 Each AGM will be chaired as follows:
- 11.9.1 If the chair of the MQ board is subject to election at that AGM, another director appointed by the MQ board will chair the meeting until the ballot is declared, and if the current chair of the MQ board is re-elected, the continuing chair of the MQ board will chair the balance of the meeting. If the chair of the MQ board is not re-elected, the person who commences chairing the meeting will chair the meeting to its close.
- 11.9.2 If the current chair of the MQ board is not subject to election at that AGM, the chair of the MQ board, or his or her nominee from the directors who are not subject to election at that AGM will chair the meeting.

## **12 Resolutions generally**

### **Ordinary resolutions**

- 12.1 Any resolution not required by this MQ constitution to be a special resolution, will be determined by ordinary resolution as follows:
- 12.1.1 In respect of meetings of the MQ board, MQ general council or any MQ regional council, each of the following apply:
- An ordinary resolution will be made by simple majority of the people eligible to vote at the meeting and who attend the relevant meeting.
  - If exactly 50% of the eligible voters attending the meeting vote for a motion at that meeting and exactly 50% vote against the motion, the deadlock will be resolved by the vote of the chairperson of the relevant meeting even if the chairman has no other voting rights at the meeting.
- 12.1.2 In respect of motions proposed by the MQ board by ballot to MQ affiliated clubs, each of the following apply:

- An ordinary resolution will be made by simple majority of the ballots received, in accordance with the terms of the ballot, by the MQ general manager.
- If exactly 50% of the ballots received by the MQ general manager, in accordance with the terms of the ballot, are cast in favour of the motion and exactly 50% of the cast against the motion, the motion is defeated.

### **Special resolutions**

- 12.2 Any resolution required by this MQ constitution to be a special resolution must be carried by a majority of 75% or more as follows:
- 12.2.1 In respect of meetings of the MQ general council or of any MQ regional council a special resolution will be made by at least 75% of those eligible to vote, and attending the relevant meeting, voting in favour of the relevant motion.
- 12.2.2 In respect of motions proposed by the MQ board by ballot to MQ affiliated clubs, a special resolution will be made by 75% or more of the ballots returned being in favour of the relevant motion.

### **No proxies**

- 12.3 No proxies from any person entitled to vote at any meeting of the MQ general council will be accepted at any meeting of the MQ general council.

## **13 Ballots other than elections**

### **Resolutions by ballot**

- 13.1 The MQ board may resolve to determine any matter, that is otherwise a matter for the MQ general council, by a ballot of all MQ affiliated clubs.

### **Ballots for matters other than elections**

- 13.2 In respect of ballots mentioned in clause 13.1, the MQ board may determine the following:
- The motion or motions to be subject to resolution by ballot.
  - The conditions to be applied to the ballot, having regard to each MQ affiliated club being given a reasonable opportunity to participate in the ballot.
- 13.2.1 The result of any ballot conducted under this clause 13.2 will only be valid and effective if no less than 15 MQ affiliated clubs return valid completed ballot papers in accordance with the conditions for the ballot set by the MQ board.
- 13.2.2 If a ballot is invalid under clause 13.2.1 the MQ board may determine to conduct another ballot or refer the matter to the next MQ general council meeting for resolution.

## **14 Elections by ballot**

### **Elections must be conducted by ballot**

- 14.1 Elections for the following positions must be conducted by ballot in accordance with this part 14:
- 14.1.1 Elections for all elected directors' positions.
  - 14.1.2 Elections of any other elected position created in accordance with this MQ constitution.

### **Nominations of candidates**

- 14.2 Subject to clause 14.3, the nomination of a MQ member as a candidate for election as a director must be made as follows:
- 14.2.1 The nomination must be made writing by the club president or secretary of a MQ affiliated club of which the nominee is a financial or life member.
  - 14.2.2 The written nomination must be delivered to the MQ general manager not less than 6 calendar weeks before the date appointed for the relevant AGM.
  - 14.2.3 The nominee must consent to the nomination.

### **Persons not qualified for nomination**

- 14.3 None of the following MQ members may be nominated under clause 14.2:
- 14.3.1 Any MQ member who has been removed as a director under clause 9.11.5 within 3 years before the AGM at which the ballot for the election will be declared.
  - 14.3.2 Any MQ member who has been dismissed from a MQ subcommittee within 3 years before the AGM at which the ballot for the election will be declared.
  - 14.3.3 Any MQ member who is currently subject to disciplinary proceedings commenced under part 22 including any appeal to a judiciary committee.
  - 14.3.4 Any MQ member who is subject to any penalty imposed under part 22 involving a prohibition on that person holding an elected position within MQ.
  - 14.3.5 A member mentioned in clause 7.1.1 or clause 7.2.1.

### **Deemed election of candidates – insufficient nominations**

- 14.4 If the MQ general manager does not receive a sufficient number of formal nominations under clause 14.2 for the available positions on the MQ board each of the following applies:
- 14.4.1 The nominees in respect of whom formal nominations were made in accordance with clause 14.2 will be deemed elected to the positions for which they were nominated.
  - 14.4.2 Further casual nominations may be made orally from the floor of the AGM, but the nominee must consent to the casual nomination either orally at the AGM or, if the nominee is not present at the AGM, the nominator may table at the AGM a written consent to the nomination from the nominee or the MQ general manager, or his or her delegate, may seek an oral acceptance for the casual nominee by phone.

- 14.4.3 If the number of casual nominations received orally at the AGM is less than, or equal to, the remaining available positions on the MQ board, the casual nominees will be deemed elected to the positions for which they were nominated.

#### **Election by ballot at AGM**

- 14.5 If the number of casual nominations received orally at the AGM under clause 14.4.2 is more than the remaining available positions on the MQ board, a ballot of the casual nominees must be conducted at the AGM, on a 'first past the post' basis, to determine which casual nominees are elected to the positions for which they were nominated.

#### **Elections by ballot**

- 14.6 If the number of formal nominations received by the MQ general manager under clause 14.2 exceeds the available positions on the MQ board a ballot of those formal nominees must be conducted as follows:
- 14.6.1 The MQ general manager must, on or before the day that is 1 calendar month before the date appointed for the AGM, send a ballot paper, or an electronic link to a ballot paper, to each MQ affiliated club setting out the name of each candidate and attaching statements received from any candidate.
- 14.6.2 Each MQ affiliated club may submit one vote, respectively for each of any election of directors by indicating that club's preference for candidates on a numerical basis from 1 to the number of candidates on the relevant ballot paper, with '1' being the highest preference and the highest number being the lowest preference. A ballot submitted by a club that does not comply with this requirement is invalid.
- 14.6.3 The MQ general manager must receive a completed ballot paper on or before midnight on the 5<sup>th</sup> business day before the date appointed for the AGM to be counted in the election. Ballots received after that time will not be counted in the election.
- 14.6.4 The MQ general manager, assisted and monitored by the MQ auditor appointed at the last AGM, must count all the valid votes. The winners will be determined as follows:
- Where only one position is subject to election, the winner will be the candidate who has the highest number of votes on a 'first past the post' basis.
  - Where more than one position is subject to election, the first winner will be the candidate who has the highest number of votes on a 'first past the post' basis, the next winner will be the candidate who has the next highest number of votes and so on until all the positions subject to election have been filled.
  - If there are insufficient candidates to fill all the positions that are subject to election, then the candidates will be deemed elected and nominations for the unfilled positions will be called in accordance with clause 14.4.

- If the vote is a tie for any position where one candidate is an incumbent and the other is not, then the incumbent is elected.
- If the vote is a tie and neither of the tied candidates is an incumbent, then the winner will be determined by a coin toss.

14.6.5 The MQ general manager will declare the results of any ballot for elections conducted under this clause 14.6 at the AGM. Despite clause 19.1, the MQ general manager must destroy or securely delete all ballot papers promptly after the AGM.

## **15 MQ regional councils**

### **MQ board to develop MQ regional councils**

15.1 The MQ board will, in consultation with MQ affiliated clubs, work towards developing structures, processes and procedures to form, under this part 15, MQ regional councils to pursue the objectives stated in clause 15.3.

15.1.1 The operation of MQ regional councils will be prescribed by MQ policies.

### **Composition of MQ regional councils**

15.2 Each MQ regional council is composed of up to 2 delegates from any MQ affiliated club from the relevant MQ region who personally attend the relevant MQ regional council meeting.

15.2.1 Subject to clause 15.2.2, the MQ board will determine the MQ affiliated clubs that constitute each region.

15.2.2 A MQ affiliated club that, because of its location, considers that it could be one region or another may submit its preference for that club's allocation to a particular region and the MQ board must take that submission into account when determining the allocation of that club to a region.

### **Objectives of MQ regional councils**

15.3 The objectives of each MQ regional council will include the following:

15.3.1 To discuss ways in which MQ affiliated clubs in the region can better cooperate to further the interests of the respective MQ affiliated clubs.

15.3.2 To discuss and formulate ways to increase land available for MQ motorcycle sport and recreation and to increase the number of, and quality of, venues available for MQ motorcycle sport and other motorcycling events.

15.3.3 To formulate ways in which MQ affiliated clubs in the region can share resources; e.g. knowledge and experience, venue management and commercial opportunities, officials, venues, plant and equipment, volunteers, professional expertise etc.

15.3.4 To formulate a more cooperative and coherent relationship between MQ affiliated clubs in the region with all local authorities and state government agencies.

15.3.5 To better coordinate applications for grant funding for the development and improvement of venues for motorcycle sport and other motorcycling events.

- 15.3.6 To better coordinate approaches to sponsors and the value delivered to sponsors.
- 15.3.7 To formulate motions and proposals to be put to MQ general council meetings.
- 15.3.8 To formulate proposals to MQ for MQ support and assistance in respect of any of these matters.

## **16 MQ panels & subcommittees**

### **Establishment of MQ panels & subcommittees**

- 16.1 The MQ board may, at any time by ordinary resolution, do the following:
  - 16.1.1 Establish a MQ panel or subcommittee for any purpose consistent with the MQ objectives or to comply with the MQ principles.
  - 16.1.2 Prescribe the ambit of authority for MQ panel members and MQ subcommittees including any matter that a MQ panel member or subcommittee on which a resolution may be made that does not require ratification by the MQ board; eg competitor grading.

### **MQ panels**

- 16.2 A MQ panel will be constituted by MQ individual members appointed by the MQ board to whom the MQ board may delegate specific tasks consistent with MQ objectives and MQ principles.
  - 16.2.1 MQ panels will not usually be required to meet. But the MQ office may occasionally convene meetings of panel members for the purpose of sharing ideas, innovations, agreeing principles and protocols for the performance of tasks by panel members and any other matter relevant to the work of panel members.
  - 16.2.2 The MQ board will prescribe the tasks to be discharged by any panel member in respect of an assignment allocated to that panel member by the MQ office.

### **MQ subcommittees**

- 16.3 MQ subcommittees will be established to regularly and collectively consider and make recommendations to the MQ board on specific aspects of MQ operations including the following:
  - 16.3.1 The conduct of various disciplines of motorcycle sport and recreation.
  - 16.3.2 The interests of clubs in the Central and Northern regions.
  - 16.3.3 Whole of MQ considerations including officials and coaching.
  - 16.3.4 Any other purpose consistent with the MQ objectives and MQ principles.

### **Appointment of panel members**

- 16.4 The MQ board will directly appoint MQ members to MQ panels.
  - 16.4.1 The MQ board will publish invitations for individual MQ members to express interest in joining a MQ panel or MQ subcommittee.
  - 16.4.2 The MQ board may also directly invite any individual MQ member to join any MQ panel or MQ subcommittee.

### **Appointment of MQ subcommittee members**

- 16.5 The MQ board will directly appoint individual MQ subcommittee members having regard to the following:
- 16.5.1 The involvement of women, young members and current competitors.
  - 16.5.2 Experience and expertise.
  - 16.5.3 The ability of members to work as a team.
  - 16.5.4 Appropriate representation of differing or competing interests..

### **Resignation**

- 16.6 A member of any MQ panel or MQ subcommittee may resign at any time by giving the MQ general manager written notice of his or her resignation.

### **Objectives & purposes of MQ panels & subcommittees**

- 16.7 The MQ board must prescribe the purposes and objectives of every MQ panel and subcommittee.

### **Governance principles for MQ subcommittees**

- 16.8 The MQ board may prescribe any of the following in respect of any MQ subcommittee:
- 16.8.1 The topics of business with which the subcommittee must deal.
  - 16.8.2 The frequency at which the subcommittee must meet.
  - 16.8.3 The maximum or minimum number of persons required on the subcommittee.
  - 16.8.4 That places on the subcommittee must be reserved for representatives of, respectively, the central and northern regions.
  - 16.8.5 A quorum that must be present, personally or by telephone or internet connection, for meetings of the MQ subcommittee.
  - 16.8.6 That the particular MQ subcommittee must produce a budget to the MQ general manager for expenditure the subcommittee may incur and revenue the subcommittee may receive from MQ.
  - 16.8.7 The format, content and detail of minutes of meeting the subcommittee must produce to the MQ general manager following each of its meetings.

### **MQ panels & subcommittees are accountable to MQ board**

- 16.9 All members of all MQ panels and MQ subcommittees are accountable to the MQ board to at all times act consistently with this MQ constitution and the purposes and objectives for which the MQ panel or MQ has been established.
- 16.9.1 All decisions and resolutions of a MQ panel member or any MQ subcommittee will be by ordinary resolution.
  - 16.9.2 All resolutions of MQ subcommittees, except resolutions in respect of matters that MQ board resolves under clause 16.1.2 are not subject to subsequent ratification by the MQ board and all decisions by any MQ panel member may be over-ruled by the MQ board.

- 16.9.3 If a resolution of a subcommittee is over-ruled by the MQ board, the MQ general manager must promptly inform the chair of the relevant MQ subcommittee that MQ subcommittee resolution has been over-ruled and invite submissions on why the resolution should not have been over-ruled and the MQ board must promptly consider those submissions.
- 16.9.4 If a decision of a MQ panel member is over-ruled by the MQ board, the MQ general manager must promptly inform the relevant MQ panel member of that MQ board resolution and the reasons for the MQ board resolution.

#### **Meetings of MQ subcommittees**

- 16.10 Each MQ subcommittee must meet as follows:
- 16.10.1 If the MQ board has prescribed rules for the frequency of the MQ subcommittee meetings, the MQ subcommittee must comply with those rules.
- 16.10.2 If the MQ board has **not** prescribed rules for the frequency of the MQ subcommittee meetings, the MQ subcommittee must meet as frequently as is reasonably necessary to discharge the objectives and purposes for which the subcommittee was established.

#### **Minutes to be promptly published to the MQ general manager**

- 16.11 Each MQ subcommittee must, within 5 business days after each of its meetings, publish to the MQ general manager minutes of that meeting.
- 16.11.1 The form, content and detail contained in MQ subcommittee minutes must allow the MQ board to ascertain the essential points of discussion of each agenda item and any resolution made by the subcommittee in respect of each agenda item.

#### **Dismissal of MQ panel and MQ subcommittee members**

- 16.12 If the MQ board forms the reasonable opinion that a MQ panel member, a MQ subcommittee or any member of a MQ subcommittee is acting contrary to the purposes and objectives for which the relevant MQ panel or MQ subcommittee was established or is not complying with this MQ constitution or the rules prescribed by the MQ board under clause 16.7, then the following apply:
- 16.12.1 The MQ board may request any that person or persons to show cause why he, she or they should not be dismissed.
- 16.12.2 If the MQ board gives a person a notice to show cause, that person may deliver to the MQ general manager a written submission of the reasons why the MQ board should not dismiss the person. The MQ general manager must receive a 'show cause' submission in response to a notice to show cause within 3 calendar weeks of the date of the notice to show cause for that submission to be valid.
- 16.12.3 At the next MQ board meeting following the expiry of the time to show cause stated in clause 16.12.2, the MQ board will consider any submission or submissions received by the MQ general manager and determine either of the following:
- To dismiss the person.



- To allow any person who received a notice to show cause under clause 16.12.2 to make oral representations to the MQ board in person.
- 16.12.4 If the MQ board determines to allow any person who receives a notice to show cause under clause 16.12.2 to make oral representations to the MQ board in person, the MQ general manager must notify that person when and where he or she is to make those submissions.
- 16.12.5 If the MQ board resolves to dismiss any person, either under clause 16.12.3 or resolves to dismiss that person after hearing that person's oral submissions under clause 16.12.4, each of the following apply:
- The MQ general manager must promptly notify that person after the MQ board makes the resolution.
  - That person ceases to be a member of that subcommittee on the MQ board making the relevant resolution.

#### **Disciplinary proceedings against MQ subcommittee members**

- 16.13 The MQ board may appoint a judiciary committee under clause 22.9 to hear evidence about the conduct of a MQ panel member or MQ subcommittee member, or former MQ panel member or former MQ subcommittee member and to determine whether any penalties should be imposed under this MQ constitution in either of the following cases:
- 16.13.1 If the MQ board has dismissed the person under clause 16.12 and the MQ board further determines that the conduct of that person that was the basis for his or her dismissal may warrant the imposition of further penalties under this MQ constitution.
- 16.13.2 If the person has resigned under clause 16.6 after being required to 'show cause' under clause 16.12.1 and the MQ board reasonably determines that the conduct of that person may warrant the imposition of penalties under this MQ constitution.

#### **Vacancies on MQ panel & MQ subcommittees**

- 16.14 If a vacancy arises on any MQ panel or MQ subcommittee for any reason, subject to clause 16.15, the MQ board will, after publishing an invitation for individual MQ members to express interest, appoint a suitable individual MQ member to the relevant MQ panel or MQ subcommittee having regard to the matters stated in clause 16.5.

#### **Disqualification from appointment**

- 16.15 A person who is disqualified for nomination under clause 14.3 must not be appointed to any MQ panel or MQ subcommittee under this part 16.

## **17 MQ policies**

### **Power to make MQ policies**

- 17.1 The MQ board has the power, subject to the provisions of this part 17, to adopt by ordinary resolution any MQ policy that is consistent with the MQ objectives, the MQ principles and the requirements of clause 17.2.
- 17.1.1 If a MQ policy is made under this part 17, that MQ policy becomes part of this MQ constitution.
- 17.1.2 MQ policies may be repealed in accordance with this part 17.
- 17.1.3 A MQ policy may be amended by the MQ board at any time and the MQ general manager must give notice of the amendment on the MQ website.
- 17.1.4 All MQ policies must be internally consistent and consistent with one another.

### **MA constitution and Manual of Motorcycle Sport**

- 17.2 All MQ policies must be consistent with the MA constitution and the Manual of Motorcycle Sport.

### **Publication of MQ policies**

- 17.3 The MQ general manager must, from the time this MQ constitution is adopted, post on the MQ website all MQ policies noting the following:
- 17.3.1 The date on which the policy was adopted by the MQ board.
- 17.3.2 The date of all amendments to MQ policies.

### **Objection to MQ policies**

- 17.4 Any member of MQ may deliver a written objection to any MQ policy to the MQ general manager.
- 17.4.1 The MQ general manager must put any objection received under clause 17.4 to the MQ board at the next MQ board meeting that is held after 14 days after the objection is received.
- 17.4.2 The MQ board may determine to dismiss the objection or may put the objection to the next general council meeting in a motion to accept or dismiss the objection.
- 17.4.3 If the MQ general council resolves by ordinary resolution to accept the objection, the relevant MQ policy must be amended or repealed as required by the objection.

## **18 Property of MQ**

### **MA fees and charges**

18.1 MQ must at all times comply with an obligation validly imposed by MA under the MA constitution on MQ or on MQ members to pay membership fees, capitation fees, insurance levies and any other fees and charges for services delivered by MA.

18.1.1 Fees and charges payable to MA by MQ or any MQ member is the property of MA including whilst those funds are held by MQ.

### **MQ fees and charges**

18.2 The MQ board may determine at any time, and amend at any time, the fees and charges payable by any MQ member for membership fees, affiliation fees, application fees, permit fees, insurance levies and any other fees and charges for services delivered by MQ.

18.2.1 Fees and charges imposed by MQ under this MQ constitution is the property of MQ.

18.2.2 If an MQ affiliated club fails to pay any money to MQ that is due to MQ, and the MQ board has made a formal demand for payment, each of the following apply:

- The delegates appointed by that club to the MQ general council may not vote at any MQ general council meeting whilst the debt remains unpaid.
- The club may not vote in any ballot whilst the debt remains unpaid.

### **Application of income and property**

18.3 MQ must apply all income and property to the achievement of the MQ objectives in accordance with the MQ principles.

18.3.1 Subject to clause 18.3.2, MQ must not do either of the following:

- Pay money or give any other form of reward or compensation to directors, MQ subcommittee members or club delegates.
- Make any distribution of income or property to any member of MQ.

18.3.2 Clause 18.3.1 does not apply in the following circumstances:

- The MQ board resolves to award a trophy, gift or other reward for a MQ member's contribution to the MQ objectives or MQ principles or to any competitor for achievement in MQ sanctioned events.
- Prize money paid for MQ sanctioned events.
- For services rendered to MQ as an employee or otherwise on ordinary commercial terms.
- For goods supplied to MQ on ordinary commercial terms.
- For interest on borrowings from an MQ member.
- For rent of premises owned by a MQ member, or in which the MQ member has a legal or equitable interest, on ordinary commercial terms.

- For out-of-pocket expenses incurred by a MQ member on behalf of MQ.
- Payments to companies and other entities owned by MQ for activities of that company or other entity authorised by the MQ board.

### **Borrowing**

18.4 The MQ board may resolve to borrow money and give any security for the borrowing from the property of MQ if each of the following apply:

18.4.1 The purpose of the borrowing is consistent with the MQ objectives and the MQ principles and with this MQ constitution generally.

18.4.2 The MQ board is reasonably satisfied that MQ has, or will have, the capacity to repay the loan.

### **Liability of MQ members is limited**

18.5 Subject to clauses 18.5.1 and 18.5.2, in the event that MQ is wound up and MQ's liabilities to external parties plus liabilities payable under this MQ constitution exceeds the value of all assets owned by MQ at the time of the winding up, each MQ affiliated club must each contribute an equal amount sufficient to make up the deficit in MQ's liabilities.

18.5.1 The liability of each MQ affiliated club under clause 18.5 is limited to \$1.00.

18.5.2 The liability of MQ members under clause 18.5 who are not MQ affiliated clubs is nil.

### **Distribution of MQ property on winding up**

18.6 Any assets of MQ remaining after the discharge of all MQ liabilities on any winding up of MQ must be distributed to an organisation or organisations having similar or comparable objectives and principles to the MQ objectives and principles.

18.6.1 No MQ member is entitled to any distribution of assets on winding up referred to in clause 18.6.

## **19 Accounts and records**

### **MQ required to maintain records**

19.1 Subject to clause 14.6.5, the MQ general manager must ensure that MQ maintains accurate records and minutes of all financial transactions, MQ meetings, business conducted by MQ and activities conducted by MQ.

19.1.1 Financial and company records must be established and maintained in accordance with the *Corporations Act 2001*.

19.1.2 MQ must maintain and keep safe the records of accounts and other matters mentioned in clause 19.1 for a period of not less than 7 years after the conclusion of a transaction or an event which the records note.

### **AGM to appoint auditor**

19.2 The MQ general council, at the AGM, must appoint a suitably qualified auditor or auditors by ordinary resolution for the MQ financial year in which relevant AGM is convened.

### **Accounts to be audited**

- 19.3 The MQ board must ensure that the MQ general manager makes suitable arrangements with the auditor or auditors appointed under clause 19.2 for the conduct of an annual audit and facilitates the conduct of an audit of the MQ records promptly after the conclusion of each MQ financial year and that the auditor or auditors deliver to the MQ board an audit report in accordance with the requirements of the *Corporations Act 2000* at least 5 business days before the date appointed for the AGM each year.
- 19.3.1 The audit report delivered under clause 19.3 must be presented to the AGM as part of the MQ annual report.
- 19.3.2 The MQ general manager must also ensure that the audit report delivered under clause 19.3 is included in the MQ annual report as required under the *Corporations Act 2000* and is presented at the AGM and is also sent to each MQ affiliated club with a request to make those documents available to any financial member of the MQ affiliated club

### **Availability of records to membership**

- 19.4 The MQ general manager must make available to any MQ member, subject to any reasonable restrictions, all of the records mentioned in clause 19.3.2.

## **20 Execution of documents**

### **Cheques and negotiable instruments**

- 20.1 Cheques and negotiable instruments may be signed or authorised by both the MQ general manager and another employee recommended to the MQ board by the MQ general manager.

### **Delegation for execution generally**

- 20.2 The MQ board may, at any time, authorise the MQ general manager, other MQ employee, a director, or directors, to sign any document on behalf of MQ. That authority may be for the execution of a particular document, any class of document or any documents associated with specified classes of transactions.
- 20.2.1 Any authority granted by the MQ board under clause 20.2 may be revoked by the MQ board at any time.
- 20.2.2 A delegation made under clause 20.2 must not be further delegated by the delegate.

## **21 Conflicts of interest or duty**

### **Directors must declare any conflict of interest or duty**

- 21.1 A director must declare to the MQ board any interest or duty that director may have that conflicts with, or appears to conflict with, that director's duties under this MQ constitution or in respect of any matter being considered by the MQ board.
- 21.1.1 On the declaration of a conflict under clause 21.1, the director declaring the conflict must absent himself or herself from any MQ board discussion about the

matter or matters that create the conflict or the appearance of a conflict and that director may not vote on any resolution of the MQ board in respect of that matter.

- 21.1.2 If a director is unsure of whether he or she is subject to a conflict of interest or duty, that director must declare the possible conflict to the MQ board. The other directors must determine whether the director declaring the conflict should be excluded as stated in clause 21.1.1.

#### **MQ panel & MQ subcommittee conflicts**

21.2 A member of any MQ panel or MQ subcommittee must declare, in the case of a MQ panel member to the MQ office and in the case of a MQ subcommittee member to the other members of the relevant subcommittee the following:

- Any interest or duty that person may have that conflicts with, or appears to conflict with that person's duties as a MQ panel member or MQ subcommittee member under this MQ constitution.
- Any conflict with the purposes and objectives for which the MQ panel or MQ subcommittee was established or with any matter being considered by the MQ panel member or the MQ subcommittee.

21.2.1 On the declaration of a conflict under clause 21.1, the person declaring the conflict, or apparent conflict, must do the following:

- In the case of a MQ panel member, decline any assignment that involves the conflict.
- In the case of a MQ subcommittee member, absent himself or herself from any MQ subcommittee discussion about the matter or matters that create the conflict or the appearance of a conflict and that person may not vote on any resolution of the subcommittee in respect of that matter.

21.2.2 If a MQ panel member or MQ subcommittee member is unsure whether he or she is subject to a conflict of interest or duty, that person must declare the possible conflict as follows:

- In the case of a MQ panel member to the MQ general manager who will determine whether that person can perform an assigned task.
- In the case of a MQ subcommittee member to the MQ subcommittee and the other MQ subcommittee members must determine whether the MQ subcommittee member declaring the conflict should be excluded as stated in clause 21.1.1.

## **22 Discipline**

### **Complaints**

22.1 Any MQ member may make a complaint, on the grounds stated in clause 22.2, in writing to the president.

22.1.1 The MQ board may also initiate a complaint on its own motion.

### **Grounds for disciplinary action on complaint**

22.2 The grounds upon which a MQ member or the MQ board may make a complaint under clause 22.1 are limited to the following:

22.2.1 A MQ member has breached its, his or her obligations under this MQ constitution.

22.2.2 A MQ member has breached the code of conduct under the Manual of Motorcycle Sport.

22.2.3 A MQ member has brought MQ or motorcycle sport or recreation into disrepute.

22.2.4 In respect of a director, the matters mentioned in clause 9.10.

### **MQ board to consider the complaints from MQ members**

22.3 The MQ board must consider all complaints made under clause 22.1 against any individual MQ member and determine the following:

22.3.1 Whether the complaint is frivolous or vexatious.

22.3.2 Whether the subject of the complaint is subject to disciplinary action taken by the MQ affiliated club of which that person is a member.

22.3.3 Whether the MQ member has been sufficiently disciplined by the MQ affiliated club, of which the subject of the complaint is a member.

### **MQ board response to a complaint about individual MQ members**

22.4 If the MQ board resolves under clause 22.3.1 that the complaint is frivolous or vexatious, the MQ board must dismiss the complaint and notify the complainant that no further action will be taken and the reasons the MQ board has resolved to take no further action.

22.4.1 If the MQ board determines under clause 22.3.2 that a complaint made by a MQ member under 22.1 or a complaint made by the MQ board under 22.1.1 is the subject to disciplinary action being taken by the MQ affiliated club of which the person, the subject of the complaint, is a member, the MQ board must suspend any action until the disciplinary proceedings being conducted by the relevant MQ affiliated club have concluded and the person who is the subject of the complaint has exhausted all avenues of appeal available to him or her under the constitution of the relevant MQ affiliated club. When that has happened, the MQ board must make a determination under clause 22.3.3.

22.4.2 If the MQ board determines under clause 22.3.3 that any penalty imposed by the relevant MQ affiliated club is sufficient, having regard to the conduct about which the complaint was made, the MQ board must notify the complainant that the MQ board will take no further action.

- 22.4.3 Alternatively to clause 22.4.2, if the MQ board determines under clause 22.3.3 that any penalty imposed by the relevant MQ affiliated club is **not** sufficient, having regard to the conduct about which the complaint was made, the MQ board must notify the person who is subject to the complaint the process the MQ board will establish to determine if any further penalty is justified.

#### **MQ board response to complaint about a MQ affiliated club**

- 22.5 If the subject of the complaint is a MQ affiliated club, the MQ board must notify the club the process the MQ board will establish to determine if any penalty is justified.

#### **Process for imposition of penalties**

- 22.6 Subject to clause 9.11 and clause 16.13, the MQ board will determine which of the following processes is most suitable for determining whether any penalty is justified in relation to any complaint made under clause 22.1 or a complaint initiated by the MQ board under clause 22.1.1:

- The appointment of an inspector under the Manual of Motorcycle Sport to investigate the complaint and make recommendations to the MQ board about any penalty to be imposed.
- A hearing of the complaint and determination of any penalty by the MQ board.

- 22.6.1 The MQ board may impose a penalty in accordance with clause 22.7 on any MQ member who is the subject of a complaint made under clause 22.1 or initiated by the MQ board under clause 22.1.1 in the following circumstances:

- After receiving a report from an inspector appointed under clause 22.6 and after giving the MQ member a chance to respond to the inspector's report.
- After hearing the complaint and related evidence itself.

#### **Disciplinary penalties**

- 22.7 The penalties that may be imposed under this MQ constitution include the following:

- In the case of a MQ affiliated club, termination of MQ membership.
- Monetary penalties.
- Restrictions or prohibitions on a person holding any elected position within MQ, whether for all time or for a specified time.
- Suspension or revocation of any MA licence.
- Restrictions or prohibitions on a person participating in or attending events permitted by MQ or MA.

- 22.7.1 Any penalty must be proportionate to the conduct on which the complaint is based having regard to all of the following:

- The degree of seriousness of the conduct having regard to the MQ objectives and MQ principles.



- Any admissions, apologies and undertakings, or refusal to admit, apologise or give undertakings by the MQ affiliated club or person subject to the penalty.
- The degree of cooperation or refusal to cooperate by the MQ affiliated club or person subject to the penalty.
- The past conduct of the MQ affiliated club or person.
- The likelihood that the relevant conduct will recur.
- Any statements made by the MQ affiliated club, its representatives or the person subject to the penalty outside the disciplinary proceedings that prejudice or compromise the disciplinary proceedings.

### **Rights of appeal**

22.8 If the MQ board imposes a penalty on a person or club under this part 22, that person or club may, within 28 days of being notified of the penalty, appeal that penalty by giving the president a written notice stating at least the following:

- That the person or club, as relevant, wishes to appeal the penalty.
- The reason or reasons why the club or person, as relevant, considers the penalty is not consistent with the MQ constitution.
- Any other reason why the club or person considers the penalty is not fair or reasonable in the relevant circumstances.

22.8.1 The appeal must be accompanied by the appeal fee determined by the MQ board from time to time.

### **Judiciary committee**

22.9 The MQ board must promptly appoint a judiciary committee to hear and determine the following:

- Disciplinary proceedings, commenced by the MQ board under clause 9.12, against a director or former director.
- Disciplinary proceedings, commenced by the MQ board under clause 16.13, against a current or former MQ panel member or a current or former MQ subcommittee member.
- An appeal from a penalty received by the president under clause 22.8.

22.9.1 The MQ board must appoint only suitably qualified or suitably experienced people, who have no conflict of interest or conflict of duty, to any judiciary committee.

22.9.2 A judiciary committee appointed under this clause 22.9 must establish a process, consistent with this MQ constitution, having regard to the nature of the proceedings and must notify the respondent to those proceedings of that process.

22.9.3 The judiciary committee must not depart, in any material way, from the process notified under clause 22.9.2.

### **Penalties a judiciary committee may impose**

22.10 The judiciary committee may impose a penalty under clause 22.7 in disciplinary proceedings against a director or former director commenced by the MQ board under clause 9.12 or against a current or former MQ panel member, MQ subcommittee member or former MQ subcommittee member commenced by the MQ board under clause 16.13.

22.10.1 The judiciary committee may, in any appeal in respect of a penalty imposed by the MQ board, rescind any penalty imposed by the MQ board and may impose a different penalty under clause 22.7. The judiciary committee may also make the following orders:

- That the costs of the appeal be paid by a party to the appeal.
- That the appeal fee paid under clause 22.8.1 be forfeited.

### **No appeal from judiciary committee determination**

22.11 Any club or person subject to a determination of a judiciary committee may not appeal that determination.

### **Procedural fairness for all disciplinary processes**

22.12 Any disciplinary process or proceeding conducted by the MQ board, any delegate of the MQ board or by a judiciary committee must afford procedural fairness to the club or person subject to the process or proceeding.

### **Rules of evidence do not apply**

22.13 The formal rules of evidence at law do not apply to any disciplinary proceedings conducted in accordance with this MQ constitution.

## **23 Disputes**

### **Mediation of a dispute**

23.1 If any MQ member reports a dispute with any other MQ member in writing to the president, or if the MQ board becomes aware of any such dispute, the MQ board may mediate that dispute, either by itself or by referring the dispute to a mediator who is independent.

### **Cooperation**

23.2 Any MQ member involved in a dispute reported to the president under clause 23.1 or about which the MQ board becomes aware must actively cooperate with the MQ board to resolve the dispute in good faith.

## **24 Changing this constitution**

### **Regular review**

24.1 The MQ board must regularly review this MQ constitution and, if necessary or desirable, propose amendments to this MQ constitution that will enhance the achievement of the MQ objectives in accordance with the MQ principles.

### **Amendments to be approved by special resolution**

24.2 This MQ constitution may only be amended by special resolution of the MQ general council.

### **Application of amendments to this MQ constitution**

24.3 An amendment to this MQ constitution effected in accordance with clause 24.2 will take effect either when the special resolution is carried at a meeting of the MQ general council or, if the resolution prescribes another time for the amendment to take effect, that other time

24.3.1 An amendment to this MQ constitution must not operate retrospectively before the time at which the MQ general council carries a special resolution for the amendment.

## **25 Indemnities**

### **MQ indemnity to directors**

25.1 Subject to clause 25.1.1, MQ indemnifies, and will continue to indemnify, all directors, officers of MQ, employees and agents against all liability incurred by any of them as follows:

- In respect of directors and officers, where the relevant director or officer acts in accordance with this MQ constitution, in good faith and within the person's respective express or implied authority.
- In respect of employees and agents, where the relevant employee or agent acts within its, his or her express or implied authority.

25.1.1 Clause 25.1 does not apply in the following circumstances:

- To the extent that the liability of the director, officer, employee or agent has been caused by that person's criminal conduct, fraud, gross negligence or wilful misconduct.
- To the extent that MQ has insufficient assets to fund MQ's liability under the indemnity.

25.1.2 MQ must insure all directors, officers of MQ, employees and agents against this indemnity.

## 26 Definitions and interpretation

### Definitions

26.1 In this constitution, the following definitions apply:

**affiliation fee** means the fee determined by the MQ board that is payable annually by each MQ affiliated club for its membership of MQ.

**AGM** means the annual general meeting of the MQ general council.

**application fee** means the fee determined by the MQ board payable by an applicant for affiliation with MQ.

**ballot** means a process by which affiliated clubs submit votes on a physical or electronic voting paper to the MQ office by any fair means determined by the MQ board.

**business day** means any week day excluding a public holiday in Ipswich and excluding 27-31 December of any year.

**club delegate** means a person appointed by a MQ affiliated club to represent that club on either the MQ general council or a MQ regional council.

**MQ board** means the MQ board of directors of MQ constituted under part 9.

**FIM** means Federation Internationale Motorcyclisme.

**GCRs** means the **General Competition Rules** updated and published each year in the Manual of Motorcycle Sport by MA and which states the general rules for all disciplines of motorcycle sport and competition.

**government** means the parliament and administration of each of the Commonwealth of Australia and of Queensland and any local government and local government administration in Queensland and includes any authority or business owned by any of them or wholly controlled by any of them.

**judiciary committee** is a committee appointed by the MQ board under clause 22.9 to hear and determine disciplinary proceedings against a director removed under clause 9.11, a MQ panel member or MQ subcommittee member dismissed under clause 16.12 or appeals against penalties imposed by the MQ board under this MQ constitution.

**life member** means, in respect of MQ, an individual member of MQ granted membership for life by a special resolution of the MQ general council.

**MA Alliance** means that alliance created by MA and all SCBs which is formalised in the MA Alliance Agreement.

**MA Alliance Agreement** means the agreement under which the MA Alliance is constituted and governed.

**MA** means Motorcycling Australia ABN 83 057 830 083.

**MA constitution** means the constitution of MA applying at the relevant time.

**Manual of Motorcycle Sport** means the manual updated and published annually by MA containing information, rules, codes etc and includes the GCRs.

**MQ** means Motorcycling Queensland ABN 24 009 666 424.

**MQ affiliated club** means a club affiliated with MQ as stated in part 8.

**MQ annual report** means the report to members prepared by the MQ general manager and endorsed by the MQ board that must be presented to each AGM and mailed to each MQ affiliated club that must contain the following in respect of the concluded MQ financial year preceding the AGM:

- The MQ general manager's report in respect of the operations.
- The president's report on the governance of MQ.
- The president's report on significant issues, achievements and failures of MQ.
- Reports from MQ subcommittees.
- The audited financial accounts of MQ.
- The auditor's report.
- Any other matter determined by the MQ board.

**MQ financial year** means a calendar year determined by the MQ board in accordance with the *Corporations Act 2000* that must be concluded before each AGM.

**MQ general council** means the convention of club delegates constituted under part 11.

**MQ intellectual property** means the following:

- Copyright owned by MQ in all of the following:
  - Documents, forms and templates produced or issued by MQ.
  - Designs, formats and content of all web sites operated by MQ or by any MQ subcommittee.
  - Designs, graphics etc on all MQ signage.
  - Logos of MQ.
- Trademarks owned by MQ.

**MQ member** means a member mentioned in clause 7.1 and clause 7.2.

**MQ objectives** means the objectives stated in clause 4.2.

**MQ policy** means a policy made under part 17.

**MQ principles** means the principles stated in clause 4.3.

**MQ regional council** means the convention of club delegates that may be constituted under part 15.

**MQ subcommittee** means a subcommittee established by the MQ board under part 16.

**ordinary resolution** means a resolution carried as stated in clause 12.1 in respect of, relevantly, meetings and ballots.

**president** means the director elected as president of MQ under this MQ constitution.

**SCB** means a state controlling body, including MQ, who is a member of MA.

**special resolution** means a resolution carried as stated in clause 12.2 in respect of, relevantly, meetings and ballots.

**vice-president** means the director elected as the vice president of MQ under this MQ constitution.

### Interpretation

- 26.2 In the interpretation of this constitution, the following provisions apply unless the context otherwise requires:
- 26.2.1 Definitions used in the Manual of Motorcycle Sport apply in this MQ constitution as follows:
- To the extent only that the definitions used in the Manual of Motorsport are consistent with this MQ constitution.
  - To the extent any definitions in the Manual of Motorsport conflict with this MQ constitution, this MQ constitution prevails.
- 26.2.2 Headings are inserted for convenience only and do not affect the interpretation of this constitution.
- 26.2.3 A reference in this constitution to a business day means a day other than a Saturday or Sunday on which banks are open for business generally in Brisbane, Queensland.
- 26.2.4 If the day on which any act, matter or thing is to be done under this constitution is not a business day, the act, matter or thing must be done on the next business day.
- 26.2.5 A reference in this constitution to 'dollars' or '\$' means Australian dollars and all amounts payable under this constitution are payable in Australian dollars.
- 26.2.6 A reference in this constitution to any law, legislation or legislative provision includes any statutory modification, amendment or re-enactment, and any subordinate legislation or regulations issued under that legislation or legislative provision.
- 26.2.7 A reference in this constitution to any document or constitution is to that document or constitution as amended, novated, supplemented or replaced.
- 26.2.8 A reference to a clause, part, schedule or attachment is a reference to a clause, part, schedule or attachment of or to this constitution.
- 26.2.9 An expression importing a natural person includes any company, trust, partnership, joint venture, association, body corporate or governmental agency.
- 26.2.10 Where a word or phrase is given a defined meaning, another part of speech or other grammatical form in respect of that word or phrase has a corresponding meaning.
- 26.2.11 A word that indicates the singular also indicates the plural, a word that indicates the plural also indicates the singular, and a reference to any gender also indicates the other genders.
- 26.2.12 A reference to the word 'include' or 'including' is to be interpreted without limitation.

- 26.2.13 A reference to a clause [eg 1.1 or 5.1 etc] in another clause is a reference to all of the parts of that clause [eg 1.1, 1.1.1 etc] unless the reference is specifically to a subclause].
- 26.2.14 A reference to a part of a clause in within that same clause is a reference only to the part stated to the clause [eg 1.1], unless the reference is specifically to the whole clause.
- 26.2.15 A reference to a part is a reference to all the provisions in the part identified by a whole number [eg 1, 2, 3 etc]
- 26.2.16 Any schedules and attachments form part of this constitution.