

# Arunga Park Speedway Association Incorporated Constitution 2018

## Part 1 – Preliminary

### 1. Name

The name of the incorporated association ("the Association") is Arunga Park Speedway Association Incorporated

### 2. Objects and Purposes

The objects and purposes of the Association are:

1. Encourage all forms of motor sport in Central Australia
2. Provide and maintain facilities needed to further the objectives of the Association
3. Promote and hold regular meetings in accordance with the rules of the Association
4. Promote the highest ideals of sportsmanship
5. Provide and maintain a clubhouse and promote the social side of motor racing and to strive to add to "members" technical knowledge
6. Encourage courtesy on the roads and compliance with traffic regulations
7. Maintain a liquor licence and appoint a licensee to uphold the terms and conditions of the Northern Territory Liquor Commission in accordance with the licence issued to the Association

### 3. Minimum numbers of members

The Association will have a minimum of 5 members.

### 4. Definitions

In this Constitution, unless the contrary intention appears —  
"Act" means the *Associations Act* and regulations under that Act.

"Board" means the Governing Body of the Association;

"Financial Institution" means an authorised deposit-taking Institution within the meaning of section 5 of the *Banking Act 1959* of the Commonwealth.

"Special Meeting" means a Special Meeting of members convened in accordance with clauses 40 and 41.

"Member" means a member of the Association.

"Register of members," means the register of the Association's members established and maintained under section 34 of the Act.

"Special Resolution" means a resolution passed notice which is given under clause 42 and passed in accordance with 37 of the Act.

## **Part 2 — Constitution and Powers of Association**

### 5. Powers of Association

- (1) For achieving its Objects and Purposes, the Association has the powers conferred by sections 11 and 13 of the Act
- (2) Subject to the Act, the Association may do all things necessary or convenient for carrying out its Object or Purposes, and in particular, may —
  - (a) acquire, hold and dispose of real or personal property
  - (b) open and operate accounts with financial institutions
  - (c) invest its money in any security in which trust monies lawfully be invested
  - (d) appoint agents to transact business on its behalf
  - (e) may invite and accept deposits of money from any person on such terms and conditions as may be determined by the Board from time to time
  - (f) may borrow money from banks or other financial institutions upon such terms and conditions as the Board sees fit, and may secure the repayment thereof by charging the property of the Association
  - (g) enter into any other contract it considers necessary or desirable

### 6. Effect of the Constitution

This Constitution binds every member of the Association to the same extent as if every member of the Association had signed and sealed this Constitution and agreed to be bound by it.

### 7. Inconsistency between Constitution and Act

If there is any inconsistency between this Constitution and the Act, the Act prevails.

### 8. Altering the Constitution

- (1) The Association may alter this Constitution by Special Resolution at a Special Meeting convened for that purpose but not otherwise
- (2) If the Constitution is altered, the Public Officer must ensure compliance with Section 23 of

## **Part 3 — Members**

### 9. Membership

- (1) Application for membership of the Association is open to all motor sports persons and any person who is interested in furthering the objects of the organization subject to Board approval.
- (2) Any person who applies for membership shall be proposed by one member and seconded by another member. The application for membership shall be made in writing, signed by the applicant and the proposer and seconded, shall be in such form as the Board shall prescribe from time to time
- (3) Upon the acceptance of the application by the Board and upon payment of the relevant membership fee the applicant shall become a member of the Association
- (4) Each member on acceptance shall be issued with a copy of the club's constitution and racing rules and shall be issued with a membership card that shall stipulate the type of membership conferred on that member. On becoming a member all members shall be conversant with and shall comply with all club rules and the club liquor licence

## (5) Membership Classification

- (a) **Life Membership:** Life Membership may be conferred at an Annual General Meeting on any person who has served meritoriously for at least 10 consecutive years. A maximum of 2 members per year may be elected as life members.  
Nominations for life membership shall be made to the Board in writing and signed by a minimum of 10 members. The nomination is to include details of meritorious service and is to be handed to the Secretary 21 days prior to the Annual General Meeting  
A life member is not liable for club fees and shall have all the privileges of a full member
- (b) **Full Membership:** Any person nominated on the official nomination form by a financial member shall be eligible for full membership. An applicant under the age of 18 years must have his/her application endorsed by his/her parent or guardian
- (c) **Social Membership:** Any person nominated by a financial member on an official application form shall be eligible for social membership. Social members shall be entitled to enjoy only the social activities of the club
- (d) **Honorary Membership:** Any person or family may be admitted by the Board as an honorary member/members for a period of one financial year. An honorary member/s shall be allowed the privileges of a full member
- (e) **Junior Membership:** Any person under the age of 16 years and nominated on an official application form by a financial member shall be eligible for junior membership. Junior membership shall not carry the privileges of a full member. An applicant under the age of 18 years must have his/her application endorsed by his/her parent or guardian

## 10. Fees

- (1) The fees for each membership classification shall be determined annually at the Annual General Meeting of the Association
- (2) Membership renewal fees become due on July 1 each year
- (3) Any member whose fees are outstanding after the due date shall cease to be a member of the Association
- (4) Membership will be renewed upon payment of outstanding fees. Membership renewal does not include the privileges accorded to a new member
- (5) At the discretion of the Board a half yearly membership fee maybe considered
- (6) At the discretion of the Board a discount for families may be considered
- (7) A pro-rata fee based on the annual membership fee will be available at the discretion of the Board for new members
- (8) After a lapse of no less than twelve (12) months a new application will be required for membership

## 11. General

- (1) A member may exercise the rights of membership when his or her name is entered in the register of members
- (2) A right of membership of the Association –
  - (a) is not capable of being transferred or transmitted to another person and
  - (b) terminates on the cessation of membership whether by death, resignation or otherwise

## 12. Voting

- (1) Each full member has only one vote at Special Meetings of the Association
- (2) A member is not eligible to vote until 10 working days after his or her application has been accepted.

## 13. Notice of Meetings and Special Resolutions

The Secretary must give all members notice of Special meetings and Annual General Meetings in the manner and time prescribed by this Constitution.

## 14. Access to information on the Association

The following must be available for inspection by members –

- (a) A copy of this Constitution
- (b) Minutes of Meetings
- (c) Annual Reports and Annual Financial Reports
- (d) Copy of Race Rules and Regulations

## 15. Grievances and Complaints

- (1) A member may raise a grievance or complaint about a Board Member, the Board or another member of the Association.
- (2) Within 14 days after the dispute comes to the attention of the parties to the dispute they must meet and discuss the matter in dispute, and if possible resolve the dispute.
- (3) If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties must, within 10 days after the meeting hold another in the presence of a mediator.
- (4) The mediator must be –
  - (a) A person chosen by agreement between the parties: or
  - (b) In the absence of agreement –
    - i) For a dispute between a member and another member- person appointed by the Board: or
    - ii) For a dispute between a member and the Board – a person who is a mediator appointed or employed by the department administering the Act
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a party to the dispute. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation
- (7) The mediator, in conducting the mediation, must –
  - (a) Give the parties to the mediation process every opportunity to be heard.
  - (b) Allow due consideration by all parties of any written statement submitted by any party and:
  - (c) Ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
  - (d) The mediator must not determine the dispute.
  - (e) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## 16. Termination of Membership

Membership of the Association maybe terminated by –

- (a) A notice of resignation addressed and posted to the Association or given personally to the Secretary or another Board Member.
- (b) Expulsion in accordance with clauses 17 and 18.

## 17. Suspension or expulsion of members

- (1) If the Board considers that a member should be suspended or expelled because his/her conduct is detrimental to the interests of the Association, the Board must give notice of the proposed suspension or expulsion to the member
- (2) The notice must –
  - (a) Be in writing and include –
    - (i) the time, date and place of the Board Meeting at which the question of that suspension or expulsion will be decided: and
    - (ii) the particulars of the conduct: and
  - (b) Be given to the member not less than 21 days before the date of the Board Meeting referred to in paragraph (a)(i).
- (3) At the meeting, the Board must afford the member a reasonable opportunity to be heard or to make representations in writing
- (4) The Board may suspend or expel or decline to suspend or expel the member from the Association and must give written notice of the decision and the reason for it to the member
- (5) Subject to an appeal, expulsion or suspension will take place immediately. The member will be notified in writing within seven (7) days

## 18. Appeals against suspension or expulsion

- (1) A member who is suspended or expelled under clause 17 may appeal against that suspension or expulsion by giving notice to the Secretary within 14 days after receipt of the Board's decision.
- (2) The appeal must be considered at a Special Meeting of the Association and the member must be afforded a reasonable opportunity to be heard at the meeting or to make representations in writing prior to the meeting for circulation at the meeting.
- (3) The members present at the Special Meeting must, by a majority vote, either confirm or set aside the decision of the Board to suspend or expel the member.
- (4) The member is not suspended or does not cease to be a member until the decision of the Board to suspend or expel him or her is confirmed by a resolution of members.

## Part 4 – The Governing Board

### 19. Role and Powers

- (a) The business of the Association is managed by or under the direction of a Governing Board
- (b) The Board may exercise all the powers of the Association except those matters that the Act or this Constitution requires the Association to determine through a Special Meeting of members.
- (c) The Board may appoint and remove staff.
- (d) The Board may establish one or more sub-committees consisting of the members of the Association the Board considers appropriate.

### 20. Composition of Board

- (1) The Board shall comprise of 4 Executive Officers and between 5 and 10 members  
The Board consists of —
  - (a) Chairperson
  - (b) Vice-Chairperson
  - (c) Secretary
  - (d) Treasurer; and
  - (e) Five to ten elected members
- (2) The Board must appoint a Public Officer
- (3) The Public Officer must be a member of the Association

### 21. Delegation

- (1) The Board may delegate to a sub-committee any of its powers and functions other than –
  - (a) This power of delegation: or
  - (b) A duty imposed on the Board by the Act or any other law
- (2) The delegation must be in writing and may be subject to the conditions and limitations of the board considers appropriate
- (3) The Board may in writing, revoke wholly or in part the delegation

### 22. Eligibility of Board Members

- (a) A Board Member must be a member who is 18 years or over.
- (b) Board Members must be elected to the Board at an Annual General Meeting or appointed under clause 28.
- (c) A Board Member must comply with section 30 of the Act.
- (d) A Board Member shall:
  - i. Not be permitted to be an employee of the Association.
  - ii. Not derive any financial benefit from the Association other than travel and other out of pocket expenses that may be approved for reimbursement.

### 23. Nominations for election to the Board

- (1) Members eligible for election to the Board must submit a written application prior to the commencement of the Annual General Meeting.
- (2) The nomination must be signed by –
  - (a) The nominator and a seconder: and
  - (b) The nominee to signify his or her willingness and eligibility under Section 30 of the Act to stand for election.
- (3) A Person who is eligible for election or re-election under this clause –
  - i. Propose or second himself or herself for election or re-election: and
  - ii. Vote for himself or herself.

### 24. Retirement of Board Member

- (1) The Board Members shall serve a term of two (2) years from the date of their election unless the member vacates the office under clause 25 or is removed under clause 26. The Executive Positions are to be staggered. This means the President and Secretary remain for 2 years. Then the next year the Vice President and Treasurer remain for 2 years. So that 2 Executive Positions carry over from the last year.
- (2) The Executive Officers shall serve staggered terms to balance continuity with new perspective.
- (3) The outgoing Chairperson will preside at the Annual General Meeting until a new member is elected as Chairperson.
- (4) A retiring Board Member shall be eligible to stand for re-election without nomination.

### 25. Vacating Office

The office of a Board Member becomes vacant if –

- (a) The member is –
  - Is disqualified from being a Board Member under section 30 or 40 of the Act.
  - Resigns by giving written notice to the Board.
  - Dies or is rendered permanently incapable of performing the duties of office by mental or physical ill-health.
  - Ceases to be a resident of the Territory: or
  - Ceases to be a member of the Association.
- (b) The member is absent for more than –
  - (a) 3 consecutive Board Meetings: or
  - (b) 3 Board Meetings in the same financial year without tendering an apology to the Chairperson:  
of which meetings the member received notice and the Board has resolved to declare the office vacant.

### 26. Removal of a Board Member

- (1) The Association, through a Special Meeting of members, may remove any Board Member before the member's term of office ends.
- (2) If a vacancy arises through removal under sub clause 26(1), an election must be held to fill the vacancy.

## 27. Election by Default

- (1) If the number of persons nominated for election to the Board under clause 23 does not exceed the number of vacancies to be filled, the Chairperson must declare the persons to be duly elected to the Board at the Annual General Meeting.
- (2) If vacancies remain on the Board after the declaration under sub-clause 28(1), additional nominations of the Board Members may be accepted from the floor of the Annual General Meeting.
- (3) If the nominations from the floor do not exceed the number of remaining vacancies, the Chairperson must declare those persons to be duly elected as members of the Board.
- (4) If the nominations from the floor are less than the number of remaining vacancies, the unfilled vacancies are taken to be casual vacancies and must be filled by the new Board in accordance with clause 28.

## 28. Filling casual vacancy on the Board

If a vacancy remains on the Board after the application of clause 27 or if the office of a governing member becomes vacant under clause 25, the Board may appoint any member of the Association to fill that vacancy.

However, if the office of Public Officer becomes vacant, a person must be appointed under section 27(6) of the Act to fill the vacancy.

## 29. Election by ballot

- (1) If the number of nominations exceeds the number of vacancies on the Board, ballots for those positions must be conducted.
- (2) The ballot must be conducted in a manner determined from time to time by the Board.
- (3) The members chosen by ballot must be declared by the Chairperson to be duly elected as members of the Board.

## 30. Collective responsibility of the Board

- (1) As soon as practicable after being elected to the Board, each member must become familiar with the Act and regulations made under the Act.
- (2) The Board is collectively responsible for ensuring the Association complies with the Act and regulations made under the Act.

## 31. Chairperson and Vice-Chairperson

- (1) Subject to sub-clauses 31(2) and 31(3), the Chairperson must preside at all Special Meetings and Board Meetings.
- (2) If the Chairperson is absent from a meeting, the Vice-Chairperson must preside at the meeting.
- (3) If the Chairperson and the Vice-Chairperson are both absent, the meeting must be presided by:
  - (a) A member elected by the other members present if it is a Special Meeting: or
  - (b) A Board member elected by the other governing members present if it is a Board Meeting.



### 32. The Secretary

- (1) The Secretary must –
  - (a) Coordinate the correspondence of the Association.
  - (b) Ensure minutes of all proceedings of Special Meetings and of meetings of the Board are kept in accordance with section 38 of the Act.
  - (c) Maintain a register of members in accordance with section 34 of the Act: and
  - (d) Perform any other duties imposed by this Constitution on the Secretary.

### 33. The Treasurer

- (1) The Treasurer must ensure –
  - (a) The receipting of all monies paid or received by the Association and the issue of receipts for those monies in the name of the Association;
  - (b) The payments of all monies received into the accounts of the Association within fourteen days of receipt;
  - (c) The making of any payments authorised by the Board or by Special Meeting of the Association from the Association funds: and
  - (d) Ensure cheques are signed by him or her and at least one other Board Member, or by any two Board approved authorities.;
  - (e) Any electronic payments must be authorised prior to payment.
- (2) The Treasurer must ensure the accounting records of the Association are kept in accordance with section 41 of the Act
- (3) The Treasurer must ensure the preparation of the Association's annual statement of accounts
- (4) If directed to do so by the Chairperson, the Treasurer or approved authorised member must submit to the Board a report, balance sheet or financial statement in accordance with that direction
- (5) The Treasurer must perform any other duties imposed by this Constitution on the Treasurer

### 34. The Public Officer

- (1) The Public Officer must –
  - (a) Ensure that documents are filed with the Commissioner of Consumer Affairs in accordance with sections 23, 29, and 45 of the Act.
  - (b) Keep a current copy of the Constitution of the Association.

## **Part 5 - Meetings of the Board**

### 35. Frequency of and calling meetings

- (1) The Board must meet together for the conduct of business not less than 4 times in each financial year.
- (2) The Chairperson, or at least half of the members of the Board, may at any time convene a special meeting of the Board.
- (3) A Special Meeting maybe convened to deal with an appeal under clause 18.

### 36. Voting and Decision Making

- (1) Each Board Member present at the meeting has a deliberative vote.
- (2) A question arising at a Board Meeting must be decided by a majority of votes.

- (3) If there is no majority, the person presiding at the meeting has a casting vote in addition to a deliberative vote.

### 37. Quorum

For a Board Meeting five members constitute a quorum.

### 38. Procedure and order of business

- (1) The procedure to be followed at a Board Meeting must be determined from time to time by the Board.
- (2) The members present at the meeting may determine the order of business.
- (3) Only the business for which the meeting is convened may be considered at a Special Meeting.

### 39. Disclosure of Interest

- (1) A member of the Board who has a direct or indirect pecuniary interest in a contract, or proposed contract, with the Association must disclose the nature and extent of the interest to the Board in accordance with section 31 of the Act.
- (2) The Secretary must record the disclosure in the minutes of the meeting.
- (3) The Chairperson must ensure a Board Member who has a direct or indirect pecuniary interest in a contract, or proposed contract, complies with section 32 of the Act.

## **Part 6 – Special Meetings**

### 40. Special Meetings

- (1) Special Meetings maybe called by the Board, or on the written request of at least 20 members. Such special requests must set forth fully, the objectives for the required Special Meeting.
- (2) The Board –
  - (a) May at any time convene a Special Meeting;
  - (b) Must, within 21 days after the Secretary receives notice under clause 18(1), convene a Special Meeting to deal with the appeal to which the notice relates; and
  - (c) Must within 21 days after it receives a request under clause 40(1), convene a Special Meeting for the purpose specified in that request.
- (3) The request must –
  - (a) State the purpose of the Special Meeting; and
  - (b) Be signed by the members making the request
- (4) If the Board fails to convene a Special Meeting within the time allowed:
  - (a) For clause 40(2)(b) – the appeal against the decision of the Board is upheld; and
  - (b) For clause 40(2)(c) – the members who made the request may convene a Special Meeting as if they were the Board
- (5) If a Special Meeting is convened under sub-clause 40(4)(b), the Association must meet any reasonable expenses of convening and holding the Special Meeting.
- (6) The Secretary must give to all members not less than 21 days notice of a Special Meeting.

- (7) The notice must specify –
  - (a) When and where the meeting is to be held; and
  - (b) The particulars of and the order in which business is to be transacted

#### 41. Annual General Meeting

- (1) The Association must hold its first Annual General Meeting within 18 months after its incorporation.
- (2) The Association must hold all subsequent Annual General Meetings within 5 months after the end of the Associations financial year
- (3) The Secretary must give to all members not less than 14 days notice of an Annual General Meeting
- (4) The notice must specify when and where the meeting will be conducted
- (5) The order of business for each Annual General Meeting is as follows:
  - (a) The consideration of the accounts and reports of the Board;
  - (b) The election of new Board Members;
  - (c) Appoint the Auditor;
  - (d) Any other business requiring consideration by the Association at the meeting;
  - (e) Setting of Annual Fees structure.

#### 42. Special Resolutions

- (1) A special resolution may be moved at any Special Meeting of the Association convened for that reason.
- (2) The Secretary must give all members not less than 21 days notice of the meeting at which a Special Resolution is to be proposed.
- (3) The notice must include the resolution to be proposed and the intention to propose the resolution as a Special Resolution.

#### 43. Quorum at Annual General and Special Meetings

The quorum shall be ten (10) members in person.

#### 44. Lack of quorum

- (1) If within 30 minutes after the time specified in the notice for the holding of a Special Meeting a quorum is not present –
  - (a) For an Annual General Meeting or Special Meeting convened under clause 40(2)(a) – the meeting stands adjourned to the same time on the same day in the following week and to the same place:
  - (b) For a meeting convened under clause 40(2)(b): a minimum of ten members present in person may proceed after which the meeting will be adjourned to the same time on the same day in the following week and to the same place.
  - (c) For a meeting convened under clause 40(2)(c) – the meeting lapses.
- (2) If within 30 minutes after the time appointed by sub-clause 44(1)(a) for the resumption of an adjourned Special Meeting a quorum is not present, the members who are present in person or by proxy may proceed with the business of that Special Meeting as if a quorum were present.

- (3) The Chairperson may, with the consent of a Special Meeting at which a quorum is present, and must, if directed by the members at the meeting, adjourn that Special Meeting from time to time and from place to place.
- (4) There must not be transacted at an adjourned Special Meeting any business other than business left unfinished or on the agenda at the time when the Special Meeting was adjourned.
- (5) If a Special Meeting is adjourned for a period of 30 days or more, the Secretary must give notice of the adjourned Special Meeting as if that Special Meeting were a fresh Special Meeting.

#### 45. Voting

- (1) Each member present in person or proxy at a Special Meeting is entitled to a deliberative vote.
- (2) At a Special Meeting a Special Resolution put to the vote is passed if three-quarters of the members who are present in person or proxy vote in favour of the resolution.

#### 46. Proxies

A member may appoint in writing another member to be the proxy of the appointing member to attend and vote on behalf of the appointing member at any Special Meeting.

## **Part 7 – Financial Governing**

#### 47. Financial Year

The financial year of the Association shall be from the June 1 to May 31.

#### 48. Funds and Accounts

- (1) The Association must open accounts with any financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by the association in a Special Meeting, the Board may approve expenditure on behalf of the Association.
- (3) Two Board approved authorities must sign all cheques, drafts, bills of exchange, promissory notes and other negotiable instruments.
- (4) All funds of the Association must be deposited into the financial accounts of the Association with 14 days.
- (5) With the approval of the Board, a cash float maybe maintained provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

#### 49. Accounts and Audits

The responsibility of the Board under clause 30(2) for ensuring compliance with the Act includes meeting the requirements of Part 5 of the Act and regulations made for that Part relating to:

The keeping of accounting records:

- (a) The preparation and presentation of the Association's annual statements of accounts: and
- (b) The auditing of the Association's accounts.

## Part 8 – Miscellaneous

### 50. Racing Regulations

- (a) Racing  
Protests, appeals, disputes, suspensions and or fines shall be administered in accordance with the regulations of the National Governing Body concerned for each class, or local rules as adopted by the Association
- (b) Any financial member who with the exception of social member is eligible to compete providing he/she is a holder of the current competition licence and insurance where applicable for that class

### 51. Common Seal

- (1) The Common Seal of the Association must not be used without the express authority of the Board and the Secretary must record every use of that Common seal.
- (2) Two Board approved authorities must witness the affixing of the Common Seal of the Association.
- (3) The Common Seal of the Association must be kept in the custody of the Secretary or another person the Board from time to time decides.

### 52. Winding Up

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

### 53. Distribution of surplus assets on winding up

If on the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any assets, the assets be distributed as has been passed by a majority of at least two-thirds of the members of the Association but otherwise subject to the Act.