

**The Constitution of
Motorcycling Western Australia Inc**

[A0300006F]
ABN 470 513 68470



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1 Name of company and corporate status

Name

1.1 The name of the company is Motorcycling Western Australia Inc [A0300006F], referred to in this document as '**MWA**'.

Corporate status

1.2 MWA is incorporated under the *Associations incorporation Act 2015 (WA)*.

2 Patrons

Current patrons

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

Changing a patron

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

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

3 Relationships with FIM, MA & other SCBS

Relationship with FIM

3.1 National bodies, affiliated with the Fédération Internationale de Motocyclisme (**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 and other SCBs

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

- MWA is the only Western Australian affiliate of MA.
- The MA constitution recognises MWA as the only authorised SCB for Western Australia.
- 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.
- MWA governs and controls MA permitted club, inter-club, open and for Western Australian championship motorcycle sport and other MWA sanctioned motorcycle events and activities.

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

MWA constitution to be consistent with MA constitution

- 3.3 This constitution, and the MWA regulations, must be consistent with the MA constitution.

4 MWA objectives, principles and powers

Sole purpose of MWA

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

MWA objectives

- 4.2 The MWA objectives are all of the following:
- 4.2.1 To promote, regulate and administer MA sanctioned motorcycle sport and other motorcycling activities conducted in Western Australia.
 - 4.2.2 To cooperate with MA to maximise the success of MA sanctioned multi-state or Australian championship motorcycle events conducted in Western Australia.
 - 4.2.3 To conduct, encourage, promote, advance, control and administer motorcycle sport and other motorcycling activities throughout Western Australia in consultation with MA for the mutual benefit of MWA, MA, MWA members and motorcycling generally.
 - 4.2.4 To constantly use best endeavours to regulate and administer all MWA 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 MA sanctioned motorcycle sport is competitive, fair and fun.
 - Continual improvement of standards and quality of MA sanctioned events.
 - 4.2.5 To maintain and enhance the reputation of MWA, motorcycle sport and motorcycling generally by continually improving the standards and quality of MA sanctioned events for the benefit of MWA members and motorcycling generally.
 - 4.2.6 To promote mutual trust and confidence between MWA, MA, MWA members and other SCBs.
 - 4.2.7 To promote the economic and sporting success, strength and stability of MWA, MA, each SCB and each MWA affiliated club and to act cooperatively and collaboratively with each of these bodies.
 - 4.2.8 To develop, use, protect and improve MWA intellectual property.

- 4.2.9 To collect, distribute and publish information in connection with motorcycling in Western Australia.
- 4.2.10 To seek government, commercial and public recognition and support of MWA sanctioned events managed by MWA or MWA affiliated clubs or promoters.
- 4.2.11 To assist with the development, management and regulation of MA sanctioned motorcycle sport and other motorcycling activities in Western Australia consistently with MA's policies, rules and regulations.
- 4.2.12 To seek, pursue and develop commercial arrangements that promote these MWA objectives.
- 4.2.13 To facilitate and manage the mediation or determination of disputes between MWA members.
- 4.2.14 To recognise and implement policies promulgated by MA and the MA Alliance 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 MWA and MA sanctioned motorcycle events.
- 4.2.15 To select and support teams and squads to represent Western Australia or MWA in Australian championships and international events.
- 4.2.16 To represent the interests of MWA members and of motorcycle sport and recreation generally in any appropriate public forum in Western Australia.
- 4.2.17 To participate as an Alliance Participant in the MA Alliance in accordance with the terms of the MA Alliance Agreement to which MA and all other SCBs are parties.

MWA principles

- 4.3 MWA commits to each of the following principles:
 - 4.3.1 To always act lawfully in accordance with the laws applicable in Western Australia.
 - 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 and as an Alliance Participant in the MA Alliance.
 - 4.3.4 To always act on behalf of, and in the interests of, MWA members and motorcycling generally and refrain from any action or conduct that compromises the achievement of the MWA objectives.
 - 4.3.5 To apply the property, capacity and resources of MWA to achievement of the MWA objectives.
 - 4.3.6 To recognise any penalty validly imposed by MA under the MA constitution, MA policy, rules and regulations or any penalty imposed by another SCB under its constitution and facilitate the proper imposition of any such penalty.
 - 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 MWA objectives.
- 4.3.9 To promote the interests of MA and all other SCBs that are consistent with the MWA objectives and MWA principles.
- 4.3.10 To always act consistently with the MA Alliance Agreement.

Powers of MWA

- 4.4 MWA must do all that is reasonably necessary to realise the following and has the power under this MWA constitution to do so:
 - The MWA objectives are in accordance with the MWA principles.
 - Enabling MWA members to benefit from the realisation of the MWA objectives.
- 4.4.1 The development, regular review and update of MWA policies consistently with the Manual of Motorcycle Sport, the MWA objectives and the MWA principles, to govern the conduct of MA sanctioned motorcycle events in Western Australia.
- 4.4.2 The development, regularly 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 MWA.
- 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 MWA objectives in accordance with the MWA principles.

Authority to trade

- 4.5 MWA is authorised to trade in accordance with the *Associations Incorporation Act 2015 (WA)*, subject to compliance with the MWA objectives and the MWA principles.

5 Structure and governance of MWA

MWA board

- 5.1 The MWA board has overall responsibility to ensure MWA pursues MWA objectives in accordance with this constitution.
 - 5.1.1 The MWA board is constituted as stated in clause 9.1.
 - 5.1.2 The MWA general council elects the elected directors as stated in part 14.
 - 5.1.3 The MWA elected directors may, having regard to any recommendations from the nomination committee, appoint appointed directors to the Board.

Management

- 5.2 The MWA board appoints the MWA CEO.
 - 5.2.1 The MWA CEO is accountable to the MWA board.
 - 5.2.2 The MWA CEO is the secretary to the MWA board and is the MWA company

secretary.

- 5.2.3 Other personnel employed by MWA are accountable to the MWA CEO.
- 5.2.4 The MWA CEO must also report to the MA CEO in accordance with the Alliance Principles and Alliance Objectives stated in the MA alliance agreement.

MWA general council

- 5.3 Up to 2 club delegates appointed by each MWA-affiliated club constitutes the MWA general council.

MWA subcommittees & panels

- 5.4 The MWA board determines the scope of authority and the objectives of each MWA subcommittee or panel.
 - 5.4.1 All MWA subcommittees are accountable to the MWA board.
 - 5.4.2 Each member of each MWA subcommittee is appointed by the MWA board as stated in part 16.

6 Management of MWA

MWA CEO/secretary

- 6.1 The MWA board must appoint a MWA CEO to perform the functions of the MWA CEO stated in this MWA constitution and any other functions and duties of the MWA CEO determined from time to time by the MWA board.
 - 6.1.1 The MWA board must ensure that, at all times, a person competent to perform the functions and duties of the MWA CEO is appointed to, or is acting in the role of the MWA CEO
 - 6.1.2 The MWA CEO is the company secretary of MWA for the purposes of the *Associations Incorporation Act 2015 (WA)* and any associated purposes.
 - 6.1.3 The MWA CEO is also the secretary to the MWA board and must attend either, in person or by a delegate or online, all MWA board meetings.
 - 6.1.4 Decisions of the MWA CEO are subject to ratification by the MWA board. However, the MWA board may decline to ratify a decision of the MWA CEO only on the basis that the MWA CEO's decision was not consistent with the MWA objectives or the MWA principles.

MWA staff

- 6.2 The MWA CEO will, in consultation with the MWA Board, determine, from time to time, the number of staff, and their respective duties, to be employed by MWA having regard to the MWA objectives and the MWA principles.
 - 6.2.1 The MWA CEO must employ staff to the positions determined by the MWA CEO and must manage the performance of, and mentor, the employed MWA staff.

- 6.2.2 The MWA CEO must keep the MWA board informed of all relevant staff performance issues.

7 Membership of MWA

Membership structure of MWA

- 7.1 MWA's membership structure is as follows:
- 7.1.1 MWA affiliated clubs are members of MWA and each MWA affiliated club is also, by virtue of MWA's affiliation with MA, a member of MA.
- 7.1.2 Each individual financial member or individual life member of each MWA-affiliated club is a member of MWA and is also a member of MA.
- 7.1.3 In respect of persons who are not already members as stated in clauses 7.1.1 and 7.1.2 any person or entity to whom MA issues a licence or event 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 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.
- 7.1.4 Life members of MWA are members of both MWA and MA.

Single event competition licences

- 7.2 Subject to clause 7.2.1, a person must be a member of a MWA affiliated club to qualify for a MA single event day competition licence.
- 7.2.1 If, purportedly on behalf of MA, a MWA affiliated club issues a single event day competition licence to a person who is not a member of a MWA-affiliated club that person is a member of MWA 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 affected by clause 7.1 or clause 7.2, all MWA members under the constitution that this MWA constitution replaces continue to be MWA members under this MWA constitution.

Becoming a MWA member

- 7.4 The classes of membership stated in clause 7.1 become members of MWA as follows:
- 7.4.1 Clubs may be granted affiliation as stated in part 8 of this MWA constitution and maintain their affiliation as stated in this MWA constitution.
- 7.4.2 Members of MWA affiliated clubs become members of MWA and members of MA by virtue of the relevant club being affiliated with MWA.
- 7.4.3 A person mentioned in clause 7.1.3 or clause 7.2.1 becomes a member of MWA and of MA by MWA granting that person a licence or permit under the Manual of

Motorcycle Sport and each is a member of MWA and of MA for the duration stated in clause 7.1.3 or clause 7.2.1 as relevant.

7.4.4 Life members are appointed by the MWA board and announced at the next AGM.

MWA members' voting rights

7.5 The voting rights of MWA members are the following:

7.5.1 At any meeting of the MWA general council, only one member of an affiliated club who personally attends any such meeting may vote.

7.5.2 Only a nominated club delegate may vote.

7.5.3 In any ballot conducted by the MWA board under part 13 or election by ballot conducted under part 14, each MWA affiliated club may each register one vote.

7.5.4 No other MWA member has any voting rights under this constitution.

7.5.5 No meeting of MWA may accept proxies.

Obligations of all MWA members

7.6 Each MWA member acknowledges and agrees that membership of MWA constitutes a commitment to each of the following:

7.6.1 That this MWA constitution expresses the terms and conditions of a contract between each MWA member and MWA.

7.6.2 That each MWA member must comply with each of the following:

- He, she or it must conduct himself, herself or itself consistently with the MWA objectives and MWA principles and in accordance with all the provisions of this MWA constitution and MWA policies.
- He, she or it must refrain from any action or conduct that is prejudicial to the MWA objectives and MWA principles or is inconsistent with the provisions of this MWA constitution.

7.6.3 That each MWA member must comply with the MA constitution, the Manual of Motorcycle Sport and all MA policies.

7.6.4 That each MWA member must comply with determinations, resolutions and policies made by the MWA board in accordance with this constitution.

7.6.5 Each MWA member must use his, her or its best endeavours to contribute the realisation of the MWA objectives in accordance with the MWA principles.

7.6.6 Each MWA member must promptly pay any membership fees, affiliation fees, application fees, permit fees, general levies, insurance levies, penalties and any other fees and charges determined or imposed by MA or the MWA board for services delivered by MA or MWA and disciplinary decisions for which that member is liable in accordance with this MWA constitution.

- 7.6.7 Each MWA member must promptly pay fees, charges and penalties, imposed by MA or MWA under the applicable constitution, the Manual of Motorcycle Sport or any MA policy, for which that member is liable under 7.6.6 above.

Obligations of MWA affiliated clubs

- 7.7 Each MWA affiliated club commits to each of the following:
- 7.7.1 It will ensure that its constitution and policies complies with each of the following:
- They are consistent with this MWA constitution.
 - They must expressly recognise MWA as the sole governing body of motorcycle sport and other motorcycle activities conducted in Western Australia by the relevant MWA affiliated club.
- 7.7.2 It must do each of the following in relation to communications from MWA:
- It must, at all times, maintain a valid postal address and a valid email address and email account for the receipt of notifications from MWA and must ensure the MWA CEO has those details.
 - It must promptly notify the MWA CEO in writing of any changes to the club's postal address and email address promptly after the change is made.
 - It must ensure that mail sent by MWA to the club's postal address and notices sent by MWA to the club's email address are presented to the next club committee meeting.
- 7.7.3 It must actively participate in MWA 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 MWA and consider, formulate and send to the MWA CEO any necessary response to MWA.
 - Consider any ballot papers, including electronic or online ballot papers, from MWA and use its best endeavours to complete and return the ballot papers to the MWA CEO as required by this MWA constitution or in accordance with the conditions of any ballot conducted under clause 13.2.
 - Respond to any notice, survey or ballot from MWA requesting a response.
- 7.7.4 It must, at each of the club's AGMs, appoint 2 club delegates to the MWA general council and must promptly notify the MWA CEO of the identity and the contact details of each appointed club delegate.
- 7.7.5 Club delegates must be members of MWA at the time of his or her appointment and during all MWA general council meetings but one need not be a member of the MWA affiliated club for whom he or she is a delegate.

- 7.7.6 A club delegate may be a representative on the MWA general council on behalf of only one MWA affiliated club at any time.
- 7.7.7 It must use its best endeavours to ensure that each of its club delegates attend each meeting of the MWA general council and if delegates cannot attend, the MWA affiliated club must notify the MWA CEO at least 12 hours before the relevant meeting of the anticipated non-attendance.
- 7.7.8 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 MWA or the MWA CEO making a request for the register.

MWA membership register

- 7.8 The MWA board must ensure that the MWA CEO maintains an accurate and current register of all annual affiliates of MWA.

Resignation of MWA membership

- 7.9 A MWA member mentioned in clauses 7.1.1 (MWA affiliated clubs) and 7.1.4 (MWA life members) may terminate its, his or her MWA membership by notifying the MWA board in writing in accordance with each of the following:
 - The notice must be given to the MWA CEO for presentation to the MWA board.
 - The notice must state the date of termination of MWA membership and that date must be at least 30 days after the person who resigns gives the notice to the MWA CEO.
 - The notice must state the reasons for the resignation.
- 7.9.1 A notice that does not strictly comply with clause 8.9 is not valid.
- 7.9.2 The MWA membership of each member of an MWA affiliated club that resigns its membership of MWA in accordance with this clause 8.9 is terminated upon the resignation of the club from MWA membership becoming effective.
- 7.9.3 A member mentioned in clause 7.1.2 may only resign his or her membership of MWA by resigning his or her membership of all MWA affiliated clubs of which he or she is a member in accordance with the constitution of the relevant MWA affiliated club or clubs.

Termination of MWA membership

- 7.10 Subject to clause 8.9.2, MWA membership may be terminated as follows:
 - 7.10.1 Subject to a MWA member making arrangements acceptable to the MWA board for late payment under clause 7.6.6, MWA membership lapses for failure to pay, by the date for payment, any money to MWA required under this MWA constitution to maintain MWA membership.
 - 7.10.2 By the initiation of a complaint under clause 23.1 and the tribunal to which the MA complaints manager refers the complaint determining that the appropriate penalty is the termination of MWA membership.

8 Affiliation with MWA

Existing affiliations and associations

- 8.1 All clubs or private promoters (subject to an approved Private Promoter Agreement with MWA) or associations affiliated under the constitution of MWA replaced by this MWA constitution continue to be affiliated with MWA under this constitution.

Qualification for affiliation

- 8.2 A club or private promoter is qualified for affiliation with MWA if all of the following apply:
- 8.2.1 The club or private promoter (subject to an approved Private Promoter Agreement with MWA) conducts motorcycle, sidecar or quad sporting or other motorcycle events and activities.
 - 8.2.2 The club must be incorporated under the *Associations Incorporation Act 2015 [WA]* or incorporated under the *Corporations Act 2011 (Cth)* as a not-for-profit entity.
 - 8.2.3 The club must ensure that its constitution is consistent with this MWA constitution.

Application for affiliation

- 8.3 A club or private promoter that is qualified under clause 8.2 may apply to the MWA CEO for affiliation with MWA. 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 MWA CEO.
 - 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 the MWA general council and the contact details for those proposed club delegates.
 - The affiliation fee.
 - Any other matter required under any MWA policy.

Determination of applications for affiliation

- 8.4 The application for affiliation under clause 8.3 will be presented to the next MWA board meeting after receipt of that application and will be noted in the MWA board minutes for that meeting.
- 8.4.1 The board may accept or reject the application for affiliation. The board shall not be required or compelled to accept any membership application or to provide any reason for such acceptance or rejection.
 - 8.4.2 Promptly after the MWA board meeting the MWA CEO must notify the applicant club in writing of their acceptance or rejection for affiliation.

- 8.4.3 Membership shall be deemed to commence upon acceptance by the board and payment of the affiliation fee.

Continuity of affiliation

- 8.5 Each MWA affiliated club or private promoter (subject to an approved Private Promoter Agreement with MWA) or affiliate must pay the annual affiliation fee in the amount determined by the MWA board from time to time.
- 8.5.1 If an MWA affiliated club fails to pay an annual affiliation fee in accordance with clause 8.5, that failure may be dealt with by the MWA board as follows:
- The MWA CEO may make arrangements, suitable to the MWA board, for the relevant MWA affiliated club to pay arrears.
 - If no satisfactory arrangement can be made, the MWA board may initiate a complaint against the relevant MWA affiliated club under clause 22.1.1.

9 MWA board

Composition of MWA board

- 9.1 The MWA board is constituted by the following directors:
- 6 elected directors.
 - Up to 2 independent non-elected directors who may be appointed by the elected directors, having regard to any recommendations of the nomination committee, for a 2-year term.
- 9.1.1 Each elected director must be a member of MWA at the time of his or her nomination for election and must maintain that membership throughout the director's term on the MWA board.
- 9.1.2 Each elected director will be elected for a term of 3 years.
- 9.1.3 An appointed director does not need to be a member of MWA.
- 9.1.4 An appointed director appointed between AGMs will be taken to have been appointed for a 2-year term commencing at the AGM immediately before the appointment.

Existing directors

- 9.2 Elected directors under the constitution that this MWA constitution replaces will continue as directors under this MWA constitution.
- 9.2.1 From the date MWA adopts this MWA constitution, all continuing directors as stated in clause 9.2 will be subject to the provisions of this MWA constitution and the replaced constitution will be vacated.

Duties of directors

- 9.3 MWA directors owe MWA the following duties:
- 9.3.1 To comply with the *Associations Incorporation Act 2015 (WA) (Cth)*.

- 9.3.2 To act in the interests of the whole of MWA at all times, but having regard to the interests of MA in compliance with MA Alliance Agreement.
- 9.3.3 To enhance the reputation of MWA with the Western Australian community and government.
- 9.3.4 To comply with this MWA constitution, the MA constitution, the Manual of Motorcycle Sport and MA policies.
- 9.3.5 To support, and not compromise, the integrity of all MWA board resolutions.
- 9.3.6 To promptly declare any conflict of interest.
- 9.3.7 To act in accordance with the commitments required of all board members under this constitution.

MWA board member commitment to the MA Alliance

- 9.4 Each MWA board member must formally acknowledge and agree the following:
 - 9.4.1 He or she represents the interests of all MWA members, but in accordance with the MA Alliance Agreement.
 - 9.4.2 The interests of MWA members are concurrent with Best-for-Motorcycling and that MWA board decisions must be made on a Best-for Motorcycling basis.
 - 9.4.3 The MA Alliance requires that MWA shall conduct its operations consistently with the operations of all other SCBs and MA.
 - 9.4.4 In respect of MWA projects, each MWA board member must act on a Best-for-Motorcycling basis and must take into account the interests of all other SCBs and MA in accordance with the MA Alliance Agreement.
 - 9.4.5 He or she must refrain from any action that puts MWA in breach of the MA Alliance Agreement.

Prohibitions applying to directors

- 9.5 MWA directors, whilst a member of the MWA board, are subject to the following prohibitions in the interests of independent decision-making and avoiding conflicts of interests:
 - Not be a president, vice-president or nominated delegate of an MWA affiliated club.
 - Not accept any appointment as a key official for any MWA sanctioned event that is not a closed-to-club event without first obtaining the consent of the chair of the MWA board, subject to the condition that the director must absent himself or herself from any MWA board discussion or determination regarding the event at which the director officiates.
 - Not accept any appointment as a track licensing inspector or engage in any role related to the issue of a track licence, without first obtaining the consent of the chair of the MWA board, subject to the condition that the director must absent himself or herself from any MWA board discussion or determination regarding the event at which the director officiates.

- Not occupy any voluntary or employed position with any private promoter, without first obtaining the consent of the chair of the MWA board, subject to the condition that the director must absent himself or herself from any MWA board discussion or determination regarding the event at which the director officiates.
- 9.5.1 The prohibitions stated in clause 9.5 do not apply to a director being appointed by MA to officiate at MA sanctioned events or international events.
- 9.5.2 The chair of the MWA board is subject to all the prohibitions stated in clause 9.5 and the chair may not, under any circumstances, accept an appointment as a key official for any event that is not a closed-to-club event or accept any appointment involved in track inspection or track licensing.
- 9.5.3 Subject to clause 9.1.2, no person may be a director for more than 2 consecutive 3-year terms. However, after a period of 2 years after resigning or retiring as a director, that person will again be eligible to be nominated for a directorship and, if elected or appointed, that director is again subject to the terms in 9.1.2 and 9.1.3.
- 9.5.4 The prohibitions stated in clause 9.5 apply from the registration date of this constitution.

Powers of the MWA board

- 9.6 The MWA board has power to make a resolution about any of the following:
- 9.6.1 Any matter expressly stated in this MWA constitution as being the responsibility of the MWA board.
- 9.6.2 Any matter related to, or arising out of, this MWA constitution that is not expressly stated to be the responsibility of the MWA general council.
- 9.6.3 Any matter in relation to motorcycle sport or motorcycle activities in Western Australia stated to be the responsibility of a SCB or RCB under the Manual of Motorcycle Sport.
- 9.6.4 Any matter, whether in respect of policy, finances, management or operations necessary to pursue the MWA objectives in accordance with the MWA principles except those matters expressly stated in this MWA constitution to be the responsibility of the MWA general council.

MWA board's power to delegate

- 9.7 The MWA board may delegate, to an individual or to a subcommittee, the investigation or management of any matter for which the MWA board is responsible.
- 9.7.1 The MWA board must prescribe, by resolution properly minuted, the ambit of authority and the task to be performed by any delegate of the MWA board.
- 9.7.2 The MWA board may, by resolution properly minuted, and by promptly notifying the delegate of the revocation, revoke any delegation at any time.
- 9.7.3 The MWA board must not delegate the power to delegate granted by this clause.

- 9.7.4 The individual or subcommittee to which any power is delegated must not further delegate that power.

Election of directors

- 9.8 Elected directors must be nominated and elected in accordance with part 16.

Resignation 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 MWA board and the MWA CEO.

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 contravenes the prohibitions stated in clause 9.5.
 - 9.10.5 The director resigns under clause 9.9.
 - 9.10.6 The director does something that damages the reputation of MWA, MA or another SCB within the community or within government or acts in a manner prejudicial to the objects and interests of the association.
 - 9.10.7 The director has brought the association or themselves into disrepute.
 - 9.10.8 The director breached, failed, refused or neglected to comply with a provision of this Constitution or the Regulations.
 - 9.10.9 The director fails to declare a material conflict of interest.
 - 9.10.10 The director's membership of MWA is suspended or terminated.
 - 9.10.11 The director commits a substantial breach of the Manual of Motorcycle Sport or any MWA or MA policy.
 - 9.10.12 The director would otherwise be prohibited from being a director of a corporation under the *Corporations Act 2001 (Commonwealth)*.

Disciplinary matters and directors

- 9.11 If any MWA member makes a written complaint to the MWA board that a current director has acted in a way that constitutes a ground for removal stated in clause 9.10, the MWA 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 and conduct preliminary inquiries to satisfy the Board that there is substance to the complaint being received.

- 9.11.2 It must refer to the complaint to the MA Complaints Manager in accordance with clause 22.3 for further determination in accordance with the National Integrity Framework.
- 9.11.3 The MWA Board must comply with any determination of the MA complaints manager.
- 9.11.4 It must promptly inform the director about whom the complaint was made, of the nature of the complaint, determination of the MA Complaints Manager and jurisdiction where the complaint will be investigated and resolved.
- 9.11.5 It may, by resolution made by two-thirds majority of the other directors, impose a preliminary suspension of the director about whom the complaint was made, until the complaint is properly determined and resolved.
- 9.11.6 Subject to the determination made under clause 22.3 by the MA complaints manager, where a complaint against a director is to be managed as a disciplinary matter by the MWA Board or a delegated Panel created for such purpose, it must require the MWA CEO to issue a written Notice of Allegation to the Director, within 14 days of the determination,
- 9.11.7 The MWA CEO shall serve on the director, a notice in writing;
 - setting out the alleged breach/breaches by the director and the grounds on which it is based;
 - advising the director that they may address the Board at a meeting to be held not earlier than 14 days and no later than 28 days after service of the notice;
 - stating the date, place and time of that meeting; and
 - informing the director that they may attend the meeting in person or submit a written statement regarding the allegations raised against them.
- 9.11.8 After the director about whom the complaint was made has presented his or her submission to the MWA board or delegated panel, at the meeting convened by notice for that purpose, the MWA board may, by ordinary resolution, impose any disciplinary penalty or combination of penalties, including removal of the director, pursuant to 22.4.
- 9.11.9 The MWA board or delegated Panel may defer communications of their decision on the disciplinary process for no more than 14 days from the date of the meeting, when it shall direct the MWA CEO to communicate the decision in writing to the director.

Disciplinary action against removed director

- 9.12 If the MWA board makes a resolution to remove a director under clause 9.11 or impose any penalty the board further determines that the conduct of the director that caused his or her removal from the MWA board is serious enough to potentially warrant a further penalty, the MWA board must notify the MA complaints manager of the penalties the MWA board has imposed.

MWA 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 MWA board must continue to act as the MWA board until the vacancy is filled in accordance with clause 9.14.

Vacancies on the MWA board – elected directors

9.14 Vacancies on the MWA board may be filled as follows:

- The board will appoint a suitable and eligible nominee to the board to fill any vacancy created by the resignation or removal of an elected director.
- The MWA board may appoint a suitable and eligible person, who does not have to be a member of MWA, to fill any vacancy created by the resignation or removal of an appointed director.
- If the vacancy has been created by the resignation or removal of the chair or vice-chair, the remaining directors must choose, by ordinary resolution, a director from their number, or the new appointee, to be the chair or vice-chair, as relevant.

9.14.1 A MWA member appointed to fill a vacancy on the board created by the resignation or removal of an elected director will complete the remainder of the term of the elected director that appointee replaces and then that position will then be subject to nomination and election as stated in parts 14 and 15.

9.14.2 If an elected director, already on the MWA board, is appointed by the board to fill a vacancy on the board created by the resignation or removal of another elected director, he or she will be appointed to complete the remainder of the term of the elected director who resigned or was removed, not the term for which he or she was first elected.

9.14.3 An appointed director appointed to fill a vacancy under this clause 9.15 created by the resignation or removal of an appointed director will complete the remainder of the term of the appointed director he or she replaces and then be subject to nomination and possible re-appointment under clause 15.6.

10 MWA board meetings

MWA board to meet regularly

10.1 The MWA board must meet regularly and, in any case, not less than 9 times per calendar year, for formal MWA board meetings.

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

10.1.2 MWA board meetings may be conducted in person, online by video conference or a mixture of both.

Business of the MWA board

- 10.2 The business of the MWA board includes the following:
- 10.2.1 To make any resolution necessary to achieve the MWA objectives in accordance with the MWA principles, except in respect of those matters for which this MWA constitution prescribes another process for resolving those matters.
 - 10.2.2 To employ the MWA CEO and oversee the MWA CEO's performance.
 - 10.2.3 To determine any delegations in respect of signing cheques, other negotiable instruments and contract documents committing MWA 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 MWA CEO.
 - 10.2.5 To consider and make any necessary resolutions in respect of the resolutions made by the MWA general council.
 - 10.2.6 To consider and make any necessary resolutions in respect of the minutes of MWA 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 MWA members.

Resolutions of the MWA board

- 10.3 Subject to the requirements for a quorum stated in clauses 11.4 and subclause 11.4.2 the MWA board may make a resolution about any matter for which the MWA board is responsible under this MWA constitution by ordinary resolution.
- 10.3.1 The chair of any MWA board meeting may vote only to resolve a tied vote of the other directors.

Quorum for MWA board meetings

- 10.4 3 or 50% directors present at a MWA board meeting constitutes a quorum.
- 10.4.1 A MWA board meeting must be quorate to make valid resolutions.
 - 10.4.2 At least 3 or 50% directors must vote, or expressly abstain from voting, on any motion for resolution at a formal MWA board meeting for the MWA board resolution to be valid.

MWA board resolutions out of meetings

- 10.5 The MWA board may, outside formal MWA board meetings, carry a resolution by flying minute circulated by email or other online system.
- 10.5.1 At least 3 or 50% directors must vote, or expressly abstain from voting, on any MWA board resolution proposed by flying minute for the resolution to be valid.

The MWA board elects its own chair

10.6 At the MWA board meeting immediately following any AGM, the elected board members must elect its chair who will act as president of MWA during his or her time as chair of the MWA board.

11 MWA general council

Composition of MWA general council

- 11.1 The MWA general council is composed of up to 2 delegates from any MWA-affiliated club who personally attend the relevant MWA general council meeting.
- 11.1.1 Any MWA member may attend any MWA general council meeting, but only one club delegate from each MWA affiliated club who attends may vote at those meetings on behalf of the MWA affiliated club that appointed him or her its delegate.
- 11.1.2 Attendance at MWA general council meetings may be in person or online by video conference or a mixture of both.
- 11.1.3 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.
- 11.1.4 At least one club delegate from 25% of MWA-affiliated clubs must personally (or online) attend a MWA general council meeting to form a quorum.
- 11.1.5 Any director attending a MWA general council meeting may vote only as a club delegate and not as a director.
- 11.1.6 An inquorate MWA general council meeting cannot make any valid resolutions.

Annual general meeting

- 11.2 The AGM, a formal meeting of the MWA general council, must be convened by the MWA CEO annually on a date determined by the MWA board, but not later than 30 June.
- 11.2.1 The MWA CEO must give each MWA general council member notice of the following by the times stated:
- At least 2 calendar months before the time appointed, the time and place at which the AGM will be convened and any arrangements for attendance online.
 - At least 5 days before the AGM is convened, the minutes of the previous AGM and the MWA annual report.
 - At least 10 days before the AGM is convened, the recommendations of the board for nominations for board vacancies.
- 11.2.2 The business that must be transacted at the AGM is the following:
- To receive the minutes of the previous AGM.

- To receive the MWA annual report.
- To appoint an auditor for the next MWA financial year.
- To receive the results of the ballot for all positions subject to election at that AGM.
- The election or appointment of life members in accordance with the MWA policy for election or appointment of life members.

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

11.2.4 However, a special meeting of the MWA general council may be convened either immediately before or after the AGM to consider motions other than those stated in clause 11.2.2.

General meetings

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

Notice of general meetings

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

11.4.1 MWA affiliated clubs must propose any motions or agenda items within 4 calendar weeks after the date of the MWA CEO'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 MWA CEO must send each MWA affiliated club the following at least 3 calendar weeks before the date appointed for any AGM or other meeting of the MWA general council:

- A notice of meeting stating the time and the place at which the meeting will be convened and any arrangement for attendance online.
- 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 MWA general council

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

Notice of special meetings of MWA general council

11.6 In respect of a special meeting of the MWA general council convened by the chair of the MWA board under clause 11.5, the MWA CEO must send to each MWA 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 MWA general council convened under 11.6 will be held at a venue determined by the MWA board and the MWA CEO must also give notice of any arrangements for attendance online.

Chair of meetings of MWA general council

- 11.7 Each meeting of the MWA general council, except the AGM, will be chaired as follows:
 - 11.7.1 If the chair of the MWA board attends the meeting, the chair of the MWA board will chair the meeting.
 - 11.7.2 If the chair of the MWA board does not attend the meeting, the vice-chair of the MWA board will chair the meeting.
 - 11.7.3 If neither the chair of the MWA board nor the vice- chair of the MWA board attend the meeting, the meeting will be chaired by the longest serving of the other directors or by another director nominated by that director who attends the meeting.

Chair of AGM

- 11.8 Each AGM will be chaired as follows:
 - 11.8.1 If the position of the chair of the MWA board is subject to election at that AGM, a MWA director not subject to election at that AGM will chair the meeting until the ballot for the MWA board member who is then the chair is declared, and if that person is re-elected, the continuing chair of the MWA board will chair the balance of the meeting. If the chair of the MWA board is not re-elected, the person who commences chairing the meeting will chair the meeting to its close.
 - 11.8.2 If the current chair of the MWA board is not subject to election at that AGM, the chair of the MWA board, or his or her nominee from the directors who are not subject to election at that AGM will chair the meeting.

Minor notice irregularities

- 11.9 Subject to clause 11.9.1, at any meeting of the MWA general council, including a MWA AGM, where strict compliance with times for notice provisions for that meeting has not been met, the MWA general council may, by ordinary resolution at the meeting, waive strict compliance.
 - 11.9.1 Clause 11.9 does not apply in respect of any failure to notify any member entitled to attend and vote nor a failure to comply with the *Associations Incorporation Act 2015 (WA)*.

12 Resolutions generally

Ordinary resolutions

- 12.1 Any resolution not required by this MWA constitution to be a special resolution, will be determined by ordinary resolution as follows:

12.1.1 In respect of meetings of the MWA board, MWA general council (in respect of matters that affect that region only), 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 motion is lost.

12.1.2 In respect of motions proposed by the MWA board by ballot to MWA 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 MWA CEO.
- If exactly 50% of the ballots received by the MWA CEO, 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 lost.

Special resolutions

12.2 Any resolution required by this MWA 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 MWA general 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 MWA board by ballot to MWA 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 MWA general council will be accepted at any meeting of the MWA general council.

13 Ballots other than elections

Resolutions by ballot

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

Ballots for matters other than elections

13.2 In respect of ballots mentioned in clause 13.1, the MWA 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 MWA 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 25% MWA affiliated clubs return valid completed ballot papers in accordance with the conditions for the ballot set by the MWA board.
- 13.2.2 If a ballot is invalid under clause 13.2.1 the MWA board may determine to conduct another ballot or refer the matter to the next MWA general council meeting for resolution.

14 Nomination committee

MA nomination committee provisions

- 14.1 The provisions of part 11 of the MA constitution are imported into this MWA constitution.

Adoption of the MA nomination committee

- 14.2 The MWA board may request the nomination committee to do each of the following in relation to each election of directors and any appointment of a director:
- Make recommendations for candidates for directorship positions for election at each MWA AGM.
 - Make recommendations for candidates for any appointed directorship.
 - Conduct a performance review of the performance of the MWA board at least every 2 years.

15 Elections and appointments of MWA directors

Elections must be conducted by ballot

- 15.1 Elections for the following positions must be conducted by ballot in accordance with this part 15:
- 15.1.1 Elected directors' positions.
- 15.1.2 Any other elected position created in accordance with this MWA constitution.

Nominations of candidates

- 15.2 Only those nominees published by the MWA CEO to the MWA general council under clause 15.5 will be eligible for election at any AGM.

Persons not qualified for nomination

- 15.3 None of the following may be nominated under clause 15.2:
- 15.3.1 Any person subject to the limitation stated in clause 9.5.3.
- 15.3.2 Any person who has been removed as a director under clause 9.12 within 3 years before the AGM at which the ballot for the election will be declared.
- 15.3.3 Any MWA member who has been dismissed from a MWA subcommittee within 3 years before the AGM at which the ballot for the election will be declared.

- 15.3.4 Any MWA member who is currently subject to disciplinary proceedings commenced under part 22.
- 15.3.5 Any MWA member who is subject to any penalty imposed under the MA National Integrity Framework involving a prohibition on that person holding an elected position within MWA or MA.

Candidate statements

- 15.4 The MWA CEO must give each person nominated a reasonable opportunity to deliver a statement to the MWA CEO in support of that person’s candidacy.

Elections by ballot

- 15.5 The MWA CEO must, on or before the day that is 1 calendar month before the date appointed for the AGM, send the following to each MWA affiliated club together with
 - A ballot paper, or an electronic link to a ballot paper, setting out the name of each candidate.
 - The recommendations made under clause 15.2.
 - All candidate statements received under clause 15.4.
 - The name and address of the returning officer (**returning officer**).
- 15.5.1 Each MWA affiliated club may submit one ballot for the 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.
- 15.5.2 Each club must ensure that the returning officer receives its completed ballot paper on or before the date appointed for the AGM to be counted in the election.
- 15.5.3 The returning officer must count all the valid votes and deliver the tally of ballots to the MWA CEO. 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 the vote is a tie for any position where one candidate is a current director and the other is not, then the current director is elected.
 - If the vote is a tie and neither of the tied candidates is a current director, then the winner will be determined by a coin toss.

- 15.5.4 The MWA CEO will declare the results of any ballot for elections conducted under this clause 15.5 at the AGM. Despite clause 19.1, the MWA CEO must destroy or securely delete all ballot papers promptly after the AGM.

Appointed directors

- 15.6 Subject to clauses 9.1 and 9.5 and subject to the following sub-clause of this clause, the MWA board may appoint any suitable and eligible person as an appointed director.

16 MWA panels & subcommittees

Establishment of MWA panels & subcommittees

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

MWA panels

- 16.2 A MWA panel will be constituted by MWA individual members appointed by the MWA board to whom the MWA board may delegate specific tasks consistent with MWA objectives and MWA principles.
- 16.2.1 MWA panels will not usually be required to meet. But the MWA 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 MWA board will prescribe the tasks to be discharged by any panel member in respect of an assignment allocated to that panel member by the MWA office.

MWA subcommittees

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

Appointment of panel members

- 16.4 The MWA board will directly appoint MWA members to MWA panels.

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

Appointment of MWA subcommittee members

- 16.5 The MWA board will directly appoint individual MWA 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 MWA panel or MWA subcommittee may resign at any time by giving the MWA CEO written notice of his or her resignation.

Objectives & purposes of MWA panels & subcommittees

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

Governance principles for MWA subcommittees

- 16.8 The MWA board may prescribe any of the following in respect of any MWA 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 any region; ie if the MWA board has determined to group MWA affiliated clubs by regions.
 - 16.8.5 A quorum that must be present, personally or by telephone or internet connection, for meetings of the MWA subcommittee.
 - 16.8.6 That the particular MWA subcommittee may produce a budget to the MWA CEO for expenditure the subcommittee may incur and revenue the subcommittee may receive from MWA.
 - 16.8.7 The format, content and detail of minutes of meeting the subcommittee must produce to the MWA CEO following each of its meetings.

MWA panels & subcommittees are accountable to MWA board

- 16.9 All members of all MWA panels and MWA subcommittees are accountable to the MWA board to at all times act consistently with this MWA constitution and the purposes and objectives for which the MWA panel or MWA has been established.

- 16.9.1 All decisions and resolutions of a MWA panel member or any MWA subcommittee will be by ordinary resolution.
- 16.9.2 All resolutions of MWA subcommittees, except resolutions in respect of matters that MWA board resolves under clause 16.1.2 are not subject to subsequent ratification by the MWA board and all decisions by any MWA panel member may be over-ruled by the MWA board.
- 16.9.3 If a resolution of a subcommittee is over-ruled by the MWA board, the MWA CEO must promptly inform the chair of the relevant MWA subcommittee that MWA subcommittee resolution has been over-ruled and invite submissions on why the resolution should not have been over-ruled and the MWA board must promptly consider those submissions.
- 16.9.4 If a decision of a MWA panel member is over-ruled by the MWA board, the MWA CEO must promptly inform the relevant MWA panel member of that MWA board resolution and the reasons for the MWA board resolution.

Meetings of MWA subcommittees

- 16.10 Each MWA subcommittee must meet as follows:
 - 16.10.1 If the MWA board has prescribed rules for the frequency of the MWA subcommittee meetings, the MWA subcommittee must comply with those rules.
 - 16.10.2 If the MWA board has *not* prescribed rules for the frequency of the MWA subcommittee meetings, the MWA 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 MWA CEO

- 16.11 Each MWA subcommittee must, within 5 business days after each of its meetings, publish to the MWA CEO minutes of that meeting.
 - 16.11.1 The form, content and detail contained in MWA subcommittee minutes must allow the MWA 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 MWA panel and MWA subcommittee members

- 16.12 If the MWA board forms the reasonable opinion that a MWA panel member, a MWA subcommittee or any member of a MWA subcommittee is acting contrary to the purposes and objectives for which the relevant MWA panel or MWA subcommittee was established or is not complying with this MWA constitution or the rules prescribed by the MWA board under clause 16.7, then the following apply:
 - 16.12.1 The MWA board may request that person to show cause why he, she or they should not be dismissed.
 - 16.12.2 If the MWA board gives a person a notice to show cause, that person may deliver to the MWA CEO a written submission of the reasons why the MWA board should not dismiss the person. The MWA CEO 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 MWA board meeting following the expiry of the time to show cause stated in clause 16.12.2, the MWA board will consider any submission or submissions received by the MWA CEO 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 MWA board in person.
- 16.12.4 If the MWA board determines to allow any person who receives a notice to show cause under clause 16.12.2 to make oral representations to the MWA board in person, the MWA CEO must notify that person when and where he or she is to make those submissions.
- 16.12.5 If the MWA 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 MWA CEO must promptly notify that person after the MWA board makes the resolution.
 - That person ceases to be a member of that subcommittee on the MWA board making the relevant resolution.

Vacancies on MWA panel & MWA subcommittees

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

Disqualification from appointment

- 16.14 A person who is disqualified for nomination under clause 15.3 must not be appointed to any MWA panel or MWA subcommittee under this part 16.

17 MWA policies

Power to make MWA policies

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

- 17.1.4 All MWA policies must be internally consistent, consistent with one another and consistent with this constitution and the MA constitution and MA policies.

MA constitution and Manual of Motorcycle Sport

- 17.2 All MWA policies should be consistent with the MA constitution, the Manual of Motorcycle Sport and MA policies.

Publication of MWA policies

- 17.3 The MWA CEO must, from the time this MWA constitution is adopted, post on the MWA website all MWA policies noting the following:

17.3.1 The date on which the policy was adopted by the MWA board.

17.3.2 The date of all amendments to MWA policies.

Proposals for new MWA policy or repeal or amendment of a MWA policy

- 17.4 A new MWA policy, a repeal of a MWA policy or amendment to a MWA policy may be proposed to the MWA board at any time as follows:

17.4.1 The MWA board by its own motion.

17.4.2 The MWA general council proposing a new MWA policy, the repeal of a MWA policy or the amendment of a MWA policy to the MWA board by ordinary resolution.

18 Property of MWA

MA fees and charges

- 18.1 MWA must at all times comply with an obligation validly imposed by MA under the MA constitution on MWA or on MWA 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 MWA or any MWA member is the property of MA including whilst those funds are held by MWA.

MWA fees and charges

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

18.2.1 Fees and charges imposed by MWA under this MWA constitution are the property of MWA.

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

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

- The club may not vote in any ballot whilst the debt remains unpaid.
- Where a member or affiliate fails to comply with its financial or other obligations under this Constitution, any regulation or the GCRs, the board may determine the member or affiliate to be not of good standing.
- On determination of the board that the member or affiliate is not of good standing the board may give notice to the member or affiliate of the board's determination and request they show cause within a reasonable time why further action should not be taken against the member or affiliate.
- The member or affiliates failure to respond or act to the board's satisfaction may result in the board suspending the member or affiliate or otherwise imposing such conditions on membership as the board sees fit.

Application of income and property

18.3 The property and income of MWA must be applied solely towards the promotion of the objects or purpose of the Association and no part of the property or income may be paid or otherwise distributed, directly or indirectly, to members of the Association, except in good faith in the promotion of those objects or purpose.

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

18.3.1 Subject to clause 18.3.2, MWA must not do any of the following:

- Pay money or give any other form of reward or compensation to directors, MWA subcommittee members or club delegates.
- Make any distribution of income or property to any member of MWA.
- Sell any asset owned by MWA valued at more than \$10,000 unless first a general meeting supports a resolution for the sale by ordinary resolution.

18.3.2 Clause 18.3.1 does not apply in the following circumstances:

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

member has a legal or equitable interest, on ordinary commercial terms.

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

Borrowing

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

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

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

Liability of MWA members is limited

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

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

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

Distribution of MWA property on winding up

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

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

19 Accounts and records

MWA required to maintain records

19.1 Subject to clause 15.5.4, the MWA CEO must ensure that MWA maintains accurate records and minutes of all financial transactions, MWA meetings, business conducted by MWA and activities conducted by MWA.

19.1.1 Financial and company records must be established and maintained in accordance with the *Corporations Act 2000*.

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

Accounts to be audited

- 19.3 The MWA board must ensure that the MWA CEO 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 MWA records promptly after the conclusion of each MWA financial year and that the auditor or auditors deliver to the MWA 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 MWA annual report.
- 19.3.2 The MWA CEO must also ensure that the audit report delivered under clause 19.3 is included in the MWA annual report as required under the *Corporations Act 2000* and is presented at the AGM and is also sent to each MWA affiliated club with a request to make those documents available to any financial member of the MWA affiliated club.

Availability of records to membership

- 19.4 The MWA CEO must make available to any MWA 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 MWA CEO and another employee recommended to the MWA board by the MWA CEO.
- 20.1.1 The association may have a Seal upon which its corporate name shall appear in legible characters.
- 20.1.2 The board delegates to the CEO the custody of and authorisation of to fix a seal to authorise a document.
- 20.1.3 Two directors with the authority of the board may affix the seal to execute a document.

Delegation for execution generally

- 20.2 The MWA board may, at any time, authorise the MWA CEO, other MWA employee, a director, or directors, to sign any document on behalf of MWA. 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 MWA board under clause 20.2 may be revoked by the MWA 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 MWA board any interest or duty that director may have that conflicts with, or appears to conflict with, that director's duties under this MWA constitution or in respect of any matter being considered by the MWA 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 MWA 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 MWA 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 MWA board. The other directors must determine whether the director declaring the conflict should be excluded as stated in clause 21.1.1.

MWA panel & MWA subcommittee conflicts

21.2 A member of any MWA panel or MWA subcommittee must declare, in the case of a MWA panel member to the MWA office and in the case of a MWA 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 MWA panel member or MWA subcommittee member under this MWA constitution.
- Any conflict with the purposes and objectives for which the MWA panel or MWA subcommittee was established or with any matter being considered by the MWA panel member or the MWA 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 MWA panel member, decline any assignment that involves the conflict.
- In the case of a MWA subcommittee member, absent himself or herself from any MWA 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 MWA panel member or MWA 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 MWA panel member to the MWA CEO who will determine whether that person can perform an assigned task.
- In the case of a MWA subcommittee member to the MWA subcommittee and the other MWA subcommittee members must determine whether the MWA subcommittee member declaring the conflict should be excluded as stated in clause 21.1.1.

22 Complaints and discipline

Complaints

22.1 Any MWA member may make a complaint, on the grounds stated in clause 22.2, in writing to the chair of the MWA board and/or to the MWA CEO.

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

Grounds for disciplinary action or complaint

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

22.2.1 A MWA member has breached its, his or her obligations under this MWA constitution or the MA constitution.

22.2.2 A MWA member has breached a provision of the Manual of Motorcycle Sport.

22.2.3 A MWA member has breached a MA National Integrity Framework policy or other MA policy.

22.2.4 A MWA member has brought MWA or motorcycle sport or recreation into disrepute.

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

22.2.6 In respect of the dismissal of a MWA subcommittee member or MWA panel member under clause 16.12, that the dismissal was not justified.

MWA board must refer complaints to the MA complaints manager

22.3 The MWA board must promptly refer every complaint it receives under clause 22.1 and any complaint it initiates itself under clause 22.1.1, to the MA complaints manager in writing.

22.3.1 In respect of any complaint received under clause 22.1, each of the following applies:

- If the MWA board considers that the complaint may be best resolved by conciliation arranged and managed by the MWA board, the MWA board may, with the delivery of the complaint to the MA complaints manager, deliver submissions seeking approval of the MA complaints manager for any such conciliation process.
- Where the MWA board is aware that the subject of the complaint is currently subject to a dispute or disciplinary process under the

constitution of a MWA affiliated club, the MWA board must inform the MA complaints manager of that.

- 22.3.2 The MWA board must comply with any determination of the MA complaints manager in respect of the matters notified to the MA complaints manager under clause 22.3.1.
- 22.3.3 All complaints received under this constitution will be determined or resolved in accordance with the MA Complaint Resolution Policy, under the MA National Integrity Framework or this Constitution.
- 22.3.4 All rights of appeal in respect of determinations under the MA Complaint Resolution Policy, under the MA National Integrity Framework or this Constitution.

Disciplinary penalties

22.4 The penalties that may be imposed under this MWA constitution include the following:

- In the case of a MWA affiliated club, termination of MWA membership.
- Monetary penalties.
- Restrictions or prohibitions on a person holding any elected position within MWA or MA, 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 MA.
- Termination of MWA membership.
- Impose such other penalty, action or educated process as it sees fit.

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

23 Changing this constitution

Regular review

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

Amendments to be approved by special resolution

23.2 This MWA constitution may only be amended by special resolution of the MWA general council.

Application of amendments to this MWA constitution

23.3 An amendment to this MWA constitution affected in accordance with clause 23.2 will take effect either when the special resolution is carried at a meeting of the MWA general council or, if the resolution prescribes another time for the amendment to take effect, that other time

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

24 Indemnities

MWA indemnity to directors

24.1 Subject to clause 24.1.1, MWA indemnifies, and will continue to indemnify, all directors, officers of MWA, 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 MWA 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.

24.1.1 Clause 24.1 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 MWA has insufficient assets to fund MWA's liability under the indemnity.

24.1.2 MWA must insure all directors, officers of MWA, employees and agents against this indemnity.

25 Definitions and interpretation

Definitions

25.1 In this constitution, the following definitions apply: **Act**

means the *Associations Incorporation Act 2015 (WA)*

Affiliation fee means the fee determined by the MWA board that is payable annually by each MWA affiliated club for its membership of MWA.

AGM means the annual general meeting of the MWA general council.

ALT means the alliance leadership team constituted under the MA Alliance agreement.

Application fee means the fee determined by the MWA board payable by an applicant for affiliation with MWA.

Association means Motorcycling Western Australia Incorporated

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

Best-for-Motorcycling means a determination, decision, outcome, solution or resolution to which each of the following apply:

- (a) It is consistent with MA Alliance Principles and values.
- (b) It facilitates Outstanding Performance in MA Alliance Objectives.
- (c) It is value for money for each Participant.
- (d) It is arrived at or taken for the ultimate purpose of pursuing MA Alliance Mission and Vision.
- (e) It is more likely than not to do the following:
 - Make our sport safer.
 - Enhance the viability and capabilities of our clubs.
 - Enhance the efficiency and expertise of our officials.
 - Reduce the workload borne by our volunteers.
 - Attract more participants to our sport.
 - Enhance the prestige of motorcycle sport and recreation.

Board means the body managing the Association and consisting of the Directors.

Business day means any week-day excluding a public holiday in Adelaide and excluding 27-31 December of any year.

Chief Executive Officer (CEO) means the person appointed to the position by the Board from time to time having the functions set out under this Constitution and as directed by the Board and performing the role of Secretary.

Club means a body which is affiliated with the Association having competitive or non-competitive licence holders and which is active in conducting participation events for Members.

Committee means groups of individuals appointed by the Board to perform the functions or tasks in the operation of the Association and includes Sporting Panels and Special Purpose Committees.

Competition means activity in which an individual or individuals of any Club or Clubs is/are engaged in motorcycling when speed, endurance, skill or any other such factor can be used as a comparison, other than a gymkhana or a social event.

Constitution means this Constitution of the Association.

Council means the Council of the Association constituted under clause 11.

Club delegate means a person appointed by a MWA affiliated club to represent that club on the MWA general council.

Director means a Member of the Board and includes any person acting in that capacity from time to time appointed in accordance with this Constitution but does not include the Chief Executive Officer

FIM means the Federation Internationale Motorcycliste (the International Motorcycle Federation).

Financial year means the year beginning 1 January each year and ending 31 December in each year.

General meeting means the annual, general or any special meeting of the Association.

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 any state or territory and any local government and local government administration in Western Australia and includes any authority or business owned by any of them or wholly controlled by any of them.

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

MA means Motorcycling Australia ABN 83 057 830 083.

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 MA and all SCBs have created the MA Alliance.

MA complaints manager means the person or persons appointed by the MA board under the MA Integrity Framework to manage the determination or resolution of all complaints and disputes in accordance with the MA Integrity Framework.

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

MA Delegate means the President from time to time, or his nominee, who shall represent the Association at meetings or conferences of MA and any adjournments thereof.

MA National Integrity Framework means the policy or policies adopted by the MA board and approved by Sport Australia under which all complaints and disputes within the MA federation will be determined or resolved.

MA-permitted event means any event for which MA issues a permit or for which MWA issues a permit as the agent of MA.

MA policy or policies means and policy adopted by the MA board under the MA constitution or adopted by the ALT under the MA Alliance Agreement.

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

Member means a person or organisation admitted to membership of the Association.

Motorcycling means the sport of Motorcycling as administered by the FIM and MA.

MWA means Motorcycling Western Australia Incorporated ABN 47051368470.

MWA board means the MWA board of directors of MWA constituted under part 9.

MWA affiliated club means a club affiliated with MWA as stated in part 8.

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

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

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

MWA general council means the convention of club delegates constituted under part 10.6.

MWA intellectual property means the following:

- Copyright owned by MWA in all of the following:
- Documents, forms and templates produced or issued by MWA.

- Designs, formats and content of all web sites operated by MWA or by any MWA subcommittee.
- Designs, graphics etc on all MWA signage.
- Logos of MWA.
- Trademarks owned by MWA.

MWA member means a member mentioned in clause 7.1 and clause 7.2.

MWA objectives means the objectives stated in clause 4.2.

MWA CEO means the person appointed by the MWA board under clause 5.2.

MWA principles means the principles stated in clause 4.3.

MWA regulation means a regulation made under part 17.

MWA subcommittee means a subcommittee established by the MWA board under part 16.

Nomination committee means the nomination committee constituted under part 11 of the MA constitution to attract, assess and rate candidates for directorships on the MA board and, subject to clause 11.2 of the MA constitution, on an SCB board to make recommendations as required by clause 11.4 of the MA constitution.

Objectives means the objectives of the Association in Clause 4

Ordinary resolution means a resolution carried as stated in clause 12.1 in respect of, relevantly, motions at meetings or ballots.

President means the director elected as president of MWA under this MWA constitution.

Policy under this constitution includes any by-laws enacted under any preceding constitution.

Private promoter means any individual or individuals whether member/s of any club or not, engaged in organising, conducting or managing the affairs of a competition who/m have a direct pecuniary interest in that competition.

Promoter means any Club or Clubs that engage in organising, conducting and managing matters in relation to the sport.

RCB means Race Control Body.

Register means a register of Members kept and maintained in accordance with clause 7.

Seal means the common seal of the Association (if any).

SCB means a state controlling body, including MWA, 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.

Sport means the organised sport of motorcycling and includes all forms of motorcycling whether competitive or otherwise.

Vice-president means the director elected as the vice president of MWA under this MWA constitution.

2-year term means the following:

- In relation to an elected MWA director, the period between the MWA AGM at which he or she was elected and the 2nd MA AGM after that.
- In relation to an appointed MWA director, the following:
- For the first term of the appointment, the period between the most recent MA AGM before the appointment and the 2nd MWA AGM after that.
- In relation to any subsequent term, the period between the MWA AGM at which the previous term expired and the 2nd AGM after that.

Interpretation

25.2 In the interpretation of this constitution, the following provisions apply unless the context otherwise requires:

25.2.1 Definitions used in the Manual of Motorcycle Sport apply in this MWA constitution as follows:

- To the extent only that the definitions used in the Manual of Motorsport are consistent with this MWA constitution.
- To the extent any definitions in the Manual of Motorsport conflict with this MWA constitution, this MWA constitution prevails.

25.2.2 Headings are inserted for convenience only and do not affect the interpretation of this constitution.

25.2.3 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 Perth, Western Australia.

25.2.4 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.

25.2.5 A reference in this constitution to 'dollars' or '\$' means Australian dollars and all amounts payable under this constitution are payable in Australian dollars.

25.2.6 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.

25.2.7 A reference in this constitution to any document or constitution is to that document or constitution as amended, novated, supplemented or replaced.

25.2.8 A reference to a clause, part, schedule or attachment is a reference to a clause, part, schedule or attachment of or to this constitution.

25.2.9 An expression importing a natural person includes any company, trust, partnership, joint venture, association, body corporate or governmental agency.

- 25.2.10 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.
- 25.2.11 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.
- 25.2.12 A reference to the word 'include' or 'including' is to be interpreted without limitation.
- 25.2.13 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].
- 25.2.14 A reference to a part of a clause 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.
- 25.2.15 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.].
- 25.2.16 Any schedules and attachments form part of this constitution.

25.3 Severance

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read and interpreted if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.

25.4 The Act

Except where the contrary intention appears, in this Constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Act. Any model rules created under the Act are expressly displaced by this Constitution.