



Queens Of Dirt Inc

Incorporated Society No. 2743074

Constitution

Adopted at Special General Meeting on 25 July 2019

Commencement Date 1 July 2019

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Queens Of Dirt Incorporated

Constitution

PART I – OBJECTS AND POWERS

1. Name and Registered Office

- 1.1 The name of the incorporated society is Queens Of Dirt Incorporated (the “Club”).
- 1.2 The registered office of the Club shall be at such place as determined by the Club Committee from time to time.

2. Objects

- 2.1 The Objects of the Club are to:
1. Develop a community of confident Queens on bikes.
 2. Connect like-minded females of all abilities and experience, and support them to empower each other, build confidence and develop a sense of community for women who ride dirt bikes in New Zealand.
 3. Promote dirt biking to females of all ages in New Zealand.
 4. Encourage participation by offering events only for females.
 5. Organise events to help form connections between likeminded females.
 6. Encourage self-improvement of females that ride dirt bikes.
 7. Facilitate the continued improvement of riding skills and confidence of all levels of females by offering skills and maintenance clinics to improve knowledge.
 8. Help riders gain confidence for first time races.
 9. Help beginners break into the sport (also helping to grow the number of women in the sport).

3. Powers and Responsibilities

- 3.1 **Powers:** The Club has the power, subject to this Constitution, to do the following:
1. make, alter, rescind, and enforce this Constitution, and any rules, Club Regulations, policies and procedures for the governance, management and operation of the Club;
 2. determine its membership including withdrawing, suspending or terminating Club

Members;

3. produce, develop, create, license and otherwise exploit, use and protect the Intellectual Property of the Club;
4. determine, raise and receive money by subscriptions, donations, fees, levies, entry or usage charges, sponsorship, government funding, community funding or otherwise;
5. enter into, manage and terminate contracts or other arrangements with employees, sponsors, Club Members and other persons and organisations;
6. organise and control dirt bike competitions, events and programmes administered by the Club;
7. delegate powers of the Club to the Club Committee or any sub-committee or any person;
8. do any other acts or things that are incidental or conducive to the attainment of the Objects.

3.2 **Responsibilities:** The Club is responsible for:

1. developing strategies, policies, programmes and initiatives for the Club;
2. delivering initiatives to encourage female participation in dirt biking;
3. seeking and securing revenue, funding, grants, and sponsorship for the delivery of its strategies, programmes and initiatives;
4. implementing initiatives to encourage the continual increase in the number of females participating in dirt biking.

PART II – MEMBERSHIP

4. Club Members

4.1 **Club Members:** The Club shall have as its Club Members, individuals it considers appropriate. Club Members shall be divided into the following categories of membership:

1. **Members:** all individuals aged 18 years or older (as at 1 January each year) who do, or wish to, participate in or have an interest in supporting females that ride dirt bikes and who have been accepted as a Member of the Club;
2. **Officers:** all individuals who are elected to the Club Committee shall as a condition of seeking election, accept that if elected they will become members of the Club.

- 4.2 **Becoming a Club Member:** From the Commencement Date, an individual shall become a Club Member by:
1. applying, in writing to the Club Committee, for membership as a Member in accordance with this Constitution, and having their application accepted by the Club. The decision of the Club Committee shall be final, and the Club Committee may take into account any factors it considers appropriate in considering approval for membership; or
 2. being elected to the Club Committee.
- 4.3 **Existing Members:** All members that were members of the Club immediately prior to the commencement of this Constitution shall be Members of the Club from the date this Constitution comes into force.
- 4.4 **Duration of Membership:** Subject to Rule 8 (Resignation, Suspension, and Termination of Membership):
1. the duration of membership for each Member is the period commencing on the date that the Club accepts the application for membership and ending on 31 May each year;
 2. the duration of membership for Officers is for the period from election to the Club Committee until the conclusion of the next AGM, unless the individual concerned was removed in accordance with Rule 10.9 (Removal of Club Committee Member) or was appointed to the Club Committee to fill a vacancy in accordance with Rule 10.10 (Vacancies).
- 4.5 **Continuation of Club Membership:** Subject to Rule 8 (Resignation, Suspension, and Termination of Membership), upon admission as a Club Member, the payment of any applicable Membership Fee or other fees in each subsequent year shall be sufficient to renew membership without the need to be accepted as a Club Member each year. This Rule does not apply to Officers whose duration of membership is specified in Rule 4.4b.

5. Rights and Privileges of Membership

- 5.1 **General:** Subject to Rule 8 (Resignation, Suspension, and Termination of Membership), all other Club Members shall act in accordance with the policies and procedures of the Club and for the period of their membership, be entitled to:
1. use the Club's facilities and equipment;
 2. participate in programmes and activities offered by the Club.
- 5.2 **Members:** In addition to the entitlements in Rule 5.1, each Member for the period of their membership, be entitled to:
1. view on request notices and papers for General Meetings of the Club;

2. attend, speak, and vote at all General Meetings of the Club;
 3. be elected as an Officer;
 4. be elected as a member of the Club Committee
- 5.3 **Officers:** All Officers shall have the rights and privileges conferred to Officers in this Constitution.

6. Membership Fees and Other Fees

- 6.1 **Membership Fee:** The Club Committee shall determine:
1. the Membership Fee(s), if any, payable by each of the categories of Club Member of the Club;
 2. the due date(s) for any Membership Fee(s); and
 3. the manner of payment for any Membership Fee(s).
- 6.2 **Failure to Pay:** Each Club Member shall pay any Membership Fee and any other fees payable by the specified due date(s). Failure to pay any Membership Fee by the due date or by any subsequent date agreed to in writing by the Club Committee shall mean the individual concerned is no longer a Club Member and all rights and privileges s/he had as a Club Member shall cease to apply, but shall not excuse such person from being bound by this Constitution.

7. Member Obligations

- 7.1 Club Members acknowledge and agree that:
1. this Constitution constitutes a contract between each of them and the Club and that they are bound by this Constitution, the Club Regulations, and any policies and procedures of the Club;
 2. they shall comply with and observe this Constitution and any policies and procedures of the Club, and any determination, resolution or decision which may be made or passed by the Club Committee;
 3. they are subject to the jurisdiction of the Club; and
 4. this Constitution, and any policies and procedures of the Club, are necessary and reasonable for promoting the Objects and are made in pursuit of a common object, namely the mutual and collective benefit of the Club.
- 7.2 In order to receive or continue to receive the rights and privileges specified in Rule 5, Club Members must meet all requirements of membership set out in this Constitution or as otherwise set out by the Club Committee.

8. Resignation, Suspension, and Termination of Membership

8.1 Resignation: A Club Member may resign from the Club by giving one (1) month's notice in writing to the Club Committee. Upon the expiration of the notice period and provided the Club Member has paid all arrears of any Membership Fees and any other fees due and payable by him/her, he/she shall cease to be a Club Member.

8.2 Default in Fees: A Club Member shall have his/her membership terminated if any Membership Fee or any other fees are due and outstanding to the Club. Before such termination can occur the Club Committee must give the Club Member written notice specifying the payment(s) due and demanding payment by a due date, being not less than seven (7) days from the date of the demand. If payment is not made by the due date, membership shall be suspended pending payment. If such suspension continues for more than one (1) month, the Club Member shall have their membership automatically terminated on the expiry of the one (1) month period.

8.3 Discipline: If the Club Committee considers a Club Member has or may have:

1. breached, failed, refused or neglected to comply with a provision of this Constitution or any regulation, or any other resolution or determination of the Club Committee; or
2. acted in a manner unbecoming of a Club Member or prejudicial to the Objects or the interests of the Club, or
3. brought the Club, any other Club Member, or the sport of dirt biking into disrepute;

and the Club Committee believes it is in the best interests of the Club to do so, it may suspend the Club Member. Before invoking any such suspension, the Club Member shall be given notice of the proposed suspension and the right to be heard by the Club Committee.

8.4 Effect of Suspension: If a Club Member is suspended, the Club Member concerned shall not be entitled to receive any of the rights and privileges of membership to which s/he would otherwise be entitled including participating in any activity, event, function, General Meeting or other meeting of the Club until such time as the Club Committee or the Judicial Committee determine the matter, or the Club Members at a General Meeting terminate membership.

8.5 Termination of Club Membership: In addition to termination under Rule 6.2 (Failure to Pay), the Club Members at a General Meeting may terminate membership of any Club Member if the Club Committee or the Judicial Committee makes a recommendation to do so, and provided a motion to that effect is notified in accordance with this Constitution. The motion for termination of membership must be adopted by Special Resolution and shall not be voted on until the Club Member concerned has been given the right to be heard.

8.6 Effect of Termination: Any person who ceases to be a Club Member shall forfeit all

rights in and claims upon the Club and its property and shall not use any property of Queens Of Dirt including its Intellectual Property. Upon any Club Member ceasing for any reason to be a Club Member his or her name shall be struck off the Register of Club Members.

- 8.7 **Reinstatement:** Membership of the Club that has been suspended or terminated may only be reinstated at the discretion of the Club Members by Special Resolution at a General Meeting.

9. Register of Club Members

- 9.1 The Club shall keep and maintain a Register of Club Members in accordance with the law and, in respect of the Club Members specified in Rule 4.3. The Register shall include the name, address, category of membership, and date of joining of each Club Member and such other information as reasonably requested.
- 9.2 Any entry on the Register shall be available for inspection by Club Members upon reasonable request and in compliance with the Privacy Act 1993.

PART III – OFFICERS AND THE CLUB COMMITTEE

10. Club Committee

- 10.1 **Role of the Club Committee:** The Club Committee shall be responsible for determining strategies, policies and financial arrangements of and for the Club, managing the operation of the Club, and subject to this Constitution, may exercise all the powers of the Club and do all things that are not expressly required to be undertaken by Club Members at a General Meeting.
- 10.2 **Composition of the Club Committee:** The Club Committee shall comprise the following persons:
1. President;
 2. Treasurer;
 3. Secretary; and
 4. Officer, as elected by the Club Members under Rule 10.5 (Election of Club Committee).
- 10.3 **President:** The President shall be elected annually at the AGM and shall hold office for a three (3) year term until the conclusion of the relevant AGM. The President may be re-elected for subsequent and consecutive terms of office. Nominations for President shall be made in the same manner and at the same time as nominations for Club Committee Members under Rule 10.5. The President shall attend and chair Club Committee meetings and General Meetings of the Club and shall be entitled to a casting vote. The President shall carry out the functions and duties as prescribed by

the Club.

10.4 Chairperson: The President shall act as Chairperson at Club Committee meetings and General Meetings of the Club. If the President is unavailable for any reason then the Club Committee may appoint a Chairperson during the period of unavailability.

10.5 Election of Club Committee: The Club Committee Members shall be elected by a majority of the Club Members present and entitled to vote at an AGM, following nomination by one Club Member. Nominations shall be in the approved form and received at the registered office of the Club by not less than twenty (20) days before the date set for the AGM. If any Club Committee Member positions are not filled at the AGM the positions may be filled from the floor in accordance with Rule 12.1, or left vacant until the next AGM.

10.6 Term of Office: Subject to Rule 10.8 (Removal of Club Committee Member) and Rule 10.10 (Vacancies), the term of office for all Club Committee Members shall for a three (3) year term until the conclusion of the relevant. A Club Committee Member may be re-elected or re-appointed to the Club Committee for subsequent and consecutive terms of office.

10.7 Ineligibility: Individuals may not serve on the Club Committee if any of the following circumstances apply to them:

1. **Bankrupt:** the person who has been adjudged bankrupt, who has not obtained a final order of discharge or whose order of discharge has been suspended for a term not yet expired, or is subject to a condition not yet fulfilled, or to any order under the Insolvency Act 2006, or any equivalent provisions under any previous or replacement legislation;
2. **Conviction:** the person who has been convicted of any offence punishable by a term of imprisonment of two or more years unless that person has obtained a pardon or has served the sentence imposed on them;
3. **Imprisonment:** the person who has been sentenced to imprisonment for any offence unless that person has obtained a pardon or has served the sentence imposed on them;
4. **Disqualified Director:** the person who is prohibited from being a director or promoter of or being concerned or taking part in the management of a company under the Companies Act 1993 or the Charities Act 2005 including any equivalent provisions under any previous or replacement legislation;
5. **Property Order:** the person who is subject to a property order made that the person is lacking in competence to manage their own affairs under the Protection of Personal and Property Rights Act 1988, or any equivalent provisions under any previous or replacement legislation;
6. and if any of the above circumstances occur to an existing Club Committee Member, they shall be deemed to have vacated their office upon notification to

them of a finding by the relevant authority of such circumstance.

10.8 Suspension of Club Committee Member: In addition to the requirements in Rule 10.7 (Ineligibility), if any Club Committee Member is alleged to have, or is charged with, or is given notice by the relevant authority of a proposal to make an order or finding against that Club Committee Member of any of the circumstances described in Rule 10.6, the remaining Club Committee Members may, after reasonable enquiry and giving the Club Committee Member concerned the right to be heard, suspend the Club Committee Member from the Club Committee pending the determination of such allegation notice or charge.

10.9 Removal of Club Committee Member: The Club Members at an Special General Meeting (SGM) called for this purpose may, by Special Resolution, remove any Club Committee Member, or the Committee as a whole, before the expiration of their term of office in accordance with the following process:

1. if the Secretary receives a request for a SGM for the purpose of removing a Club Committee Member or the Club Committee as a whole, the Secretary shall send the notice of the SGM to the Club Committee Member(s) concerned, in addition to the persons specified in Rule 11.8 (Notice of SGM);
2. following notification under Rule 11.8 and before voting on the resolution to remove a Club Committee Member or the Club Committee as a whole, the Club Committee Member(s) affected by the proposed resolution shall be given the opportunity prior to, and at, the SGM to make submissions in writing and/or orally to the persons entitled to be present at the General meeting about the proposed resolution.

10.10 Vacancies: Where there is a vacancy on the Club Committee, the remaining Club Committee Members may appoint a person of their choice to fill the vacancy until the next AGM or the Club Committee may leave the vacancy unfilled until the next AGM.

10.11 Duties of Club Committee Members: The specific duties for each role on the Club Committee are as determined by the Club Committee, and the general duties of each Committee Member are to:

1. act in good faith and in the best interests of the Club at all times;
2. exercise the powers of the Club Committee for proper purposes;
3. act, and ensure the Club acts, in accordance with this Constitution;
4. not agree to, nor cause or allow, the activities of the Club to be carried on in a manner likely to create a substantial risk of serious loss to the Club's creditors;
5. not agree to the Club incurring any obligations unless the Club Committee Member believes at that time on reasonable grounds that the Club will be able to perform the obligations when it is required to do so;

6. not disclose information that the Club Committee Member would not otherwise have available to him or her other than in their capacity as a Club Committee Member, to any person, or make use of or act on the information except;
 - i. as agreed by the Club Committee for the purposes of the Club; or
 - ii. as required by law;
7. regularly attend Club Committee meetings and General Meetings of the Club;
8. ensure proper records of all proceedings and meetings of the Club Committee and of every General Meeting are kept;
9. exercise the care, diligence and skill that a reasonable Club Committee Member would exercise in the same circumstances taking into account, but without limitation, the nature of the Club, the nature of the decision and the position of the Club Committee Member and the nature of the responsibilities undertaken by the Club Committee Member; and
10. if the Club Committee Member has a financial or material interest in a matter before the Club Committee he or she must disclose the interest to the Committee, conflict of interest, not vote on the matter(s) to which the conflict relates, and (if requested by the Club Committee) abstain from deliberations on the matter.

10.12 **Powers of the Committee:** Without limiting the generality of the Club Committee's powers to carry out the Objects as it considers necessary, the Club Committee shall have the specific powers to:

1. develop and implement strategies, policies and procedures for the administration, promotion and development of the females dirt biking;
2. designate and delegate areas of responsibility to each of the Club Committee Members;
3. establish, appoint and determine the composition of any subcommittees or other groups as it considers appropriate to assist it to carry out its responsibilities and to delegate such powers as it considers appropriate to those subcommittees or other groups;
4. engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Club Committee;
5. control expenditure and raise any money to fulfil the Objects;
6. determine the criteria and procedures to apply in respect of the appointment of paddlers, coaches, selectors, judges, and managers of Club squads and teams;
7. open and operate in the name of the Club such banking accounts as deemed

necessary;

8. determine the dates on which events are held by the Club, having due regard to the yearly calendar of other dirt biking events;
9. fill any casual vacancy on the Club Committee as specified in this Constitution;
10. call SGMs;
11. resolve and determine any disputes or matters not provided for in this Constitution; and
12. review its own processes and effectiveness.

10.13 Club Committee Meetings: Club Committee meetings may be called at any time by the President or two (2) Club Committee Members but generally the Club Committee shall meet at regular intervals agreed by the Club Committee. Except to the extent specified in this Constitution, the Club Committee shall regulate its own procedure.

10.14 Meetings using Technology: Any one or more Club Committee Members may participate in any meeting of the Club Committee and vote on any proposed resolution at a meeting of the Club Committee without being physically present in accordance with this Rule. This may only occur at meetings by telephone, through video conference facilities or by other means of electronic communication (other than electronic mail (e-mail) communication) provided that prior notice of the meeting is given to all Club Committee Members and all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by any Club Committee Member in this manner at a meeting shall constitute the presence of that Club Committee Member at that meeting.

10.15 Quorum: The quorum for a Club Committee meeting shall be three (3) Club Committee Members.

10.16 Voting: Each Club Committee Member shall have one (1) vote at Club Committee meetings except the President who shall have a casting vote in the event of a deadlock. Except for resolutions passed outside of a Club Committee meeting in accordance with Rule 10.17, voting shall be by voices, or upon request of any Club Committee Member, by a show of hands or by a ballot. Proxy and postal voting is not permitted at Club Committee meetings.

10.17 Resolutions: A resolution in writing signed or consented to by electronic email (e-mail), facsimile or other forms of visible or other electronic communication by five (3) or more Club Committee Members shall be valid as if it had been passed at a meeting of the Club Committee. Any such resolution may consist of several documents in the same form each signed by one (1) or more of the Club Committee Members.

10.18 Expenses: The Club Committee may, by majority vote, reimburse its Club

Committee Members for their actual and reasonable expenses incurred in the conduct of the Club's business. Prior to doing so the Club Committee must establish a policy to be applied to the reimbursement of any such expenses which must comply with Rule 18 (Prohibition on Personal Benefits).

- 10.19 **Matters Not Provided For:** If any situation arises that, in the opinion of the Club Committee, is not provided for in the Constitution, the Club Regulations, or the policies or procedures of the Club, the matter will be determined by the Club Committee.

PART IV – GENERAL MEETINGS

11. Meetings of Club Members

- 11.1 **AGM:** The Club must hold an Annual General Meeting (“AGM”) once every year at such time, date and place as the Club Committee determines but not more than fifteen (15) months after the last AGM.

- 11.2 **SGMs:** Any other General Meetings of Club Members shall be Special General Meetings (“SGMs”).

- 11.3 **Notice of AGM:** The Secretary must give at least forty (40) days written notice of an AGM to all Club Committee Members and Club Members. The notice shall set out:

1. the date, time and venue for the AGM; and
2. the closing date(s) for nominations for any elections, proposed resolutions and other items of business to be submitted to the Secretary.

- 11.4 **Items of AGM Business:** Not less than twenty (20) days before the date set for the AGM, any nominations for elections, proposed resolutions and other items of business must be received in writing by the Secretary from Club Members and/or the Club Committee.

- 11.5 **Business of AGM:** The following business shall be discussed at each AGM:

1. the receipt from the Club Committee of the Annual Report (Rule 14);
2. the election of the Club Committee;
3. any resolution(s) proposing to alter this Constitution; and
4. any other resolutions or matters, including general business, that have been properly submitted under Rule 13.4 for consideration at the AGM.

- 11.6 **AGM Agenda:** An agenda containing the business to be discussed at an AGM (as set out in Rule 11.5) shall be sent by the Secretary to the Club Committee Members and Club Members by no later than ten (10) days before the date of the AGM. Any additional items of general business may be raised from the floor at the General

Meeting.

11.7 **SGM:** The Secretary must call a SGM upon a written request from:

1. the Club Committee; or
2. twenty-five percent (25%) or more Club Members;

provided that the written request for an SGM must state the purpose for which the SGM is requested including any proposed resolution(s). The SGM must only deal with the business for which the SGM is requested.

11.8 **Notice of SGM:** Not less than twenty (20) days written notice must be given by the Secretary to the Club Committee and to Club Members for a SGM, which notice shall include:

1. the date, time and venue and/or the manner in which the meeting is to be held; and
2. the proposed resolution or resolutions that have been properly submitted for consideration.

11.9 **Minutes:** Minutes shall be kept of all General Meetings and made available upon request by any Club Member.

11.10 **Errors:** Any irregularity, error or omission in notices, agendas and relevant papers of General Meetings or the omission to give notice within the required time frame or the omission to give notice as specified in Rules 11.3 (Notice of AGM), 11.5 (Business of AGM), 11.6 (AGM Agenda) and 11.8 (Notice of SGM) and any other error in the organisation of the meeting shall not invalidate the meeting nor prevent the meeting from considering the business of the meeting provided that:

1. the Chairperson in his or her discretion determines that it is still appropriate for the meeting to proceed despite the irregularity, error or omission; and
2. a resolution to proceed is put to the meeting and carried by Special Resolution.

11.11 **Quorum:** No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting is due to commence as set out in the notice of meeting. The quorum for a General Meeting shall at 5 Club Members entitled to vote at the General Meeting. The quorum must be present at all times during the meeting. If a quorum is not obtained within thirty (30) minutes of the intended commencement time of the General Meeting, then the General Meeting shall be adjourned to such other day, time and place as determined by the Club Committee. If no quorum is obtained at this second General Meeting then the persons present at such second General Meeting are deemed to constitute a valid quorum.

11.12 **Chairperson:** The President shall preside at all General Meetings. If the Chairperson is unavailable or unwilling to chair a meeting, then another Club

Committee Member can be appointed by the President to chair the meeting.

12. Voting at General Meetings

12.1 Unless otherwise required by this Constitution:

1. an Ordinary Resolution shall be sufficient to pass a resolution;
2. the following persons are eligible to vote at a General Meeting in accordance with this Constitution provided all fees due to the Club are paid:
 - i. Members – one (1) vote each;
 - ii. the Chairperson, but solely for the purposes of a casting vote.
3. voting shall generally be conducted by voices or by show of hands as determined by the Chairperson, unless a secret ballot is requested by the Chairperson or by two (2) Club Members present and entitled to vote at the General Meeting;
4. where a vote for a resolution is cast by a show of hands, a declaration by the Chairperson of the number of votes cast by show of hands is conclusive evidence of that number;
5. elections for Club Committee Members at an AGM must be undertaken by secret ballot except where:
 - i. there are the same number of nominations as positions available; or
 - ii. there are insufficient nominations and after calling for further nominations from the floor at the AGM there are still insufficient or the same number of nominations for positions available,in which case those persons who have been nominated shall be declared elected;
6. in the event of equality of votes at a General Meeting the Chairperson shall have a casting vote; and
7. proxy votes are not permitted.

PART V – MISCELLANEOUS

13. Finances

13.1 **Financial Year:** Unless otherwise determined by the Club Committee, the financial year of the Club shall end on 30 May in each year.

13.2 Banking: All bank accounts shall be kept in the name of the Club. The Club Committee is responsible for the receipt and banking of all monies received by the Club. All funds of the Club shall be paid to bank account(s) in the name of the Club. Approval is required by at least one other Club Committee Member to make a withdrawal.

13.3 Records: The Club Committee must ensure correct accounting records are kept. The accounting records of the Club must be kept at the office of the Club or at such place as the Club Committee may determine and must be open to inspection by Club Members at such reasonable times agreed by the Club Committee.

14. Annual Report

14.1 The Club Committee shall prepare an Annual Report for presentation to the AGM setting out a summary of the activities and major decisions of the Club Committee each year. The Annual Report shall include an annual financial report for the preceding financial year prepared by the Club Committee.

15. Common Seal

15.1 The common seal of The Club shall be kept in the control of the Club Committee and shall be affixed to any deed entered into by The Club. In addition it may be affixed to any other document only by resolution of the Club Committee. The common seal must be affixed in the presence of, and with the accompanying signatures of, the Chairperson and/or the Secretary, and in the absence of either of those, then by another Club Committee Member.

16. Regulations

16.1 The Club Committee may make, repeal, and amend such regulations as it thinks appropriate to further the Objects of the Club including regulations relating to any Membership Fees and other fees, events, discipline, disputes and appeals, and such other matters as it thinks fit.

17. Alterations to Constitution

17.1 Subject to Rule 17.2, this Constitution may only be altered, added to or rescinded by a Special Resolution passed at a General Meeting in accordance with this Constitution.

17.2 No alteration, addition to or revision of this Constitution shall be approved if it affects the not for profit objects, personal benefit prohibition or the winding up rules of the Club.

18. Prohibition on Personal Benefits

18.1 No Club Member or person associated with the Club may participate in or materially influence any decisions of the Club in respect of the payment to or on behalf of that

person or Club Member of any income, benefit or advantage. Any such income paid or benefit or advantage conferred must be reasonable and relative to that which would be received in an arms length transaction (being the open market value). This Rule and its effect must not be removed from this Constitution and must be included in any alteration, addition to or revision to this Constitution.

19. Liquidation or Dissolution

- 19.1 The Club may be voluntarily liquidated if a Special Resolution is passed at a General Meeting to do so and such resolution is confirmed by Special Resolution in a subsequent General Meeting called for that purpose and held not earlier than thirty (30) days after the date on which the initial resolution was passed.
- 19.2 In addition to Rule 19.1, the Club may be dissolved or liquidated in accordance with the Act.
- 19.3 If upon the liquidation or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever, that property shall not be paid to or distributed among the Club Members, but shall be given or transferred to some other organisation(s), or body(ies) having objects similar to the objects as determined by the Queens Of Dirt committee.

20. Indemnity

- 20.1 The Club shall indemnify the Club Committee Members and employees against all damages, costs (including legal costs) for which any such Club Committee Member or employee may be or becomes liable as a result of their acts and omissions in performing his or her functions connected with the Club, except occurring as a result of his or her negligence or wilful misconduct.

21. Transitional Arrangements

- 21.1 **Existing Members:** Every person who was a member of the Club at the Commencement Date shall be deemed to be a Club Member provided they have paid all Membership Fees and other fees due to the Club.

22. Interpretation

- 22.1 **Definitions:** The words and phrases used in this Constitution shall mean as follows:

Act means the Incorporated Societies Act 1908, including any amendments to it.

AGM means the Annual General Meeting of the Club.

Annual Report has the meaning specified in Rule 14.1.

Club Committee means the Committee referred to in Rule 10.

Club Committee Member means a member of the Club Committee.

Club Member means those individuals who are a member or office bearer of the Club and could include, riders, office bearers, coaches and athlete support personnel participating or desiring to participate in any one or more disciplines of motorcycle riding or racing and in any other capacity who is granted membership by the Club under Rule 4.

Club Regulations means any regulations of the Club Committee created in accordance with Rule 16.

General Meeting means an AGM or a SGM.

Honorary Member and **Honorary** has the meaning specified in Rule **Error! Reference source not found..**

Intellectual Property means all rights or goodwill in copyright, names, trade marks (or signs), service marks, devices, logos, designs, patents, and confidential information relating to the Club or any event, activity or programme of or conducted, promoted or administered by the Club.

Membership Fee has the meaning specified in Rule 1.

Objects has the meaning specified in Rule 2.1.

Officer means a member of the Club Committee.

Ordinary Resolution means a resolution passed by a simple majority of votes properly cast.

Register of Club Members and **Register** means the register in which details of the Club Members are held by the Club as specified in Rule 9.

Rules means these rules and **Rule** has a corresponding meaning.

Secretary means the Secretary of the Club elected under Rule 10.5.

SGM means a Special General Meeting.

Special Resolution means a resolution passed by two thirds of the votes properly cast.

22.2 **Construction:** In this Constitution:

1. a gender includes all other genders;
2. the singular includes the plural and vice-versa;
3. any reference to legislation includes a modification or re-enactment of, legislation enacted in substitution of, or a regulation, order-in-council or other instrument from time to time issued or made under, that legislation;

4. any agreement includes that agreement as modified, supplemented, innovated or substituted from time to time;
5. a reference to persons includes bodies corporate;
6. a reference to a “day” means any day of the week and is not limited to working days, unless specified otherwise;
7. a reference to a person includes the legal personal representatives, successors and permitted assigns of that person;
8. headings and the contents page are for reference only and are to be ignored in construing this Constitution.