

**DUCATI OWNERS CLUB
OF WESTERN AUSTRALIA INC**



CONSTITUTION

(Established 1976)

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CONTENTS

1 NAME..... 4

2 LOCATION..... 4

3 OBJECTIVES..... 4

4 POWERS 4

5 NON-PROFIT 5

6 MEMBERSHIP 5

7 MEMBERSHIP FEES AND SUBSCRIPTIONS 6

8 REGISTER OF MEMBERS OF ASSOCIATION..... 7

9 TERMINATION OF MEMBERSHIP OF THE ASSOCIATION..... 7

10 SUSPENSION OR EXPULSION OF MEMBERS OF ASSOCIATION 7

11 OFFICERS AND COMMITTEE..... 8

12 PRESIDENT AND VICE- PRESIDENT10

13 SECRETARY10

14 TREASURER11

15 CASUAL VACANCIES IN MEMBERSHIP OF COMMITTEE12

16 PROCEEDINGS OF COMMITTEE12

17 GENERAL MEETINGS13

18 QUORUM AND PROCEEDINGS AT GENERAL MEETINGS14

19 MINUTES OF MEETINGS OF ASSOCIATION.....15

20 VOTING RIGHTS OF MEMBERS OF ASSOCIATION16

21 DISPUTES AND MEDIATION16

22 CONDUCT AND PROCEDURES17

23 INSPECTION OF RECORDS17

24 ACCOUNTS AND AUDIT.....17

25 ALTERATIONS17

26 COMMON SEAL18

27 DISSOLUTION18

Definitions

In these rules, unless the contrary intention appears;

1. "annual general meeting" is the meeting convened under paragraph (b) of rule 17 (1);
2. "committee meeting" means a meeting referred to in rule 16;
3. "committee member" means person who hold the positions referred to in rule 11 (1);
4. "convene means to call together for a formal meeting;
5. "department" means the government department with responsibility for administering the Associations Incorporation Act 2015;
6. "financial year" means a period commencing 1 July and ending on 30 June the following year;
7. "general meeting" means a meeting to which all members are invited; "member" means member of the Association;
8. "ordinary resolution" means resolution other than a special resolution;
9. "poll" means voting conducted in written form (as opposed to a show of hands);
10. "special general meeting" means a general meeting other than the annual general meeting;
11. "special resolution" has the meaning given by section 51 of the Act
12. "the Act" means the Associations Incorporation Act 2015;
13. "the Association" means the Association referred to in rule 1;
14. "the Commissioner" means the Commissioner for Consumer Protection exercising powers under the Act;
15. "the Committee" means the Committee of Management of the Association referred to in rule 1;
16. "the President" means;
 - a. in relation to the proceedings at a Committee meeting or general meeting, the person presiding at the Committee meeting or general meeting in accordance with rule 12; or
 - b. otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in paragraph (a) of rule 12 (1) or, if that person is unable to perform his or her functions, the Vice President;
17. "the Secretary" means the Secretary referred to in rule (13)
18. "the Treasurer" means the Treasurer referred to in rule (14)
19. "the Vice- President " means the Vice- President referred to in rule (12)

1 NAME

The Association shall be known as the **DUCATI OWNERS CLUB OF WESTERN AUSTRALIA INC.** (“DOCWA” or “Club”).

2 LOCATION

The Headquarters of the Club shall be in Perth, Western Australia.

3 OBJECTIVES

- 3.1 To promote and encourage motorcycling and to promote the name, reputation and mystique of Ducati-engined motorcycles.
- 3.2 To organise and conduct social outings and to encourage good fellowship among members
- 3.3 To support and encourage the preservation and restoration of the Ducati marque
- 3.4 To promote riding in a safe and responsible manner in order to enhance the enjoyment to others of the Ducati riding experience.

4 POWERS

The powers conferred on the Association are the same as those conferred by section 13 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Association may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may;

- 4.1 acquire, hold, deal with, and dispose of any real or personal property;
- 4.2 open and operate bank accounts;
- 4.3 invest its money;
 - a. in any security in which trust monies may lawfully be Invested; or
 - b. in any other manner authorised by the rules of the Association;
- 4.4 borrow money upon such terms and conditions as the Association thinks fit,
- 4.5 give such security for the discharge of liabilities incurred by the Association as the Association thinks fit,
- 4.6 appoint agents to transact any business of the Association on its behalf;
- 4.7 enter into any other contract it considers necessary or desirable; and
- 4.8 may act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Association.

5 NON-PROFIT

- 5.1 The income and property of the Club shall be applied solely towards the promotion of the objects of the Club. No portion of the income or property shall be paid, transferred or distributed directly or indirectly to the members of the Club, provided that nothing shall prevent the payment in good faith of remuneration to any officer or employee of the Club or to any person, in return for services rendered to the Club.
- a. A payment may be made to a member out of the funds of the Association only if it is authorised under sub rule b.
 - b. A payment to a member out of the funds of the Association is authorised if:
 - i. the payment is in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
 - ii. the payment is of interest, on money borrowed by the Association from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
 - iii. the payment is of reasonable rent to the member for premises leased by the member to the Association; or
 - iv. the reimbursement is of reasonable expenses properly incurred by the member on behalf of the Association.

6 MEMBERSHIP

- 6.1 There are four classes of membership:
- a. Full Members
 - b. Associate Members
 - c. Honorary Members
 - d. Life Members

Only Full Members and Life Members are eligible to Executive Officers, eligible to vote or to receive Club benefits.

- 6.2 Full membership shall be open to any person owning a Ducati engined motorcycle, unless the majority of members present at any meeting show just cause why that person should be refused membership. A member must also have paid membership fees to be financial and classed as a Full Member.
- 6.3 Associate membership shall be open to those who are not eligible for Full Membership. A candidate for Associate membership must be nominated and seconded by full members and voted on by the majority of full members present at any General meeting.

Associate Members shall be entitled to participate in all Club events and may make use of all Club services including receipt of the Club Magazine, if one is provided, subject to the discretion of the Committee.

An Associate Member is ineligible to vote or become an Executive Officer ie President, Vice President, Secretary or Treasurer.

Membership fees for Associate Members are to be the same as those for Full Members.

Clarification: Associate Membership would typically allow a non-Ducati owner to be associated with the Club and its activities but is principally provided to attract the other Italian motorcycle marques.

- 6.4 Honorary membership may be granted on election by the Club in return for services rendered to the Club. Honorary Members shall not hold any office nor be entitled to vote nor be required to pay membership fees, but shall be entitled to other benefits such as those received by Associate Members.
- 6.5 Life membership may be granted to a member on election by the Club in return for services rendered to the Club. For guidance, service generally expected is fifteen years continuous membership including five years on the Committee, or five years special event leadership, or combination thereof.

Life Members are entitled to all benefits accorded to Full Members, including election as Executive Officers. Life Members are not required to pay annual membership fees. A Life Member may be required at the annual general meeting to temporarily take office during the dissolution and re-election of Executive Officers.

- 6.6 A person who wishes to become a member must apply for membership to the Committee in writing.
- 6.7 The Committee members must consider each application made under sub-rule (6) at a Committee meeting and must at the Committee meeting or the next Committee meeting accept or reject that application.
- 6.8 An applicant whose application for membership of the Association is rejected under sub-rule (7) must, if he or she wishes to appeal against that decision, give notice to the Secretary of his or her intention to do so within a period of 14 days from the date he or she is advised of the rejection.
- 6.9 When notice is given under sub-rule (8), the Association in a general meeting no later than the next annual general meeting, must either confirm or set aside the decision of the Committee to reject the application, after having afforded the applicant who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting.

7 MEMBERSHIP FEES AND SUBSCRIPTIONS

- 7.1 Fees and annual subscriptions including nomination fees are payable in advance and shall become due at each Annual General Meeting.
- 7.2 A member is deemed financial when all fees and subscriptions, including nomination fees, are paid.
- 7.3 The amount of fees and subscriptions shall be determined by the Committee on an annual basis and notified to the Members prior to the next annual general meeting.
- 7.4 A nomination fee shall be payable by prospective members at the time of joining.

- 7.5 Any member joining the Club and paying all fees and subscriptions within three (3) months prior to the annual general meeting be deemed financial for the following financial year.
- 7.6 A member is deemed un-financial and no longer entitled to Club benefits if the Member fails to renew his or her membership within two (2) months of the annual general meeting.
- 7.7 The nomination fee is waived if the member rejoins within twelve (12) months of the annual general meeting.

8 REGISTER OF MEMBERS OF ASSOCIATION

- 8.1 The Secretary, on behalf of the Association, must comply with section 53 of the Act by keeping and maintaining;
 - a. in an up to date condition a register of the members of the Association and their email, postal or residential addresses and, upon the request of a member of the Association, shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.
- 8.2 The register must be so kept and maintained at the Secretary's place of residence, or at such other place as the members at a general meeting decide.
- 8.3 The Secretary must cause the name of a person who dies or who ceases to be a member under rule 8 to be deleted from the register of members referred to in sub-rule (1).

9 TERMINATION OF MEMBERSHIP OF THE ASSOCIATION

Membership of the Association may be terminated upon;

- 9.1 receipt by the Secretary or another Committee member of a notice in writing from a member of his or her resignation from the Association. Such person remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of termination; or
- 9.2 non-payment by a member of his or her subscription within three months of the date fixed by the Committee for subscriptions to be paid, unless the Committee decides otherwise in accordance with rule 7 (3); or
- 9.3 expulsion of a member in accordance with rule 10.

10 SUSPENSION OR EXPULSION OF MEMBERS OF ASSOCIATION

- 10.1 If the Committee considers that a member should be suspended or expelled from membership of the Association because his or her conduct is detrimental to the interests of the Association, the Committee must communicate, either orally or in writing, to the member;
 - a. notice of the proposed suspension or expulsion and of the time, date and

- place of the Committee meeting at which the question of that suspension or expulsion will be decided; and
- b. particulars of that conduct,
not less than 30 days before the date of the Committee meeting referred to in paragraph (a).
- 10.2 At the Committee meeting referred to in a notice communicated under sub-rule (1), the Committee may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Committee, suspend or expel or decline to suspend or expel that member from membership of the Association and must, forthwith after deciding whether or not to suspend or expel that member, communicate that decision in writing to that member.
- 10.3 Subject to sub-rule (5), a member has his or her membership suspended or ceases to be a member 14 days after the day on which the decision to suspend or expel a member is communicated to him or her under sub-rule (2).
- 10.4 A member who is suspended or expelled under sub-rule (2) must, if he or she wishes to appeal against that suspension or expulsion, give notice to the Secretary of his or her intention to do so within the period of 14 days referred to in sub-rule (3).
- 10.5 When notice is given under sub-rule (4);
- a. the Association in a general meeting, must either confirm or set aside the decision of the Committee to suspend or expel the member, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting; and
- b. the member who gave that notice is not suspended or does not cease to be a member unless and until the decision of the Committee to suspend or expel him or her is confirmed under this sub-rule.

11 OFFICERS AND COMMITTEE

- 11.1 The Club shall be managed by a Committee consisting of:

Executive Officers

- a. President
b. Secretary
c. Treasurer
d. Vice President

Officers of the Committee

- e. Editor – Produce the Club Magazine
f. General Committee Members – Assist in the running of the Club including special events and other defined purposes from time to time and as necessary.
g. Other officers as may become necessary from time to time.
- 11.2 All positions shall become vacant at the annual general meeting and all Executive Officers and Offices of the Committee shall be eligible for re-election.

- 11.3 Subject to sub-rule (8), a Committee member's term will be from his or her election at an annual general meeting until the election referred to in sub-rule (2) at the next annual general meeting after his or her election, but he or she is eligible for re-election to membership of the Committee.
- 11.4 Except for nominees under sub-rule (7), a person is not eligible for election to membership of the Committee unless a member has nominated him or her for election by delivering notice in writing of that nomination, signed by;
- a. the nominator; and
 - b. the nominee to signify his or her willingness to stand for election, to the Secretary not less than 7 days before the day on which the annual general meeting concerned is to be held.
- 11.5 A person who is eligible for election or re-election under this rule may;
- a. propose or second himself or herself for election or re-election; and
 - b. vote for himself or herself.
- 11.6 If the number of persons nominated in accordance with sub-rule (4) for election to membership of the Committee does not exceed the number of vacancies in that membership to be filled;
- a. the Secretary must report accordingly to; and
 - b. the Chairperson of the meeting must declare those persons to be duly elected as members of the Committee at, the annual general meeting concerned.
- 11.7 If vacancies remain on the Committee after the declaration under sub-rule (6), additional nominations of Committee members may be accepted from the floor of the annual general meeting. If such nominations from the floor do not exceed the number of vacancies the Chairperson of the meeting must declare those persons to be duly elected as members of Committee. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Committee, elections for those positions must be conducted.
- 11.8 If a vacancy remains on the Committee after the application of sub-rule (7), or when a casual vacancy within the meaning of rule 15 occurs in the membership of the Committee;
- 11.9 the Committee may appoint a member to fill that vacancy; and
- a. a member appointed under this sub-rule will;
 - i. hold office until the election referred to in sub-rule (2); and
 - ii. be eligible for election to membership of the Committee, at the next following annual general meeting.
- 11.10 The Committee may delegate, in writing, to one or more sub-committees (consisting of such member or members of the association as the Committee thinks fit) the exercise of such functions of the Committee as are specified in the delegation other than;
- a. the power of delegation; and
 - b. a function which is a duty imposed on the Committee by the Act or any other law.
- 11.11 Any delegation under sub-rule (10) may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as

are specified in the written delegation and the Committee may continue to exercise any function delegated.

11.12 The Committee may, in writing, revoke wholly or in part any delegation under sub-rule (10).

11.13 To the fullest extent possible, the Officers and Committee members are indemnified for any legal action taken against them where it can be demonstrated they have acted in good faith on the Club's behalf, except where that action is of an illegal nature. Club funds may be used to defend such action.

12 PRESIDENT AND VICE- PRESIDENT

12.1 Subject to this rule, the President must preside at all general meetings and Committee meetings.

12.2 In the event of the absence from a general meeting of;

- a. the President, the Vice- President; or
- b. both the President and the Vice- President;

a member elected by the other members present at the general meeting, must preside at the general meeting.

12.3 In the event of the absence from a Committee meeting of;

- a. the President, the Vice- President; or
- b. both the President and the Vice- President,

a Committee member elected by the other Committee members present at the Committee meeting, must preside at the Committee meeting.

13 SECRETARY

The Secretary must;

13.1 co-ordinate the correspondence of the Association;

13.2 keep full and correct minutes of the proceedings of the Committee and of the Association;

13.3 comply on behalf of the Association with section 53 of the Act with respect to the register of members of the Association, as referred to in rule 8;

- a. section 35 of the Act by keeping and maintaining in an up to date condition the rules of the Association and, upon the request of a member of the Association, must make available those rules for the inspection of the member and the member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and
- b. section 58 of the Act by maintaining a record of -
 - i. the names and email, residential or postal addresses of the persons who hold the offices of the Association provided for by these rules, including all offices held by the persons who constitute the Committee and persons who are authorised to use the common seal of the Association under rule 22; and

- ii. the names and email, residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association, and the Secretary must, upon the request of a member of the Association, make available the record for the inspection of the member and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;
- 13.4 unless the members resolve otherwise at a general meeting, have custody of all books, documents, records and registers of the Association, including those referred to in sub rule (3) but other than those required by rule 13 to be kept and maintained by, or in the custody of, the Treasurer; and
- 13.5 perform such other duties as are imposed by these rules on the Secretary.

14 TREASURER

The Treasurer must;

- 14.1 be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Association and must issue receipts for those moneys in the name of the Association;
- 14.2 pay all moneys referred to in sub rule (1) into such account or accounts of the Association as the Committee may from time to time direct;
- 14.3 make payments from the funds of the Association with the authority of a general meeting or of the Committee and in so doing ensure that all payments are authorised by himself or herself and at least one other authorised Committee member, or by any two others as are authorised by the Committee;
- 14.4 comply on behalf of the Association with sections 66 and sections 68 & 70, 71 & 73 or 74 & 76, depending on tier level, of the Act with respect to the accounting records of the Association by;
- a. keeping such accounting records as correctly record and explain the financial transactions and financial position of the Association;
 - b. keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
 - c. keeping its accounting records in such manner as will enable true and fair accounts of the Association; and
 - d. submitting to members at each annual general meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year.
- 14.5 whenever directed to do so by the President, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
- 14.6 unless the members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in sub rule (4) and (5); and
- 14.7 perform such other duties as are imposed by these rules on the Treasurer.

15 CASUAL VACANCIES IN MEMBERSHIP OF COMMITTEE

A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member;

- 15.1 dies;
- 15.2 resigns by notice in writing delivered to the President or, if the Committee member is the President, to the Vice-President and that resignation is accepted by resolution of the Committee;
- 15.3 is convicted of an offence under the Act;
- 15.4 is permanently incapacitated by mental or physical ill-health;
- 15.5 is absent from more than;
 - a. 3 consecutive Committee meetings; or
 - b. 3 Committee meetings in the same financial year without tendering an apology to the person presiding at each of those Committee meetings;
- 15.6 of which meetings the member received notice, and the Committee has resolved to declare the office vacant;
- 15.7 ceases to be a member of the Association; or
- 15.8 is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a Committee member.

16 PROCEEDINGS OF COMMITTEE

- 16.1 The Committee must meet together for the dispatch of business once each calendar month and the President, or at least half the members of the Committee, may at any time convene a meeting of the Committee.
- 16.2 Each Committee member has a deliberative vote.
- 16.3 A question arising at a Committee meeting must be decided by a majority of votes, but, if there is no majority, the person presiding at the Committee meeting will have a casting vote in addition to his or her deliberative vote.
- 16.4 Committee meetings shall require a minimum quorum of one Executive Officer who shall act as Chairperson and any three (3) other currently elected Committee members.
- 16.5 Subject to these rules, the procedure and order of business to be followed at a Committee meeting must be determined by the Committee members present at the Committee meeting.
- 16.6 As required under sections 42 and 43 of the Act, a Committee member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Committee (except if that pecuniary interest exists only by virtue of the fact that the member of the Committee is a member of a class of

persons for whose benefit the Association is established), must;

- a. as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee; and
- b. not take part in any deliberations or decision of the Committee with respect to that contract.

16.7 Sub-rule (6) (a) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the Committee is an employee of the Association.

16.8 The Secretary must cause every disclosure made under sub-rule (6) (a) by a member of the Committee to be recorded in the minutes of the meeting of the Committee at which it is made.

17 GENERAL MEETINGS

17.1 The Committee;

- a. may at any time convene a special general meeting;
- b. must convene annual general meetings within the time limits provided for the holding of such meetings by section 50 of the Act that is, in every calendar year within 6 months after the end of the Association's financial year or such longer period as may in a particular case be allowed by the Commissioner; and
- c. must, within 30 days of;
 - i. receiving a request in writing to do so from not less than 10% of the members, convene a special general meeting for the purpose specified in that request; or
 - ii. the Secretary receiving a notice under rule 10 (5), convene a general meeting to deal with the appeal to which that notice relates.
- d. must, after receiving a notice under rule 6 (9), convene a general meeting, no later than the next annual general meeting, at which the appeal referred to in the notice will be dealt with. Failing that, the applicant is entitled to address the Association at that next annual general meeting in relation to the Committee's rejection of his or her application and the Association at that meeting must confirm or set aside the decision of the Committee.

17.2 The members making a request referred to in sub-rule (1) (c) (i) must;

- a. state in that request the purpose for which the special general meeting concerned is required; and
- b. sign that request.

17.3 If a special general meeting is not convened within the relevant period of 30 days referred to;

- a. in sub-rule (1) (c) (i), the members who made the request concerned may themselves convene a special general meeting as if they were the Committee; or
- b. in sub-rule (1) (c) (ii), the member who gave the notice concerned may him or herself convene a special general meeting as if he or she were the Committee.

17.4 When a special general meeting is convened under sub-rule (3) (a) or (b) the Association must pay the reasonable expenses of convening and holding the

special general meeting.

- 17.5 Subject to sub-rule (7), the Secretary must give to all members not less than 14 days' notice of a special general meeting and that notice must specify;
- a. when and where the general meeting concerned is to be held; and
 - b. particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.
- 17.6 Subject to sub-rule (7), the Secretary must give to all members not less than 21 days' notice of an annual general meeting and that notice must specify;
- a. when and where the annual general meeting is to be held;
 - b. the particulars and order in which business is to be transacted to include the receiving the reports of the President, Secretary and Treasurer, the examination of financial records, the election of office bearers and the Committee for the following financial year and general business.
- 17.7 A special resolution may be moved either at a special general meeting or at an annual general meeting, however the Secretary must give to all members not less than 21 days' notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in sub-rule (5) or (6), as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.
- 17.8 The Secretary must give a notice under sub-rule (5), (6) or (7) by;
- a. serving it on a member personally; or
 - b. sending it by email to a member at the email address of the member appearing in the register of members kept and maintained under rule 6; or
 - c. sending it by post to a member at the address of the member appearing in the register of members kept and maintained under rule 8.
- 17.9 When a notice is sent by post under sub-rule (8) (c), sending of the notice will be deemed to be properly affected if the notice is sufficiently addressed and sent to the member concerned.

18 QUORUM AND PROCEEDINGS AT GENERAL MEETINGS

- 18.1 At a general meeting 12 (twelve) members present in person constitute a quorum.
- 18.2 If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 16 (5) or (6);
- a. as a result of a request or notice referred to in rule 16 (1) (c) or as a result of action taken under rule 16 (3) a quorum is not present, the general meeting lapses; or
 - b. otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- 18.3 If within 30 minutes of the time appointed by sub-rule (2) (b) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.

- 18.4 The Chairperson of the general meeting may, with the consent of a general meeting at which a quorum is present, and must, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
- 18.5 There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- 18.6 When a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice under rule 16 of the adjourned general meeting as if that general meeting were a fresh general meeting.
- 18.7 At a general meeting;
- a. an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to sub-rule (9); and
 - b. a special resolution put to the vote will be decided in accordance with section 51 of the Act as defined in rule 2, and, if a poll is demanded, in accordance with sub-rules (9) and (11).
- 18.8 A declaration by the Chairperson of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with sub-rule (9).
- 18.9 At a general meeting, a poll may be demanded by the Chairperson of the general meeting or by three or more members present in person or by proxy and, if so demanded, must be taken in such manner as the Chairperson directs.
- 18.10 If a poll is demanded and taken under sub-rule (9) in respect of an ordinary resolution, a declaration by the Chairperson of the general meeting of the result of the poll is evidence of the matter so declared.
- 18.11 A poll demanded under sub-rule (9) must be taken immediately on that demand being made.

19 MINUTES OF MEETINGS OF ASSOCIATION

- 19.1 The Secretary must cause proper minutes of all proceedings of all general meetings and Committee meetings to be taken.
- 19.2 The Chairperson of the meeting must ensure that the minutes taken of a general meeting or Committee meeting under sub-rule (1) are checked and signed as correct by the Chairperson of the general meeting or Committee meeting to which those minutes relate or by the Chairperson of the next succeeding general meeting or Committee meeting, as the case requires.
- 19.3 When minutes have been signed as correct under sub-rule 2, they are, until the contrary is proved, evidence that;
- a. the general meeting or Committee meeting to which they relate (in this sub-rule called "the meeting") was duly convened and held;
 - b. all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and

- c. all appointments or elections purporting to have been made at the meeting have been validly made.

20 VOTING RIGHTS OF MEMBERS OF ASSOCIATION

- 20.1 Subject to these rules, each member over the age of 16 years present, and eligible under rule 6, in person at a general meeting is entitled to a deliberative vote.

21 DISPUTES AND MEDIATION

- 21.1 The grievance procedure set out in this rule applies to disputes under these rules between;

- a. a member and another member; or
- b. a member and the Association; or
- c. if the Association provides services to non-members, those non-members who receive services from the Association, and the Association.

- 21.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

- 21.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

- 21.4 The mediator must be;

- a. a person chosen by agreement between the parties; or
- b. in the absence of agreement;
 - i. in the case of a dispute between a member and another member, a person appointed by the Committee;
 - ii. in the case of a dispute between a member or relevant non-- member (as defined by sub-rule (1) (c)) and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.

- 21.5 A member of the Association can be a mediator.

- 21.6 The mediator cannot be a member who is a party to the dispute.

- 21.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

- 21.8 The mediator, in conducting the mediation, must;

- a. give the parties to the mediation process every opportunity to be heard;
- b. allow due consideration by all parties of any written statement submitted by any party; and
- c. ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

- 21.9 The mediator must not determine the dispute.

- 21.10 The mediation must be confidential and without prejudice.

21.11 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

22 CONDUCT AND PROCEDURES

22.1 Ride Code of Conduct

A recommended Ride Code of Conduct shall be drawn up and amended from time to time as seen fit by the Committee. A copy of the Ride Code of Conduct shall be made available to all members.

22.2 Safety Briefings

Ride and safety briefings made prior to any organised Club ride shall include reference to the Ride Code, which shall be made available on request.

23 INSPECTION OF RECORDS

A member may at any reasonable time inspect without charge the books, documents, records and securities of the Club. The member may make a copy of or take an extract a record but shall have no right to remove the record for that purpose.

24 ACCOUNTS AND AUDIT

24.1 The accounting records shall be kept to record and explain the financial transactions and position of the Club.

24.2 The accounting records will be kept in such a manner as will enable true and fair accounts of the Club to be prepared and audited.

24.3 The Club accounts for the immediately preceding financial year will be submitted at the Annual General Meeting.

25 ALTERATIONS

25.1 The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 30, 31 and 33 of the Act, which is as follows;

- a. Subject to sub-rule (1) (d) and (1) (e), the Association may alter its rules by special resolution but not otherwise;
- b. Within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Committee certifying that the resolution was duly passed as a special resolution and that

the rules of the Association as so altered conform to the requirements of this Act;

- c. An alteration of the rules of the Association does not take effect until sub-rule (b) is complied with;
- d. An alteration of the rules of the Association having effect to change the name of the association does not take effect until sub-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the change of name;
- e. An alteration of the rules of the Association having effect to alter the objects or purposes of the association does not take effect until sub-rules (1) (a) to (c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.

25.2 These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

26 COMMON SEAL

26.1 The common seal of the Club with the name of the Club shall be kept in the care of the President. The seal shall not be used or affixed to any Deed or other document except pursuant to the resolution of the Committee and in the presence of the President, one other Officer and one member of the Committee both of whom shall subscribe their names as witness.

27 DISSOLUTION

27.1 Whilst following the Act section 24, if upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects, and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.

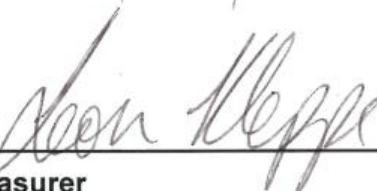
I HEREBY CERTIFY the foregoing to be a true and correct copy of the constitution of
DUCATI OWNERS CLUB OF WESTERN AUSTRALIA INC.

SIGNED: 
President

DATE: 25/4/2019

SIGNED: 
Secretary

DATE: 25/04/2019

SIGNED: 
Treasurer

DATE: 25/04/2019.

SIGNED: 
Vice President

DATE: 25.4.19