

HONDA CB1100R OWNERS CLUB



Constitution and Rules of Membership

July 2023

PART 1 PRELIMINARY and MEMBERSHIP

1 NAME

The name of the club shall be **Honda CB1100R Owners' Club** ("the Club").

2 OBJECTIVES

The objective of the Club is to encourage and assist in the owning, riding and preservation of the Honda CB1100R motorcycle, manufactured between 1980 and 1983.

3 MEMBERSHIP

All members are subject to the Constitution of the Club which shall constitute the rules of membership. Membership of the Club is open to all individuals whether they own a CB1100R motorcycle or not, provided they comply with this Constitution:

- (a) No person shall be unreasonably refused membership;
- (b) All applications for membership shall be accompanied by the appropriate joining and annual fee which shall thereafter be payable on the annual anniversary of joining;
- (c) Annual membership shall run for each year from the date of joining/renewal;
- (d) Each fully paid up member shall be entitled to attend and vote at General and Annual General Meetings. Honorary and Family members are non-voting members of the Club and may attend meetings. Non-voting members may address meetings at the discretion of the Chairman of a meeting;
- (e) Fully paid up members may nominate themselves, and one other member who gives permission for nomination, to serve on the Club committee;
- (f) All members shall receive a copy of the Constitution in electronic form and a copy will be available to download from the Club website;
- (g) Members shall be enrolled in one of the following categories:
 - Full Member (voting)
 - Family member (non-voting)
 - Honorary Member (non-voting)
 - Life Member (voting)
- (h) Honorary Members may be proposed and elected by Ordinary Resolution at a General Meeting;
- (i) Life Members may be proposed and elected by Ordinary Resolution at a General Meeting.

4 SUSPENSION, REFUSAL OR TERMINATION OF MEMBERSHIP

- (a) The Club Committee shall be entitled to:
 - (i) Refuse any membership on the grounds that such membership would be prejudicial to the objectives of the Club as set out in this Constitution;
 - (ii) Any person thus refused membership shall have the same right of appeal as a member suspended or terminated, as set out fully in clause 9;
 - (iii) For good and sufficient reason to refuse renewal of any existing membership or terminate or suspend any membership, provided that the member concerned shall have the right to be heard by the full Club Committee before a final decision is made (clauses 8 and 9 detail disciplinary action against members, and the right of appeal);
- (b) A member suspended or terminated may apply to have their membership reinstated at the next Annual General Meeting;
- (c) Any member who fails to pay their fees by the due date shall forfeit their right to vote at general meetings and eligibility to participate in any event under the control of the Club until such fees are paid;
- (d) Any membership that has been lapsed for a period of three (3) months or more may be required to pay the applicable Joining Fee should they wish to resume membership.

5 MEMBER NOTIFICATIONS AND COMMUNICATIONS

In order to minimise the cost overheads of running the Club, it shall be Club policy to provide notices of meetings, agendas, and all other notifications in electronic form (direct emails, website notices and Club social media). To give effect to this policy:

- (a) The Club will request each member to provide a valid email address to receive Club notifications;
- (b) All personal information received and held by the Club shall be dealt with strictly in accordance with the Club's privacy policy and applicable legislation governing privacy at all times;
- (c) The advance notification periods for meetings and events shall be in accordance with the following schedule:

Annual General Meeting	28 days	All members
Other general meetings	21 days	All members
Committee meetings	14 days	Committee only
Club events	Within 14 days of Club authorising	In the next available R World magazine

- (d) Date of notification shall be deemed the day of sending the email.
- (e) It shall be each member's responsibility to ensure that the member's correct and up to date email address is maintained on the Club members website membership record and all correspondence sent to the latest recorded email address shall be deemed to have been correctly sent.

6 MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

A right, privilege or obligation which a person has by reason of being a Member of the Club:

- (a) Is not capable of being transferred or transmitted to another person, and
- (b) Terminates on cessation of the person's Membership.

7 REGISTER OF MEMBERS

The Membership Secretary of the Club must establish and maintain a register of Members of the Club, specifying the name and address of each person who is a Member of the Club together with the date on which the person became a Member.

The register:

- (a) May be in written or electronic form, and
- (b) Must include for each member;
 - i) The member's full name, and
 - ii) A residential, postal or email address, and
 - iii) The date upon which the person became a member, and
 - iv) If the person ceases to be a member, the date upon which the person ceased to be a member, and,
- (c) Must be kept at the Club's official address;
- (d) If kept in electronic form must be able to be converted to hard copy;
- (e) Information about a member, other than the member's name, must not be made available for inspection;
- (f) A member must not use information about a member obtained from the register to contact or send information to the member, unless:
 - i) The information is used to send the member a newsletter or notice of a meeting or other event relating to the Club, or other material relating to the Club, or
 - ii) It is necessary to comply with a requirement of legislation.

8 DISCIPLINARY ACTION AGAINST MEMBERS

If a member, or guest, of the Club behaves in such a way as to:

- (a) Bring the Club into disrepute, or
- (b) Act in an unsafe manner, or
- (c) Act in a threatening, aggressive or violent manner, or
- (d) Act in a way which causes a Club Member(s), or member(s) of the public to be concerned as to that Member's behaviour:

A Member(s) of the Committee, or such person(s) acting in that capacity e.g. a Club Member organising and/or leading a Club event, shall have the authority of the Club to direct the Member(s) and/or guest(s) to leave the event and not return for the duration of said event.

If further disciplinary action is required the following process shall apply:

A complaint may be made to the Committee by any person that a Member of the Club:

- (a) Has persistently refused or neglected to comply with a provision or provisions of these Rules, or
- (b) Has persistently and wilfully acted in a manner prejudicial to the interests of the Club.

On receiving such a complaint, the Committee may refuse to deal with a complaint if the committee determines that the complaint is trivial or vexatious, but if the committee determines the complaint has merit and decides to deal with the complaint:

- (c) Must cause notice of the complaint to be served on the Member concerned; and
- (d) Must give the Member at least fourteen (14) days from the time the notice is served within which to make submissions to the Committee in connection with the complaint, and
- (e) Must take into consideration any submissions made by the Member in connection with the complaint;
- (f) The Committee may, by resolution, expel the Member from the Club or suspend the Member from Membership of the Club if,
 - i) after considering the complaint and any submissions made in connection with the complaint, they are satisfied that the facts alleged in the complaint have been proved, and
 - ii) the expulsion or suspension is warranted;
- (g) If the Committee expels or suspends a Member, the Secretary must, within seven (7) days after the action is taken, cause written notice to be given to the Member of the action taken, of the reasons given by the Committee for having taken that action and of the Member's right of appeal under clause 9;
- (h) The expulsion or suspension does not take effect until the later of the following:
 - i) the expiration of the period within which the Member is entitled to appeal against the resolution concerned, or
 - ii) If within that period the Member exercises the right of appeal, the day the Club confirms the resolution under clause 9.

9 RIGHT OF APPEAL OF DISCIPLINED MEMBER

- (a) A Member may appeal to the Club in General Meeting against a resolution of the Committee under clause 8, within seven (7) days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect;
- (b) The notice may, but need not, be accompanied by a statement of the grounds on which the Member intends to rely for the purposes of the appeal;
- (c) On receipt of a notice from a Member under sub clause (a), the Secretary must notify the Committee, which is to then convene a General Meeting to be held

within twenty-eight (28) days after the date on which the Secretary received the notice;

(d) At a general Meeting of the Club convened under sub clause (c):

- i) No business other than the question of the appeal is to be transacted, and
- ii) The Committee and the Member must be given the opportunity to state their respective cases orally or in writing, or both, and
- iii) The Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked. The appeal is to be determined by a simple majority of votes cast by the members.

PART 2 COMMITTEE COMPOSITION AND ELECTION

10 COMPOSITION OF THE COMMITTEE

- (a) The management of the affairs of the Club shall be vested in a Committee comprising up to seven (7) eligible members of the Club, and shall include the nominated Officers of the Club;
- (b) The Officers of the Club shall be the following:
- | | |
|---|----------------------|
| 1 | President/Chairman |
| 2 | Secretary |
| 3 | Treasurer |
| 4 | Membership Secretary |
- (c) Some responsibilities of individual officers of the Club may be delegated to other Committee members, for example Vice President, at the discretion of the President/Chairman at the first meeting of the Committee after election at the AGM;
- (d) All Committee members shall be entitled to one vote each at Committee meetings. The Chairman shall have the casting vote in the event of a tied vote;

11 ELECTION OF MEMBERS OF COMMITTEE

- (a) Any voting member of the Club, as defined in Clause 3, may be nominated as a candidate for election as an Office Bearer or ordinary committee member;
- (b) The nomination must be:
- Made in writing, and
 - Signed/endorsed by at least two (2) Club members, and
 - Accompanied by the written consent of the candidate to the nomination, and
 - Given to the secretary in person or by email at least fourteen (14) days before the date fixed for the Annual General Meeting at which the election is to take place;
 - All nominations/consents shall be transmitted in electronic form;
 - The Secretary shall send all members not less than seven (7) days prior to the AGM a list of all nominations and shall include instructions for submitting a written or electronic vote in the event a ballot is called for;
- (c) If insufficient nominations are received to fill all vacancies,
- The candidates nominated are taken to be elected, and
 - A call for further nominations must be made at the meeting;
- (d) A nomination made at the meeting in response to a call for further nominations must be made in a way directed by the member presiding at the meeting;
- (e) Vacancies which remain after a call for further nominations are taken to be casual vacancies;
- (f) If the number of nominations received is equal to the number of vacancies to be filled, the members nominated are taken to be elected;

- (g) If the number of nominations received is more than the number of vacancies to be filled, a ballot must be held at the meeting in the way directed by the Committee;
- (h) A ballot must be conducted in the following order: Chairman, Secretary, Membership Secretary, Treasurer, ordinary Committee members;
- (i) Each voting member may submit a written or electronic vote up to the time the ballot is declared closed by the chairman of the meeting;
- (j) Candidates shall be declared elected for each officer position contested by ballot by receiving the highest number of votes;
- (k) Candidates shall be declared elected for the remaining ordinary Committee positions by receiving the highest number of votes until the number of committee positions is filled;
- (l) The chairman presiding at the meeting must declare the result of the election and this shall be recorded in the minutes of the meeting.

12 TERM OF OFFICE

- (a) Subject to this constitution, a committee member holds office from the day the member is elected until immediately before the next annual general meeting;
- (b) A member is eligible, if otherwise qualified, for re-election;
- (c) There is no limit on the number of consecutive terms for which a committee member may hold office.

13 VACANCIES IN OFFICE

- (a) In the event that there are unfilled posts on the Committee at any time, the committee may co-opt an eligible member of the Club to fill that vacancy, provided that the number of co-opted members shall not exceed one third of the total number of persons serving on the Committee at that time;
- (b) Subject to this constitution, a member appointed to fill a casual vacancy holds office until the next annual general meeting.

14 LIABILITY OF OFFICERS AND COMMITTEE

Officers and Committee members shall be indemnified by the membership against legal liabilities arising directly from acting on behalf of the Club provided those actions taken by such officers or committee members for the Club are taken in full compliance with this Constitution. The membership may elect to take out appropriate insurance to cover this risk, as detailed in clause 28.

PART 3 MANAGEMENT OF CLUB AFFAIRS

15 CONDUCT OF COMMITTEE MEETINGS

- (a) The President/Chairman shall chair all committee meetings or, at his/her discretion, may nominate any other member of the Committee to chair the meeting provided the nominee accepts that nomination;
- (b) Fourteen (14) days' notice of a meeting of the Committee shall be given by the Secretary, except where:
 - The date of the meeting had been agreed at the previous meeting of the Committee, in which case seven (7) days' notice shall be given;
 - In an emergency the President/Chairman may call a meeting at four (4) days' notice;
- (c) The quorum shall be four (4) Committee members;
- (d) All members of the Committee shall be entitled to one vote each with the Chairman having a casting vote;
- (e) All votes shall be determined by a simple majority, with the chairman having a casting vote in the event of a tied vote.

16 TRANSACTION OF BUSINESS BY TELEPHONE OR OTHER MEANS

- (a) The committee may transact its business by the circulation of papers, including by electronic means, among all Committee members for the time being;
- (b) If the Committee transacts its business by the circulation of papers, a written resolution, approved in writing by a majority of Committee members, is taken to be a decision of the Committee made at a meeting of the Committee;
- (c) The Committee may transact its business at a meeting at which one (1) or more Committee members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members;
- (d) The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the Committee for the purposes of:
 - i) The approval of a resolution under sub clause (b), or
 - ii) A meeting held in accordance with sub clause (c);
- (e) A resolution approved under sub clause (b) must be recorded in the minutes of the Committee.

17 MINUTES OF COMMITTEE MEETINGS AND RESOLUTIONS

It is the duty of the Secretary to keep minutes of:

- (a) All elections of Executive Committee and appointments of general Members of the Committee;

- (b) The names of Members of the Committee present at a Committee Meeting, General Meeting or an Annual General Meeting, also to list the ordinary Members in attendance at the meeting;
- (c) All proceedings at Committee Meetings, General Meetings and Annual General Meetings;
- (d) Minutes of proceedings at a meeting must be kept in written or electronic form and signed in written or electronic form by the Chairman of the meeting or by the Chairman of the next succeeding meeting.

18 FINANCE

- (a) The income and property of the Club, however derived, shall be applied solely towards the objectives of the Club as set out in clause 2 of this Constitution;
- (b) The Club shall have the power to raise funds by means of joining fees, annual membership fees, administration fees, proceeds of events, merchandise sales and other appropriate sources as determined by the Committee from time to time;
- (c) Annual membership fees are due within seven (7) days of each anniversary of the member joining;
- (d) All monies received shall be deposited into a bank account or accounts in the name of the Club;
- (e) The President/Chairman, Treasurer and Secretary shall be authorised to approve ordinary payments on behalf of the Club and each payment shall require two of those officers to approve each item of expenditure, whether by cheque or electronic funds transfer. Evidence of approval shall be kept in writing or electronically. Any payments outside the ordinary course of Club business, such as donations to charity, require full Committee approval, which approval shall be recorded in the minutes;
- (f) The financial year of the Club shall run from 1 January to 31 December in each calendar year.

19 TREASURER

It is the duty of the Treasurer of the Club to ensure:

- (a) That all money due to the Club is collected and received and that all payments authorised by the Club are made, and
- (b) That correct books and accounts are kept showing the financial affairs of the Club, including full details of all receipts and expenditure connected with the activities of the Club;
- (c) A full statement of income and expenditure is tendered to each Annual General Meeting of the Club, along with a balance sheet showing assets and liabilities as well as the net position of the Club;
- (d) Club accounts shall be open to inspection by members upon request;

20 AUDIT

The Club shall operate a self-auditing process in relation to the financial affairs of the Club by the permission granted by clause 19 (b) for any member to have access to the financial records of the Club upon request:

- (a) In the first instance, a member may request electronic access to the current financial year financial records, including specifically details of all payments and receipts, for that member to review. Such electronic records shall not contain any details pertaining to individual members other than member names. Specifically no details as to address or other details of members shall be made available for such review;
- (b) In the event that a member wishes to conduct an audit as distinct from a mere review as detailed in (a) above, that member may then request full access to the financial records including evidence of payments against invoices etc. Such access to Club records shall be in the presence of a Club officer, and any error or discrepancy discovered shall be resolved with the Club officers and the Treasurer forthwith, and any residual findings reported to the members in an appropriate manner at the next meeting. The financial statements of the Club shall be amended if found to be incorrect in any way.

PART 4 MEETINGS

22 CONDUCT OF GENERAL MEETINGS

- (a) Advance notice of all general meetings shall be given to all members in accordance with clause 5 (e);
- (b) The President/Chairman or, at his/her discretion, his/her willing nominee shall chair the meeting;
- (c) All members shall register his/her attendance with the Secretary prior to commencement of the meeting;
- (d) The quorum for a general meeting shall be SIX (6) fully paid up voting members (as defined in clause 3g);
- (e) Each voting member shall have one vote and may vote on a motion in one of the following ways:
 - In person,
 - By casting a written vote,
 - By casting an electronic vote;
- (f) A voter casts a written vote by:
 - Requesting a voting paper from the Secretary not less than seven (7) days prior to the meeting,
 - Completing the voting paper as required by the accompanying instructions,
 - Giving the voting paper to the Secretary by hand or electronically before the start of the meeting;
- (g) A written or electronic vote may be withdrawn by the voter at any time before the result of the vote is declared;
- (h) Ordinary resolutions shall be:
 - Moved by a proposer and seconded by another member,
 - Determined by a simple majority vote. In the event of a tied vote, the chairman of the meeting shall have a casting vote. In the event the chairman of the meeting does not exercise a casting vote, the tied vote shall result in the motion being lost;
- (i) Special resolutions shall be:
 - Moved by a proposer and seconded by three (3) other eligible members,
 - Determined by a two thirds majority of the total number of votes cast;
- (j) The following items of business shall only be determined by Special Resolution:
 - Items of business which involve an expenditure commitment by the Club in excess of the anticipate annual Club fee income, i.e. current annual membership fee X (multiplied by) current number of members,
 - Changes to this Constitution;
- (k) Motions and any amendments to a motion may be tabled at any time during a meeting;
- (l) Motions and amendments carried by ordinary or special resolution at a meeting which do not appear on the voting paper distributed to members prior to the meeting must be ratified by conducting an electronic ballot sent out to all members following the meeting, and such ballot shall be carried or lost in accordance with clause 22 (h) or 22 (i) as above;

- (m) The Secretary shall keep minutes of every general meeting and record all proceedings and resolutions.

23 TRANSACTION OF BUSINESS OUTSIDE MEETINGS OR BY TELEPHONE OR OTHER MEANS

- (a) The Club may transact its business by the circulation of papers, including by electronic means, among all members of the Club for the time being;
- (b) If the Club transacts its business by the circulation of papers, a written resolution, approved in writing by the required majority of members as determined per clause 22 (h) or 22 (i) respectively, is taken to be a decision of the Club made at a meeting of the Club;
- (c) The Club may transact its business at a general meeting at which one (1) or more members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members;
- (d) The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the Club for the purposes of:
 - i) The approval of a resolution under sub clause (b), or
 - ii) A meeting held in accordance with sub clause (c)
- (a) A resolution approved under sub clause (b) must be recorded in the minutes of the Club.

24 ANNUAL GENERAL MEETINGS (AGM)

- (a) The Annual General Meeting of the Club shall be convened on such date and at such place and time as the Committee thinks fit, at approximately twelve (12) month intervals, but no later than eighteen (18) months after the previous AGM;
- (b) All members shall receive notification of the AGM in accordance with clause 5 accompanied by a voting paper/agenda request form;
- (c) Members are required to complete the voting paper/agenda request form in order to receive further information and notifications regarding the AGM;
- (d) Such request forms shall be completed and submitted electronically;
- (e) The quorum for an AGM shall be SIX (6) Voting Members;
The business of an Annual General Meeting shall comprise the following:
 - i) To receive and confirm the minutes of the preceding Annual General Meeting;
 - ii) Presentation of, and adoption of, the financial statements of the Club for the year;
 - iii) Presentation of the projected financial budget of the Club for the forthcoming year, and setting of all fees;
 - iv) Presentation of the report of the President/Chairman;
 - v) Election of Club Officers and general Committee members;
 - vi) Any other business which has been submitted to the Secretary not less than fourteen (14) days prior to the AGM;

- vii) Any other business deemed relevant by the Chairman, including any business submitted to the Secretary less than fourteen (14) days before the meeting;
- (f) Items of business under clause (e)-vii above may not appear on the voting papers for the meeting.

25 EXTRAORDINARY GENERAL MEETINGS (EGM)

- (a) An EGM may be called upon written demand by any of the following:
 - One third (33%) of the membership,
 - The President/Chairman,
 - Two third majority of the Committee;
- (b) Notice of an EGM shall be in accordance with clause 5 and shall state the nature of the business to be discussed and resolved;
- (c) Shall be conducted in the manner prescribed in clauses 22 and 23.

PART 5 EVENTS AND MEMBERSHIP BENEFITS

26 USE OF CLUB NAME

The use of the Club name to procure any discount, concession, sponsorship, or benefit, and all events arranged and held under the auspices of the Club or under the control of the Club must be for the benefit of the members and authorised by the Committee.

27 GUIDING PRINCIPLES

- (a) Any benefits on offer for the event such as discounts, concessions, entry tickets, etc., shall in the first instance be offered to voting members before being offered to other members;
- (b) For events which involve the riding or display of Honda CB1100R motorcycles, the benefits of those events will first be offered to Members with CB1100R motorcycles before being offered to other members;
- (c) For events where benefits are limited, these will be offered according to the hierarchy in clause 27 (b) on a first-come-first-served basis, by a draw or other fair basis as determined by the Committee;
- (d) Within these guiding principles, appropriate recognition will be given to any Club member assisting with the organisation or logistics of holding the event;
- (e) Notification of all Club events shall be made in accordance with notification procedures per clause 5.

PART 6 OTHER

28 INSURANCE

The Club shall conduct periodic reviews of the major risks it faces such as Public Liability, Management Liability and Voluntary Workers being injured whilst performing tasks for and on behalf of the Club, and in conjunction with expert advice as needed, arrange to take out suitable insurance to cover those risks as well as risk of loss of Club assets.

29 AMENDMENT OF THE CONSTITUTION

This constitution may only be amended by a special resolution of members entitled to vote, such resolution carried by the required majority at the Annual General Meeting or an Extraordinary General Meeting.

30 DISSOLUTION OF THE CLUB

Any resolution to dissolve the Club may be carried at any General Meeting, provided:

- (a) The terms of the proposed resolution are received by the Secretary at least forty-two (42) days before the meeting at which the resolution is to be proposed;
- (b) At least twenty-eight (28) days' notice of the proposed resolution shall be given in writing by the Secretary to all members;
- (c) Such resolution shall be carried as a Special Resolution by two-thirds of all current voting members regardless of those present in person or electronically and entitled to vote together with any votes received in writing or electronically by members not in attendance at the meeting;
- (d) Upon dissolution of the Club, after all Club and Trustee liabilities have been cleared, all remaining financial and material assets, which assets shall be auctioned, and the proceeds of sale donated to a charity or charities along with the financial assets as determined by the meeting.

31 DECLARATION

It is hereby confirmed that this document represents a true and the most up to date version of the Constitution of **The Honda CB1100R Owners Club**.

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