

**CONSTITUTION OF THE HARLEY OWNERS GROUP**  
**(NSW CHAPTER) INCORPORATED**

**PART 1 – PRELIMINARY**

**INTERPRETATION**

1. (1) In these rules, except in so far as the context or subject matter otherwise indicates or requires –

“*ordinary member*” means a member of the committee who is not an office-bearer of the Association, as referred to in rule 13(2);

“*secretary*” means –

- (a) the person holding office under these rules as secretary of the Association; or
- (b) where no such person holds that office – the public officer of the Association;

“*special general meeting*” means a general meeting of the association other than the annual general meeting;

“*the Act*” means the Associations Incorporation Act, 1984;

“*the Regulation*” means the Associations Incorporation Regulation, 1985;

“*Sponsor Dealer*” means a Harley-Davidson dealer approved by Harley-Davidson Inc. to sponsor a group affiliated with the Harley Owners Group.

(2) In these rules –

- (a) a reference to a function includes a reference to a power, authority and duty; and
- (b) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.

(3) The provisions of the Interpretation Act, 1987, apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

**PART II – MEMBERSHIP**

**MEMBERSHIP QUALIFICATIONS**

- 2. (1) A person will qualify for full membership if he or she is currently a member of the Harley Owners Group (International) and is able to provide evidence of such current membership.
- (2) A person will qualify for Associate membership if he or she is a regular partner or child of a full Member of the Association.
- (3) A person will be considered to be a full or an Associate Member of the Association on fulfilling the qualifications in 2(1) or 2(2), as the case may be, completion and signing of a prescribed application form and payment of the appropriate membership fees.

## **CHARTER FOR LOCAL CHAPTERS**

3. In addition to these rules the Association will be bound by the “*Charter for Local Chapters*” as prescribed by Harley-Davidson Inc. and any additional rules imposed by the Sponsor Dealer.

## **CESSATION OF MEMBERSHIP**

4. A person ceases to be a member of the Association if the person -
  - (a) dies;
  - (b) resigns that membership;
  - (c) is expelled from the Association;
  - (d) in the case of full membership where that member fails to renew his or her membership of the Harley Owners Group (International); or in the case of an Associate member where the partner or parent who enabled the Associate member to qualify for an Associate membership pursuant to rule 2(2) ceases to be a full member.

## **MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE**

5. A right, privilege or obligation which a person has by reason of being a member of the Association -
  - (a) is not capable of being transferred or transmitted to another person; and
  - (b) terminates upon cessation of the person’s membership.

## **RESIGNATION OF MEMBERSHIP**

6. (1) A member of the Association is not entitled to resign that membership except in accordance with this rule.
  - (2) A member of the Association who has paid all amounts payable by the member to the Association in respect of the member’s membership may resign from membership of the Association by first giving notice (being not less than 1 month or not less than such other period as the committee may determine) in writing to the secretary of the member’s intention to resign and, upon expiration of notice, the member ceases to be a member.
  - (3) Where a member of the Association ceased to be a member pursuant to clause (2), and in every other case where a member ceases to hold membership, the secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.
  - (4) Where a member of the Association resigns their membership he or she will not hold the Association liable for refund or return of any joining fee.

## **REGISTER OF MEMBERS**

7. (1) The public officer of the Association shall establish and maintain a register of members of the Association specifying the name and address of each person who is a member of the association together with the date on which the person became a member.

- (2) The register of members shall be kept at the principal place of administration of the Association and shall be open for inspection, free of charge, by any member of the Association at any reasonable hour.

### **FEES, SUBSCRIPTIONS, ETC**

8. (1) A member of the Association shall, upon admission to membership, pay to the Association a fee of \$1 or, where some other amount is determined by the committee, of that other amount.
- (2) In addition to any amount payable by the member under clause (1), a member of the Association shall pay to the Association an annual membership fee of \$2 or, where some other amount is determined by the committee, of that other amount –
  - (a) except as provided by paragraph (b), before 1<sup>st</sup> July in each calendar year; or
  - (b) where the member becomes a member on or after 1<sup>st</sup> July in any calendar year – upon becoming a member and before 1<sup>st</sup> July in each succeeding calendar year.

### **MEMBERS LIABILITIES**

9. The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the association or the cost, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by rule 8.

### **DISCIPLINING OF MEMBERS**

10. (1) Where the committee is of the opinion that a member of the Association -
  - (a) has persistently refused or neglected to comply with a provision or provisions of these rules;
  - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association,the committee may, by resolution –
  - (a) expel the member from the Association; or
  - (b) suspend the member from membership of the Association for a specified time.
- (2) A resolution of the committee under clause (1) is of no effect unless the committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under clause (3), confirms the resolution in accordance with this rule.
- (3) Where the committee passes a resolution under clause (1), the secretary shall, as soon as practicable, cause a notice in writin to be served on the member –
  - (a) setting out the resolution of the committee and the grounds on which it is based;
  - (b) stating that the member may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
  - (c) stating the date, place and time of that meeting; and
  - (d) informing the member that the member may do either or both of the following:-

- (i) attend and speak at that meeting;
  - (ii) submit to the committee at or prior to the date of that meeting written representations relating to the resolution.
- (4) At a meeting of the committee held as referred to in clause (3), the committee shall:
  - (a) give to the member an opportunity to make oral representations;
  - (b) give due considerations to any written representations submitted to the committee by the member at or prior to the meeting; and
  - (c) by resolution determine whether to confirm or to revoke the resolution.
- (5) Where the committee confirms a resolution under clause (4), the secretary shall, within 7 days after that confirmation, by notice in writing, inform the member of the fact and of the member's right of appeal under rule 11.
- (6) A resolution confirmed by the committee under clause (4) does not take effect –
  - (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
  - (b) where within that period the member exercises the right of appeal, unless the Association confirms the resolution pursuant to rule 11(4)

#### **RIGHT OF APPEAL OF DISCIPLINED MEMBER**

- 11.** (1) A member may appeal to the Association in general meeting against a resolution of the committee which is confirmed under rule 10(4), within 7 days after notice of the resolution is served on the member by lodging with the secretary a notice to that effect.
- (2) Upon receipt of a notice from a member under clause (1), the secretary shall convene a general meeting of the Association to be held within 21 days after the date on which the secretary received the notice.
- (3) At a general meeting of the Association convened under clause (2),
- (a) no business other than the question of the appeal shall be transacted;
  - (b) the committee and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
  - (c) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (4) If at the general meeting the Association passes a special resolution in favour of the resolution, the resolution is confirmed.

## **PART III – THE COMMITTEE**

### **POWERS, ETC., OF COMMITTEE**

- 12.** The committee shall be called the committee of management of the Association and, subject to the Act, the Regulation, the Sponsor Dealer, and these rules and to any resolution passed by the Association in general meeting –
- (a) shall control and manage the affairs of the Association;
  - (b) may exercise all such functions as may be exercised by the Association other than those functions that are required by these rules to be exercised by a general meeting of members of the Association; and
  - (c) has power to perform all such acts and do all things as appear to the committee to be necessary or desirable for the proper management of the affairs of the Association.

### **CONSTITUTION AND MEMBERSHIP**

- 13.** (1) subject in the case of the first members of the committee to section 21 of the Act, the committee shall consist of the office-bearers of the Association.
- (2) The office-bearers of the Association shall be:
- (a) the director;
  - (b) the secretary; and
  - (c) the treasurer.
- (3) Each member of the committee shall, subject to these rules, hold office for a period determined by the Sponsor Dealer.
- (4) In the event of a casual vacancy occurring in the membership of the committee, the Sponsor Dealer may appoint a member of the Association to fill the vacancy for a period to be Determined by the Sponsor Dealer.

### **SECRETARY**

- 15.** (1) The Secretary of the Association shall, as soon as practicable after being appointed as secretary, lodge notice with the Association of his or her address.
- (2) It is the duty of the secretary to keep minutes of –
- (a) all appointments of office-bearers and members of the committee;
  - (b) the names of members of the committee present at a committee meeting or a general meeting; and
  - (c) all proceedings at committee and general meetings.
- (3) Minutes of proceedings shall be signed by the chairperson of the meeting or by the chairperson Of the next succeeding meeting.

## **TREASURER**

**16.** It is the duty of the treasurer of the Association to ensure that –

- (a) all money due to the Association is collected and received and that all payments authorised by the Association are made; and
- (b) correct books and accounts are kept showing the financial affairs of the Association including full details of all receipts and expenditure connected with the activities of the Association.

## **CASUAL VACANCIES**

**17.** For the purposes of these rules, a casual vacancy in the office of a member of the committee occurs if the member –

- (a) dies;
- (b) ceases to be a member of the Association;
- (c) becomes insolvent under administration within the meaning of the Companies (New South Wales) Code;
- (d) resigns office by notice in writing given to the Secretary;
- (e) is removed from office under rule 18;
- (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- (g) is absent without the consent of the committee from four meetings of the committee during a period of 12 months.

## **REMOVAL OF MEMBER**

**18.** The Sponsor Dealer may remove any member of the committee from the office of member before the expiration of the member's term of office and may appoint another person to hold office for a period determined by the Sponsor Dealer.

## **MEETINGS AND QUORUM**

**19.** At a meeting of the committee:-

- (a) the director, or in the director's absence, the secretary shall preside; or
- (b) if the director and secretary are absent, a member appointed by the Sponsor Dealer shall preside.

## **DELEGATION BY COMMITTEE TO SUB-COMMITTEE**

**20.** (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than –

- (a) this power of delegation; and
- (b) a function which is a duty imposed on the committee by the Act or by any other law.

- (2) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to such conditions or limitations as to the Exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Notwithstanding any delegation under this rule, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.
- (5) The committee may, by instrument in writing, revoke wholly or in part any delegation under this Rule.
- (6) A sub-committee may meet and adjourn as it thinks proper.

## **VOTING AND DECISIONS**

- 21.** (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee shall be determined by a majority of votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to rule 19(5), the committee may act notwithstanding any vacancy on the vacancy on the Committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member or the committee or sub-committee.

## **PART IV – GENERAL MEETINGS**

### **ANNUAL GENERAL MEETINGS – HOLDING OF**

- 22.** (1) With the exception of the first annual general meeting of the Association, the Association shall, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Association, convene an annual general meeting of its members.
- (2) The Association shall hold its first annual general meeting –
  - (a) within the period of 18 months after its incorporation under the Act; and
  - (b) within the period of 2 months after the expiration of the first financial year of the Association.

- (4) Clauses (1) and (2) have effect subject to any extension or permission granted by the Commission under section 26(3) of the Act.

### **ANNUAL GENERAL MEETINGS – CALLING OF AND BUSINESS AT**

- 23.** (1) The annual general meeting of the Association shall, subject to the Act and to rule 22, be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be –
- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
  - (b) to receive from the committee reports upon the activities of the Association during the last preceding financial year;
  - (c) to elect office-bearers of the Association and ordinary members of the committee; and
  - (d) to receive and consider the statement which is required to be submitted to members pursuant to section 26(6) of the Act.
- (3) An annual general meeting shall be specified as such in the notice convening it.

### **SPECIAL GENERAL MEETINGS – CALLING OF**

- 24.** (1) The committee may, whenever it thinks fit, convene a special meeting of the Association.
- (2) The committee shall, on the requisition in writing of not less than 5 percent of the total number of members, convene a special general meeting of the Association.
- (3) A requisition of members for a special general meeting –
- (a) shall state the purpose or purposes of the meeting;
  - (b) shall be signed by the members making the requisitions;
  - (c) shall be lodged with the secretary; and
  - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in clause (4) shall be convened nearly as is practicable in the same manner as general meetings are convened by the committee and any member who thereby incurs expense is entitled to be reimbursed by the Association for any expense so incurred.

### **NOTICE**

- 25.** (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary shall, at least 14 days before the date fixed for

the holding of the general meeting, cause to be sent by prepaid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

- (2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in clause (1) specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to rule 23(2)
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

## **PROCEDURE**

26. (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Five members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same time.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall constitute a quorum.

## **PRESIDING MEMBER**

27. The director, or in the director's absence, a member appointed by the Sponsor Dealer will preside as chairperson at each general meeting of the Association.

## **ADJOURNMENT**

28. (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

- (2) Where a general meeting is adjourned for 14 days or more, the secretary shall give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

## **MAKING DECISIONS**

- 29.** (1) A question arising at a general meeting of the association shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting of the Association, a poll may be demanded by the chairperson or by not less than 3 members present in person or by proxy at the meeting.
- (3) Where a poll is demanded at a general meeting, the poll shall be taken –
- (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
  - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

## **SPECIAL RESOLUTION**

- 30.** A resolution of the Association is a special resolution if –
- (a) it is passed by a majority which comprises not less than three-quarters of such members of the Association as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which not less than 21 days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or
  - (b) where it is made to appear to the Commission that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a) – the resolution is passed in a manner specified by the Commission.

## **VOTING**

- 31.** (1) Upon any question arising at a general meeting of the Association a member has one vote only.
- (2) All votes shall be given personally or by proxy but no member may hold more than 5 proxies.
- (3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

- (4) A member or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the member or proxy to the Association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

### **APPOINTMENT OF PROXIES**

32. Each member shall be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

### **PART V – MISCELLANEOUS**

#### **INSURANCE**

33. (1) The Association shall effect and maintain insurance pursuant to section 44 of the Act.
- (2) In addition to the insurance required under clause (1), the Association may effect and maintain other insurance.

#### **FUNDS – SOURCE**

34. (1) The funds of the Association shall be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the committee determines.
- (2) All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- (3) The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

#### **FUNDS – MANAGEMENT**

35. (1) Subject to any resolution passed by the Association in general meeting, the funds of the Association shall be used in pursuance of the objects of the Association in such manner as the Committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 members or employees authorised to do so by the committee.

#### **ALTERATION OF OBJECTS AND RULES**

36. The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the Association.

#### **COMMON SEAL**

37. (1) The common seal of the Association shall be kept in the custody of the public officer.

- (2) The common seal shall not be affixed to any instrument except by the authority of the committee and the affixing of the common seal shall be attested by the signatures either of 2 members of the committee or of 1 member of the committee and of the public officer or secretary.

### **CUSTODY OF BOOKS, ETC**

38. Except as otherwise provide by these rules, the public officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

### **INSPECTION OF BOOKS, ETC**

39. The records, books and other documents of the Association shall be open to inspection, free of charge, by a member of the Association at any reasonable hour.

### **SERVICE OF NOTICES**

40. (1) For the purpose of these rules, a notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at the member's address shown in the register of members.
- (2) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

### **SURPLUS PROPERTY**

41. (1) At the first general meeting of the Association, the Association shall pass a special resolution nominating an incorporated Association as the Association in which is to vest its surplus property pursuant to section 53(2) of the Act in the event of the winding up or the cancellation of the incorporation of the Association.
- (2) the incorporated Association so nominated shall be one which fulfils the requirements specified in section 53(2) (a)-(c) of the Act.

## **PART VI – ADDITIONAL RULES APPLICABLE TO CHARITIES**

### **APPLICATION OF PART**

42. This Part applies where the Association is registered under or is exempted from registration by or under the Charitable Collections Act, 1934.

### **PAYMENT, ETC., OF OFFICE BEARERS AND MEMBERS**

43. A member of the committee shall not be appointed to any salaried office of the Association paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the Association to any member of the committee except -

- (a) repayment of out-of-pocket expenses;
- (b) interest at a rate not exceeding interest at the rate for the time being which is or would be charged by the Association's bankers for money lent to the Association; and
- (c) reasonable and proper rent for premises let to the Association.

#### **VACATION OF OFFICE**

- 44.** Without limiting the operation of rule 17, the office of a member of the committee shall become vacant if –
- (a) the member holds an office of profit in the Association;
  - (b) the member is directly or indirectly interested in any contract or proposed contract with the Association.

#### **SURPLUS PROPERTY**

- 45.** (1) At the first general meeting of the Association, the Association shall, notwithstanding rule 41, pass a special resolution nominating a charity registered under the Charitable Collections Act, 1934, or exemption from registration by or under that Act, in which is to vest its surplus property pursuant to section 53(2) of the Act in the event of the winding up or the cancellation of the incorporation of the Association.
- (2) The charity so nominated shall be one which fulfils the requirements specified in section 53(2) (a)-(c) of the Act.

#### **NOTIFICATION OF PROPOSED ALTERATION OF RULES**

- 46.** A proposed alteration of the rules or of the statement of objects of the Association shall be notified to the Minister administering the Charitable Collections Act, 1934, in the manner required by the regulations under that Act.

#### **COMPLIANCE WITH CHARITABLE COLLECTIONS ACT, 1934**

- 47.** The Association shall comply with such of the provisions of the Charitable Collections Act, 1934, and the regulations there under as are applicable to it.