

**DUCATI OWNERS CLUB
OF WESTERN AUSTRALIA INC**

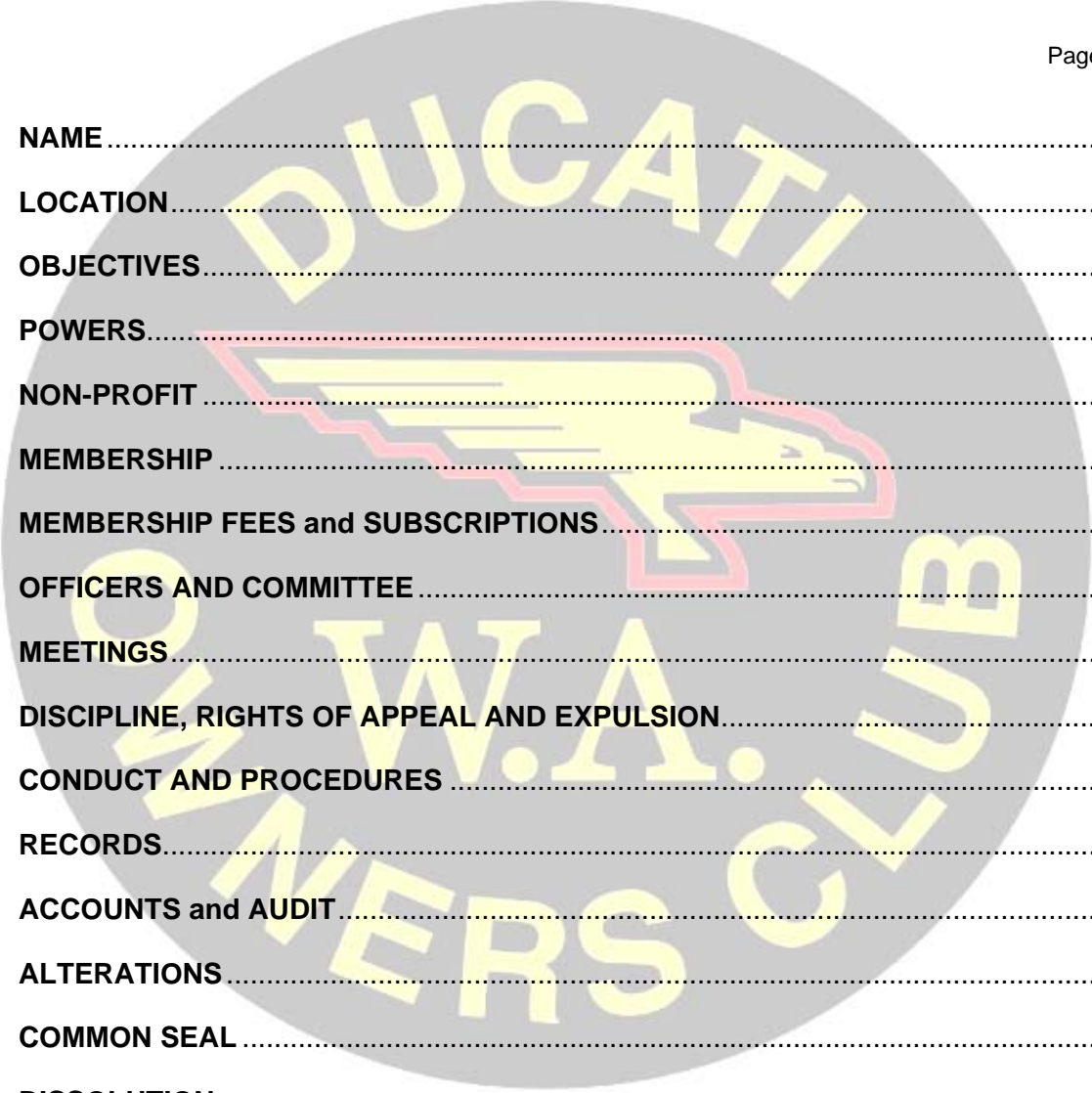


CONSTITUTION

Established 1976

Final Copy as Approved 1st June 2010

CONTENTS



	Page No
1 NAME	1
2 LOCATION	1
3 OBJECTIVES	1
4 POWERS	1
5 NON-PROFIT	1
6 MEMBERSHIP	2
7 MEMBERSHIP FEES and SUBSCRIPTIONS	3
8 OFFICERS AND COMMITTEE	4
9 MEETINGS	4
10 DISCIPLINE, RIGHTS OF APPEAL AND EXPULSION	6
11 CONDUCT AND PROCEDURES	6
12 RECORDS	7
13 ACCOUNTS and AUDIT	8
14 ALTERATIONS	8
15 COMMON SEAL	8
16 DISSOLUTION	9

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

- 4.1 The Club shall have the power to do all such things as are necessary, incidental or conducive to the attainment of the objectives of the Club. In particular, may:
 - a. Open and operate bank accounts
 - b. Invest its money in managed accounts
 - c. Appoint agents to transact any business of the Club on its behalf
 - d. Enter into any other contract it considers necessary or desirable

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.

6 MEMBERSHIP

6.1 There are four classes of Membership:

- a. Full Members
- b. Associate Members
- c. Honorary Members
- d. Life Members

Only Full and Life Members are eligible to be members of the executive committee, 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 committee member ie President, Vice President, Secretary or Treasurer.

Membership fees for Associate Membership 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. They 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 onto the executive committee. 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 the executive committee.

7 MEMBERSHIP FEES and SUBSCRIPTIONS

- 7.1 Fees and subscriptions including nomination fees are payable in advance and shall become due at each Annual General Meeting. A Member is deemed financial when all fees and subscriptions including nomination fees are paid.
- 7.2 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 AGM.
- 7.3 A nomination fee shall be payable by prospective members at the time of joining.
- 7.4 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 year.
- 7.5 A Member is deemed unfinancial and no longer entitled to Club benefits if the Member fails to renew his or her membership within two (2) months of the AGM.

The joining fee is waived if the Member rejoins within twelve (12) months of the AGM.

8 OFFICERS AND COMMITTEE

8.1 The Club shall be managed by a Committee consisting of:

Executive Officers

- a. President - To guide the development of the Club, public face of the Club, run the Club and Committee meetings.
- b. Secretary - Meeting minutes, correspondence
- c. Treasurer - Keep the Club accounts and register of members.
- d. Vice President - Delegate in President's absence

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.

8.2 All positions shall become vacant at the Annual General Meeting and all officers and committee shall be eligible for re-election.

8.3 In the event the need for removal of any Officer prior to the AGM arises, a Special General Meeting will be held and the matter shall be referred to the eligible voting members for final decision which is passed by a three quarters (3/4) majority vote of the members present.

8.4 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.

9 MEETINGS

9.1 Quorums

Twelve (12) financial members shall constitute a quorum at all General, Annual and Special General Meetings. Committee Meetings shall require a minimum quorum of

one Executive who shall act as Chairperson and any three (3) other currently elected committee members.

9.2 General Meetings

General Meetings shall be held once each calendar month at a date, time and place to be determined and notified in advance to all members.

9.3 Annual General Meeting

An Annual General Meeting shall be held within two (2) months of the end of the financial year at a time, date and place to be determined and notified at least thirty (30) days in advance to all members. The Annual General Meeting shall be held for the purposes of 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.

9.4 Special General Meeting

A Special General Meeting may be called by the Secretary upon a written request to the Secretary by any three members jointly, such written request to be at least fourteen (14) days prior to the date requested for the meeting. The Secretary shall give all members at least seven (7) days notice of the Special General Meeting.

9.5 Committee Meetings

Committee Meetings shall be held once each calendar month at a date, time and place to be determined and notified in advance to all committee members by the Committee. The Executive Officers, supported by the remaining Committee Members, are elected to make decisions on behalf of the Club for all the day-to-day decisions on behalf of the Club. All decisions outside of the day-to-day running of the Club shall be put before the members at General Meetings.

9.6 Minutes of Annual General, General, Special and Committee Meetings shall be taken and made available to any Member on request.

10 DISCIPLINE, RIGHTS OF APPEAL AND EXPULSION

10.1 Discipline

Upon a complaint by one (1) or more members of the Club, the Committee may admonish, suspend or recommend expulsion from the Club of any member/s for conduct considered to be injurious to the Objectives, welfare, progress or character of the Club or individual members. The Committee shall investigate the circumstances of the complaint, and their findings and decision shall be made known to such member/s who shall be given at least seven (7) days notice to attend the next Committee Meeting for the purpose of being heard in reply to the findings of the Committee.

10.2 Right of Appeal

Any member affected by the decision of the Committee as in 10.1 above may appeal to the General members. Such appeal shall be given within fourteen (14) days of the Committee's findings and a Special General Meeting shall be called by the Secretary.

10.3 Expulsion

Should expulsion of a member be deemed necessary, the matter shall be referred to the next General Meeting for final decision which is passed by three-quarters (3/4) majority vote of the financial members present.

11 CONDUCT AND PROCEDURES

11.1 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.

11.2 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.

12 RECORDS

12.1 Register of Members

Either the Secretary or Treasurer, as convenient at the time, shall keep and maintain a register of the members of the Club and their postal or residential addresses. Upon the request of a member of the Club, the Secretary or Treasurer 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.

Except where required by law, no person, whether member, Executive or otherwise, is permitted to disclose the register of members or any of the member's contact details to any person, group or organisation other than members of the Club without the express permission of each individual member.

The register must be so kept and maintained at the Secretary's or Treasurer's place of residence or at such other place as the members at a general meeting decide.

12.2 Custody of Records

Unless the members resolve otherwise at a general meeting, the Secretary shall have custody of all books, documents, records and registers of the Club, except those to be kept and maintained by, or in the custody of, the Treasurer. The Treasurer shall have custody of all securities, books and documents of a financial nature and accounting records of the Club

12.3 Term of Records

Records shall be kept for a minimum term of two (2) years.

12.4 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.

13 ACCOUNTS and AUDIT

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

13.2 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

13.3 The Club accounts for the immediately preceding financial year will be submitted at the Annual General Meeting and shall be audited by an Auditor to be appointed by the members of the Club at the Annual General Meeting.

14 ALTERATIONS

14.1 The Constitution shall not be altered except by a special resolution which is passed by a three quarters (3/4) majority of the members present at the Annual General Meeting or at any Special General Meeting called for that purpose. Thirty (30) days notice of any alteration shall be lodged with the Secretary who shall give members at least seven (7) days notice of such meeting.

15 COMMON SEAL

15.1 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.

16 DISSOLUTION

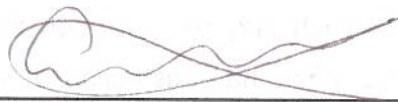
16.1 The Club may be dissolved or wound up by a special resolution passed by at least three quarters (3/4) of the financial members present at any General Meeting or at a Special General Meeting called for such purpose. If upon the dissolution or winding up of the Club there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall be given to another association incorporated under the Act which has similar objectives wholly or in part to the objectives of the Club provided that the association shall prohibit the distribution of its income and property among its members, or it shall be paid to or transferred to some charitable organisation registered in Australia, which organisation shall be determined by the members of the Club at or before the time of dissolution or winding up. In default of any such resolution such payment, transfer or distribution shall be determined by a Judge of the District Court.

16.2 In the event it becomes apparent the Club has become insolvent, the Secretary will call a Special General Meeting to decide the fate of the Club within fourteen (14) days of this situation becoming apparent. If the Club is in debit by a sum equal or less than the "Amount", [with a figure of \$5000 for guidance] the members present may elect to continue to support the viability of the Club by individually and voluntarily contributing funds to clear the debt, sell off the assets of the Club, should these be sufficient to clear the debts, or otherwise declare bankruptcy. However if the Club is in debit by more than the Amount the Club will be declared bankrupt and the Club dissolved.

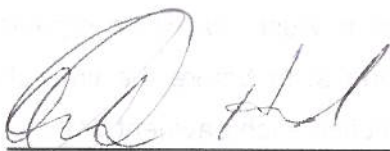
The actual Amount will be determined by special resolution at this Special General Meeting. *For clarity, the Amount only becomes binding upon the passing of the special resolution, and the members are only liable for this Amount.*

In the event that all the outstanding debts are paid and the Club is able to be salvaged, all Committee positions will be declared vacant and a new committee elected, all former members being eligible for re-election. Any member who does not contribute to the salvage of the Club forfeits their membership.

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

SIGNED: 
PRESIDENT

DATE: 11/06/10

SIGNED: 
SECRETARY

DATE: 11/06/10



SIGNED: 
TREASURER

DATE: 11th June 2010