

Northern Territory of Australia
Oaths, Affidavits and Declarations Act
Statutory Declaration

(1)
Insert name of
person making
declaration

(2)
Address

(3)
Insert name of
entity

(4)
Insert date of
meeting

(5)
Today's date

(6)
Signature of the
person making the
declaration

(7)
Signature of the
person before
whom the
declaration is made

(8)
Name of witness

(9)
Address of witness

(10)
Telephone number
of witness

I, (1) GARRY ALEXANDER LAMBERT
of (2) 445 TROWER ROAD BRENDA NT.
do solemnly and sincerely declare:

1. I am the Public Officer of

(3) MOTORCYCLING AUSTRALIA NT.

Incorporated

2. The following resolution to amend the association's constitution
was passed in accordance with the constitution at a meeting held
on:

(4) 27/MAY/2020

Resolution:

"that the constitution (a copy of which is attached at annexure "A") be
adopted".

3. The Amended Constitution complies with the Associations Act

I make this solemn declaration by virtue of the *Oaths, Affidavits and
Declarations Act* and conscientiously believing the statements contained
in this declaration and accompanying application to be true in every
particular.

Declared at

DARWIN TBC

on:

(5)

(6)

Before me:

Name and contact address and telephone number of person before
whom the declaration is made, legibly written, typed or stamped.

(8) Alicia Ruston

(9) 31631 Stuart Highway Berrimah NT 0828

(10) 1800193111

Note:

- (1) This declaration may be made before any person who has
attained the age of (18) eighteen years.
- (2) A person wilfully making a false statement in a statutory
declaration is liable to a fine or imprisonment.

Adopted at the 2020 Annual General Meeting of MANT in accordance with section 24.1 of this Constitution. Adopted as a requirement of affiliation with MA Ltd and the national agreement to have all SCB adopt the Alliance Agreement and MA Ltd Constitution. This is aligned to the Alliance Agreement and Constitution of MA Ltd. First adopted May 2017.

Record of changes

- AGM – 2020 Changes to section 10.1 from 11 meetings per year to 8

THIS IS THE ANNEXURE MARKED 'A'
REFERRED TO IN THE STATUTORY
DECLARATION OF GARRY LAMBERT
MADE ON THE 28 DAY OF MAY 2020.
BEFORE ME [Signature]

The Constitution of
Motorcycling Australia Northern Territory Inc.
an association incorporated under the *Associations Act (NT)*

Table of contents

1	Name of company and corporate status	1
	Name	1
	Corporate status	1
2	Patrons.....	1
	Current patrons	1
	Changing a patron.....	1
3	Relationships with FIM and MA.....	1
	Relationship with FIM.....	1
	Relationship with MA and other SCBs	1
	MANT constitution to be consistent with MA constitution.....	2
4	MANT objectives, principles and powers	2
	Purpose of MANT.....	2
	MANT objectives.....	2
	MANT principles	3
	Powers of MANT	4
	Authority to trade.....	4
5	Structure and governance of MANT	4
	MANT Executive Board	4
	Management	4
	MANT general council.....	5
	MANT regional councils.....	6
	MANT subcommittees and panels.....	6
6	Management of MANT.....	6
	MANT administrator	6
	MANT staff.....	6
7	Membership of MANT.....	7
	Membership structure of MANT	7
	Single event competition licences	7
	Continuity of membership.....	7
	Becoming a MANT member.....	7
	MANT members' voting rights.....	8
	Obligations of all MANT members.....	8
	Obligations of MANT affiliated clubs	9
	MANT membership register	10
	Resignation of MANT membership.....	10
	Termination of MANT membership.....	10
8	Affiliation with MANT	11
	Existing affiliations	11
	Qualification for affiliation.....	11
	Application for affiliation	11
	Determination of applications for affiliation	12

	Continuity of affiliation	14
9	MANT Executive Board	14
	Composition of MANT Executive Board	14
	Existing directors	14
	Duties of directors	14
	MANT Executive Board member commitment to the MA Alliance	15
	Powers of the MANT Executive Board	15
	MANT Executive Board's power to delegate	15
	Rotation of elections of directors	16
	Election of directors	16
	Resignation of a director	16
	Grounds for the removal of directors	16
	Removal of directors	17
	Disciplinary action against removed director	17
	MANT Executive Board must continue to act	17
	Vacancies on the MANT Executive Board – elected directors	17
	Complaints against former directors	18
10	MANT Executive Board meetings.....	18
	MANT Executive Board to meet regularly.....	18
	Business of the MANT Executive Board	19
	Resolutions of the MANT Executive Board	19
	Quorum for MANT Executive Board meetings.....	19
	MANT Executive Board resolutions out of meetings	20
	The MANT Executive Board elects its own chair.....	20
11	MANT general council.....	20
	Composition of MANT general council	20
	Annual general meeting.....	20
	General meetings	21
	Notice of general meetings	21
	Special meetings of MANT general council.....	21
	Notice of special meetings of MANT general council	21
	Places for meetings of the MANT general council	22
	Chair of meetings of MANT general council	22
	Chair of AGM	22
12	Resolutions generally.....	22
	Ordinary resolutions	22
	Special resolutions	23
	No proxies	23
13	Ballots other than elections	23
	Resolutions by ballot.....	23
	Ballots for matters other than elections.....	23
14	Appointment to Executive Mangement	Error! Bookmark not defined.
	Elections must be conducted by ballot	Error! Bookmark not defined.
	Nominations of candidates	Error! Bookmark not defined.

	Persons not qualified for nomination	24
	Deemed election of candidates – insufficient nominations	25
	Election by ballot at AGM	Error! Bookmark not defined.
	Elections by ballot	Error! Bookmark not defined.
15	MANT regional councils	25
	MANT Executive Board to develop MANT regional councils	25
	Composition of MANT regional councils	25
	Objectives of MANT regional councils	25
16	MANT panels & subcommittees	26
	Establishment of MANT panels & subcommittees	26
	MANT panels	26
	MANT subcommittees	26
	Appointment of panel members	26
	Appointment of MANT subcommittee members	27
	Resignation	27
	Objectives & purposes of MANT panels & subcommittees	27
	Governance principles for MANT subcommittees	27
	MANT panels & subcommittees are accountable to MANT Executive Board	27
	Meetings of MANT subcommittees	28
	Minutes to be promptly published to the MANT administrator	28
	Dismissal of MANT panel and MANT subcommittee members	28
	Disciplinary proceedings against MANT subcommittee members	29
	Vacancies on MANT panel & MANT subcommittees	29
	Disqualification from appointment	30
17	MANT policies	30
	Power to make MANT policies	30
	MA constitution and Manual of Motorcycle Sport	30
	Publication of MANT policies	30
	Proposals for new MANT policy or repeal or amendment of a MANT policy	30
18	Property of MANT	31
	MA fees and charges	31
	MANT fees and charges	31
	Application of income and property	31
	Borrowing	32
	Liability of MANT members is limited	32
	Distribution of MANT property on winding up	32
19	Accounts and records	32
	MANT required to maintain records	32
	AGM to appoint auditor	33
	Accounts to be audited	33
	Availability of records to membership	33
20	Execution of documents	33
	Cheques and negotiable instruments	33
	Delegation for execution generally	33

21	Conflicts of interest or duty	34
	Directors must declare any conflict of interest or duty	34
	MANT panel & MANT subcommittee conflicts	34
22	Discipline.....	35
	Complaints	35
	Grounds for disciplinary action on complaint	35
	MANT Executive Board to consider the complaints from MANT members	35
	MANT Executive Board response to a complaint about individual MANT members	35
	MANT Executive Board response to complaint about a MANT affiliated club	36
	Process for imposition of penalties.....	36
	Disciplinary penalties	36
	Rights of appeal.....	37
	Judiciary committee	37
	Penalties a judiciary committee may impose	38
	No appeal from judiciary committee determination	38
	Procedural fairness for all disciplinary processes	38
	Rules of evidence do not apply	38
23	Disputes	38
	Mediation of a dispute	38
	Cooperation	39
24	Changing this constitution.....	39
	Regular review	39
	Amendments to be approved by special resolution	39
	Application of amendments to this MANT constitution	39
25	Indemnities	39
	MANT indemnity to directors	39
26	Definitions and interpretation.....	40
	Definitions	40
	Interpretation.....	42

1 Name of company and corporate status

Name

- 1.1 The name of the Association is Motorcycling Australia Northern Territory Inc, referred to in this document as '**MANT**'.

Corporate status

- 1.2 MANT is an association incorporated under the *Associations Act (NT)*.

2 Patrons

Current patrons

- 2.1 The patrons of MANT under the constitution that this MANT constitution replaces will continue as patrons under this MANT constitution.

Changing a patron

- 2.2 The MANT Executive Board, by ordinary resolution, may appoint, remove or change any patron.
- 2.2.1 The MANT Executive Board may appoint more than one patron.

3 Relationships with FIM and MA

Relationship with FIM

- 3.1 National bodies, affiliated with the FIM, that control and manage motorcycle sport in their respective nations constitute the FIM.
- 3.1.1 Motorcycling Australia (MA) is the only Australian affiliate of the FIM.
- 3.1.2 The FIM governs and controls FIM-sanctioned multi-national series, international series and world championship motorcycle sport.

Relationship with MA and other SCBs

- 3.2 MANT and the other State Controlling Bodies (SCBs) constitute MA.
- MANT is the only Northern Territory affiliate of MA.
 - The MA constitution recognises MANT as the only authorised SCB for Northern Territory.
 - MA governs and controls MA sanctioned multi-state and inter-state series and Australian championship motorcycle sport and other MA sanctioned motorcycle events and activities.
 - MANT governs and controls MANT sanctioned club, inter-club, open and Northern Territory championship motorcycle sport and other MANT sanctioned motorcycle events and activities.
- 3.2.1 The MANT Executive Members (hereafter the 'Board') must appoint a suitable member (director - usually the president) to act as the MANT delegate on the MA

council and the MA Alliance ALT and must ensure that the delegate attends MA council meetings and ALT meetings.

MANT constitution to be consistent with MA constitution

- 3.3 This constitution, and MANT policies, must be consistent with the MA constitution.

4 MANT objectives, principles and powers

Purpose of MANT

- 4.1 The purpose of MANT is to discharge the MANT objectives in accordance with the MANT principles.

MANT objectives

- 4.2 The MANT objectives are all of the following:
- 4.2.1 To promote, regulate and administer MANT sanctioned motorcycle sport and other motorcycling activities conducted in Northern Territory.
 - 4.2.2 To cooperate with MA to maximise the success of MA sanctioned multi-state or Australian championship motorcycle events conducted in Northern Territory.
 - 4.2.3 To conduct, encourage, promote, advance, control and administer motorcycle sport and other motorcycling activities throughout Northern Territory in consultation with MA for the mutual benefit of MANT, MA, MANT members and motorcycling generally.
 - 4.2.4 To constantly use best endeavours to regulate and administer all MANT sanctioned motorcycle sport and other motorcycling activities in a manner that seeks to achieve the following:
 - Maximise the safety of participants, officials, spectators and the public.
 - Ensure, to the maximum extent possible, that MANT sanctioned motorcycle sport is competitive, fair and fun.
 - Continual improvement of standards and quality of MANT sanctioned events.
 - 4.2.5 To maintain and enhance the reputation of MANT, motorcycle sport and motorcycling generally by continually improving the standards and quality of MANT sanctioned events for the benefit of MANT members and motorcycling generally.
 - 4.2.6 To promote mutual trust and confidence between MANT, MA, MANT members and other SCBs.
 - 4.2.7 To promote the economic and sporting success, strength and stability of MANT, MA, each SCB and each MANT affiliated club and to act cooperatively and collaboratively with each of these bodies.
 - 4.2.8 To develop, use, protect and improve MANT intellectual property.
 - 4.2.9 To collect, distribute and publish information in connection with motorcycling in Northern Territory.

- 4.2.10 To seek government, commercial and public recognition and support of MANT and MANT sanctioned events.
- 4.2.11 To assist with the development, management and regulation of MA sanctioned motorcycle sport and other motorcycling activities in the Northern Territory consistently with the rules and regulations of MA.
- 4.2.12 To seek, pursue and develop commercial arrangements that promote these MANT objectives.
- 4.2.13 To facilitate and manage the mediation or determination of disputes between MANT members.
- 4.2.14 To recognise and implement policies promulgated by MA and the MA Alliance including those in relation to sexual harassment, equal opportunity, equity, drugs in sport, health, safety, junior and senior programs, infectious diseases and other matters as arise from time to time as issues to be addressed in relation to MANT and MA sanctioned motorcycle events.
- 4.2.15 To select and support teams and squads to represent Northern Territory or MANT in Australian championships and international events.
- 4.2.16 To represent the interests of MANT members and of motorcycle sport and recreation generally in any appropriate public forum in Northern Territory.
- 4.2.17 To participate as an Alliance Participant in the MA Alliance.

MANT principles

- 4.3 MANT commits to each of the following principles:
 - 4.3.1 To always act lawfully in accordance with the laws applicable in Northern Territory.
 - 4.3.2 To recognise MA as the only Australian affiliate of the FIM.
 - 4.3.3 To actively participate as a member of MA and as an Alliance Participant in the MA Alliance.
 - 4.3.4 To always act on behalf of, and in the interests of, MANT members and motorcycling generally and refrain from any action or conduct that compromises the achievement of the MANT objectives.
 - 4.3.5 To apply the property, capacity and resources of MANT to achieve the MANT objectives.
 - 4.3.6 To recognise any penalty validly imposed by MA under MA the MA constitution, MA rules and regulations or any penalty imposed by another SCB under its constitution or its rules and regulations and facilitate the proper imposition of any such penalty.
 - 4.3.7 To always act in good faith.
 - 4.3.8 To have regard to the public interest in any decision or action taken in respect of the MANT objectives.

4.3.9 To promote the interests of MA and all other SCBs that are consistent with the MANT objectives and MANT principles.

4.3.10 To always act in accordance with the MA Alliance Agreement.

Powers of MANT

4.4 MANT must do all that is reasonably necessary to realise the following and has the power under this MANT constitution to do so:

- The MANT objectives in accordance with the MANT principles.
- Enabling MANT members to benefit from the realisation of the MANT objectives.

4.4.1 The development, regular review and update of MANT policies consistently with the Manual of Motorcycle Sport, the MANT objectives and the MANT principles, to govern the conduct of MA and MANT sanctioned motorcycle events in Northern Territory.

4.4.2 The development, regularly review and update of a schedule of fees, charges, levies, fines or penalties and the like, to ensure the ongoing financial and economic viability of MANT.

4.4.3 Do all such acts and things, whether solely or in conjunction with any other person or persons, as may be considered incidental or conducive to the realisation of the MANT objectives in accordance with the MANT principles.

Authority to trade

4.5 MANT is authorised to trade, subject to compliance with the MANT objectives and the MANT principles.

5 Structure and governance of MANT

MANT Executive Members (The Executive Board)

5.1 The MANT Executive Members (*wholly the Executive Board*) has overall responsibility to ensure MANT pursues MANT objectives in accordance with this constitution.

5.1.1 Executive members are constituted as stated in clause 9.1, and may include up to 2 independent Executive Members (IEM) and IEM are appointed by the elected Executive Members. Any appointment must be unanimous.

5.1.2 Independent executive members are not required to be appointed to the Executive Board and are optional. If appointed, Independent executive members must appointed at the AGM and may be eligible to hold any position, including President.

5.1.3 Elected Executive Members are elected as stated in part 14.

5.1.4 Each MANT affiliated club may nominate only one club member to the MANT Executive Member Board (The Executive Board)).

Management

5.2 The MANT Executive Members (*the Executive Board or Board*) appoints the MANT administrator.

- 5.2.1 The MANT administrator is accountable to the MANT Executive Board.
- 5.2.2 The MANT administrator is the secretary to the MANT Executive Board.
- 5.2.3 The MANT administrator may also be a MANT Executive Board member if so determined by a majority vote of the Executive Board members.
- 5.2.4 Other personnel employed by MANT are accountable to the MANT administrator.

MANT General Council (if formed)

- 5.3 A MANT General Council may be formed by the Executive Board.
- 5.4 Up to two club delegates appointed by each MANT-affiliated club constitutes the MANT general council.

MANT regional councils (if formed)

- 5.5 Up to two club delegates, appointed by each MANT affiliated club in the relevant region, will constitute the regional council for that region.
 - 5.5.1 The MANT Executive Board determines the regions of MANT and which clubs constitute each region for the purposes of regional councils.
 - 5.5.2 The MANT Executive Board will determine, after consultation with MANT affiliated clubs, the operation of MANT regional councils.

MANT subcommittees and panels

- 5.6 The MANT Executive Board determines the scope of authority and the objectives of each MANT subcommittee.
 - 5.6.1 All MANT subcommittees are accountable to the MANT Executive Board.
 - 5.6.2 Each member of each MANT subcommittee is appointed by the MANT Executive Board as stated in part 16.

6 Management of MANT

MANT administrator

- 6.1 The MANT Executive Board must appoint a MANT administrator to perform the functions of the MANT administrator stated in this MANT constitution and any other functions and duties of the MANT administrator determined from time to time by the MANT Executive Board.
 - 6.1.1 The MANT Executive Board must ensure that, at all times, a person competent to perform the functions and duties of the MANT administrator is appointed to, or is acting in the role of the MANT administrator.
 - 6.1.2 The MANT administrator is the association secretary of MANT for the purposes of the *Associations Act (NT)* and any associated purposes.
 - 6.1.3 The MANT administrator is also the secretary to the MANT Executive Board and must attend, in person or by a delegate, all MANT Executive Board meetings, unless otherwise authorised by the MANT Executive Members.
 - 6.1.4 Decisions of the MANT administrator are subject to ratification by the MANT Executive Board. However, the MANT Executive Board may decline to ratify a decision of the MANT administrator only on the basis that the MANT administrator's decision was not consistent with the MANT objectives or the MANT principles or, was manifestly in error.

MANT staff

- 6.2 The MANT Executive Board will determine, from time to time, the number of staff, and their respective duties, to be employed by MANT having regard to the MANT objectives and the MANT principles.

- 6.2.1 The MANT administrator must employ staff to the positions determined by the MANT Executive Board and must manage the performance of, and mentor, the employed MANT staff.
- 6.2.2 The MANT administrator must keep the MANT Executive Board informed of all relevant staff performance issues.

7 Membership of MANT

Membership structure of MANT

- 7.1 MANT's membership structure is as follows:
 - 7.1.1 MANT affiliated clubs are members of MANT (*entity members*) and each MANT affiliated club is also, by virtue of MANT's affiliation with MA, a member of MA.
 - 7.1.2 Each individual financial member or individual life member of each MANT-affiliated club is a member of MANT (*individual members*) and is also a member of MA.
 - 7.1.3 In respect of persons who are not already members as stated in clause 7.1.2 any person or entity to whom MA issues a licence or to whom MANT or MA issues a permit is a member for the following periods:
 - In respect of a licence, the period during which the licence entitles the holder to participate in MANT-permitted or MA-permitted events (*license members*).
 - In respect of a permit, from the issue of the permit to the conclusion of all administration of the event for which the permit is issued (*Permit member*).
 - 7.1.4 Life members of MANT are members of both MANT and MA.

Single event competition licences

- 7.2 Subject to clause 7.2.1, a person must be a member of a MANT affiliated club to qualify for a single event day competition licence.
 - 7.2.1 If, purportedly on behalf of MANT, a MANT affiliated club issues a single event day competition licence to a person who is not a member of a MANT-affiliated club that person is a member of MANT and a member of MA for the duration of the event or activity for which the licence is issued.

Continuity of membership

- 7.3 Subject to any change effected by clause 7.1 or clause 7.2, all MANT members under the constitution that this MANT constitution replaces continue to be MANT members under this MANT constitution.

Becoming a MANT member

- 7.4 The classes of membership stated in clause 7.1 become members of MANT as follows:
 - 7.4.1 Clubs must be granted affiliation as stated in part 8 of this MANT constitution and maintain their affiliation as stated in this MANT constitution.

- 7.4.2 Members of MANT affiliated clubs become members of MANT and members of MA by virtue of the relevant club being affiliated with MANT.
- 7.4.3 A person mentioned in clause 7.1.3 or clause 7.2.1 becomes a member of MANT and of MA by MANT granting that person a licence or permit under the Manual of Motorcycle Sport and each is a member of MANT and of MA for the duration stated in clause 7.1.3 or clause 7.2.1 as relevant.
- 7.4.4 Life members are appointed by special resolution of the MANT Executive Board at any AGM.

MANT members' voting rights

- 7.5 The voting rights of MANT members are the following:
- 7.5.1 At any meeting of the MANT Executive Members (*The Executive Board*) appointed club delegates have a right to vote on Board matters.
- 7.5.2 At any meeting of the MANT general council, only 2 club delegates from each club and who personally attend any such meeting may vote.
- 7.5.3 In any ballot conducted by the MANT Executive Board under part 13 or election by ballot conducted under part 14, each MANT affiliated club may register one vote.
- 7.5.4 No other MANT member has any voting rights under this constitution.
- 7.5.5 No meeting of MANT may accept proxies.

Obligations of all MANT members

- 7.6 Each MANT member acknowledges and agrees that membership of MANT constitutes a commitment to each of the following:
- 7.6.1 That this MANT constitution expresses the terms and conditions of a contract between each MANT member and MANT.
- 7.6.2 That each MANT member must comply with each of the following:
- He, she or it must conduct himself, herself or itself consistently with the MANT objectives and MANT principles and in accordance with all the provisions of this MANT constitution and MANT policies.
 - He, she or it must refrain from any action or conduct that is prejudicial to the MANT objectives and MANT principles or is inconsistent with the provisions of this MANT constitution.
- 7.6.3 That each MANT member must comply with the MA constitution and with the Manual of Motorcycle Sport.
- 7.6.4 That each MANT member must comply with determinations, resolutions and policies made by the MANT Executive Board in accordance with this constitution.
- 7.6.5 Each MANT member must use his, her or its best endeavours to contribute the realisation of the MANT objectives in accordance with the MANT principles.
- 7.6.6 Each MANT member must promptly pay any membership fees, affiliation fees, application fees, permit fees, general levies, insurance levies, penalties and any other fees and charges determined or imposed by the MANT Executive Board for

services delivered by MANT and disciplinary decisions for which that member is liable in accordance with this MANT constitution.

- 7.6.7 Each MANT member must promptly pay fees, charges and penalties, imposed by MA under the MA constitution or under the Manual of Motorcycle Sport, for which that member is liable.

Obligations of MANT affiliated clubs

- 7.7 Each MANT affiliated club commits to each of the following:

- 7.7.1 It will ensure that its constitution complies with each of the following:

- It is consistent with this MANT constitution.
- It must expressly recognise MANT as the sole governing body of motorcycle sport and other motorcycle activities conducted in Northern Territory by the relevant MANT affiliated club.

- 7.7.2 It must do each of the following in relation to communications from MANT:

- It must, at all times, maintain a valid postal address and a valid email address and email account for the receipt of notifications from MANT and must ensure the MANT administrator has those details.
- It must promptly notify the MANT administrator in writing of any changes to either the club's postal address or email address after the change is made.
- It must ensure that mail sent by MANT to the club's postal address and notices sent by MANT to the club's email address are presented to the next club committee meeting.

- 7.7.3 It must actively participate in MANT as follows:

- Its delegates must attend at least 4 MANT Executive Board meetings each calendar year, including *'virtual meetings'*.
- Consider at the club's committee meetings and any general or special meetings of the club any mail, email or other electronic notices from MANT and consider, formulate and send to the MANT administrator any necessary response to MANT.
- Consider any ballot papers, including electronic or online ballot papers, from MANT and use its best endeavours to complete and return the ballot papers to the MANT administrator as required by this MANT constitution or in accordance with the conditions of any ballot conducted under clause 13.2.
- Respond to any notice, survey or ballot from MANT requesting a response.
- Make payments to MANT on Invoice in an efficient and in a timely manner.
- Return to MANT all event management reports, and documents in an efficient and timely manner.

- 7.7.4 It must, at each of the club's AGMs, appoint a delegate to the MANT Executive Board, and where set up, two club delegates to each of the MANT general council and to the MANT relevant regional council and must promptly notify the MANT administrator of the identity and contact details of each appointed club delegate. Club delegates must be members of MANT at the time of his or her appointment and during all MANT Executive Board, general council or MANT regional council meetings but one need not be members of the MANT affiliated club for whom he or she is a delegate.
- 7.7.5 It must use its best endeavours to ensure that each of its club delegates attend each meeting of the MANT structures and if delegates cannot attend, the MANT affiliated club must notify the MANT administrator at least 12 hours before the relevant meeting of the anticipated non-attendance.
- 7.7.6 It must maintain an accurate record of the names, addresses and contact details of each of its financial members and must make that register available to MANT on the MANT administrator making a request for the register.

MANT membership register

- 7.8 The MANT Executive Board must ensure that that the MANT administrator maintains an accurate and current register of all annual members of MANT, based on the membership registers maintained by MANT-affiliated clubs under clause 7.7.6 and on the basis of all licences issued by MANT under the Manual of Motorcycle Sport.

Resignation of MANT membership

- 7.9 A MANT member mentioned in clauses 7.1.1 (MANT affiliated clubs) and 7.1.4 (MANT life members) may terminate its, his or her MANT membership by notifying the MANT Executive Board in writing in accordance with each of the following:
- The notice must be given to the MANT administrator for presentation to the MANT Executive Board.
 - The notice must state the date of termination of MANT membership and that date must be at least 30 days after the person who resigns gives the notice to the MANT administrator.
 - The notice must state the reasons for the resignation.
- 7.9.1 A notice that does not strictly comply with clause 7.9 is not valid.
- 7.9.2 The MANT membership of each member of an MANT affiliated club that resigns its membership of MANT in accordance with this clause 7.9 is terminated upon the resignation of the club from MANT membership becoming effective.
- 7.9.3 A member mentioned in clause 7.1.2 may only resign his or her membership of MANT by resigning his or her membership of the all MANT affiliated clubs of which he or she is a member in accordance with the constitution of the relevant MANT affiliated club or clubs.

Termination of MANT membership

- 7.10 Subject to clause 7.9.2, MANT membership may be terminated as follows:

- 7.10.1 Subject to a MANT member making arrangements, acceptable to the MANT Executive Board for late payment under clause 8.5, MANT membership lapses for failure to pay, by the date for payment, any money to MANT required under this MANT constitution to maintain MANT membership.
- 7.10.2 By the initiation of a complaint under clause 22.1 and the MANT Executive Board determining that the appropriate penalty is the termination of MANT membership, subject to that MANT member's rights of appeal under part 22.

8 Affiliation with MANT

Existing affiliations

- 8.1 All clubs affiliated under the constitution of MANT replaced by this MANT constitution continue to be affiliated with MANT under this constitution.

Qualification for affiliation

- 8.2 A club is qualified for affiliation with MANT if all of the following apply:
- 8.2.1 The club conducts motorcycle, sidecar or quad sporting or other motorcycle events and activities.
- 8.2.2 The club must have 25 financial members or more.
- 8.2.3 The club must be incorporated under the *Associations Act (NT)* as a not-for-profit entity.
- 8.2.4 The club must ensure that its constitution is consistent with this MANT constitution.
- 8.2.5 Any other matters determined necessary by the Executive members.

Application for affiliation

- 8.3 A club that is qualified under clause 8.2 may apply to the MANT administrator for affiliation with MANT. An application for affiliation must comply with each of the following:
- 8.3.1 The application must be in writing and must be delivered to the MANT administrator. Email correspondence is acceptable.
- 8.3.2 The application must be accompanied by each of the following:
- A copy of the club's constitution.
 - Sufficient evidence of the club's incorporation and compliance with the legislation under which it is incorporated.
 - The office bearers of the club must be identified with their respective addresses and contact details.
 - Identification of the club's delegates to be appointed to represent the club on, respectively, the MANT general council and the contact details for those proposed club delegates.
 - The affiliation fee.

- Any other matter required under any MANT policy or determination of the Executive Board.

Determination of applications for affiliation

8.4 The application for affiliation under clause 8.3 will be presented to the next MANT Executive Board meeting after receipt of that application and will be noted in the MANT Executive Board minutes for that meeting.

8.4.1 Promptly after the MANT Executive Board meeting at which the application for affiliation is noted in the relevant minutes, the MANT administrator must notify, in writing, all MANT affiliated clubs of the application for affiliation and request the submissions, in writing, within the time stated in the notice (which must be no less than 3 calendar weeks after the date of the notice) of any objections from any MANT member to the MANT Executive Board accepting the application for affiliation.

8.4.2 Any MANT member may submit a written objection to an application for affiliation. A valid objection must state valid grounds for the objection. Valid grounds for objection to an application for affiliation are limited to the following:

- There is credible evidence that the applicant club will not comply with this MANT constitution, the MA constitution or the Manual of Motorcycle Sport.
- Members of the applicant club are not fit and proper persons to be members of MANT having regard to the provisions of this MANT constitution.
- Affiliation of the applicant club will be detrimental to the viability of an existing MANT affiliated club.
- Affiliation of the applicant club will be detrimental to the MANT objectives or contrary to the MANT principles.

8.4.3 At the MANT Executive Board meeting held immediately after the expiry of the time for making objections determined under clause 8.4.1, the MANT Executive Board must consider any objection received by the MANT administrator and determine whether each objection is a valid objection to affiliation by reference to clause 8.4.2. If the MANT Executive Board determines that the MANT administrator has received no valid objection to the application for affiliation the MANT Executive Board must resolve whether to accept or reject the application and each of the following apply:

- If the MANT Executive Board resolves to accept the application for affiliation, it must do so with at least a 75% of votes (rounded) by members to accept the resolution, and if so, then the MANT Executive Board must require the MANT administrator to promptly notify the applicant club that the application for affiliation is accepted and the date upon which the affiliation becomes effective.
- If the MANT Executive Board resolves to reject the application for affiliation, the MANT Executive Board must require the MANT

administrator to promptly notify the applicant club that the application for affiliation is rejected and the reasons for the rejection.

8.4.4 If the MANT Executive Board resolves that any objection is valid under clause 8.4.2, the MANT administrator must notify the applicant for MANT affiliation of all valid objections and the MANT Executive Board may then resolve to determine the application for affiliation by any of the following methods:

- The MANT Executive Board may seek to resolve any valid objections by mediating the valid objectors and the applicant for MANT affiliation and, if the valid objections are resolved, the MANT Executive Board may then determine the application for MANT affiliation at the next MANT Executive Board meeting under clause 8.4.4 consistently with the resolution of the valid objections.
- The MANT Executive Board may resolve to conduct a ballot of all MANT affiliated clubs under part 13 to determine the application for affiliation by ordinary resolution.
- The MANT Executive Board may resolve to refer to the application for affiliation to next meeting of the MANT general council (if so formed) for determination by ordinary resolution.

8.4.5 If the MANT Executive Board resolves to refer any application for MANT affiliation to a ballot conducted under part 13, each of the following apply:

- The MANT administrator must request the applicant for MANT affiliation to deliver written submissions in support of its application within 3 calendar weeks after the MANT administrator makes that request.
- The MANT administrator must send the submissions from the applicant for MANT affiliation and the valid objections to MANT affiliated clubs with the ballot papers.

8.4.6 If the MANT Executive Board resolves to refer the application for MANT affiliation to a MANT general council meeting, each of the following applies:

- The MANT administrator must notify the applicant club of the time and the place of the MANT general council meeting at which the MANT general council meeting will be convened and must invite representatives of the applicant club to attend and make written and/or oral submissions to that MANT general council meeting or to make a written submission to be considered at that meeting.
- The MANT general council meeting must consider at the meeting all written submissions delivered to the MANT administrator and oral submissions made at the meeting in respect of the application for affiliation from the applicant club.
- The MANT general council must determine the application for affiliation by ordinary resolution.

- 8.4.7 Promptly after the MANT general council meeting mentioned in clause 8.4.6, the MANT administrator must notify the applicant club in writing of the MANT general council's determination of the application for affiliation.
- 8.4.8 If an application for affiliation is rejected under this clause 8.4, MANT must promptly return or refund the affiliation fee.

Continuity of affiliation

- 8.5 Each MANT affiliated club must promptly pay the annual affiliation fee at the time for payment and in the amount determined by the MANT Executive Board from time to time.
- 8.5.1 If a MANT affiliated club fails to pay an annual affiliation fee in accordance with clause 8.5, that failure may be dealt with by the MANT Executive Board as follows:
- The MANT administrator may make arrangements, suitable to the MANT Executive Board, for the relevant MANT affiliated club to pay arrears.
 - If no satisfactory arrangement can be made, the MANT Executive Board may initiate a complaint against the relevant MANT affiliated club under clause 22.1.1.

9 MANT Executive Member Board

Composition of MANT Executive Member Board

- 9.1 The MANT Executive Member Board is constituted by the following members:
- One representative from each MANT affiliated club, when elected by the club for appointment to the MANT Executive Member Board.
 - Up to 2 independent non-elected Executive Board members who may be appointed by the elected Executive Board members as stated in clause 5.1.1.
- 9.1.1 Each elected Executive Board Member must be a member of an MANT affiliated club at the time of his or her nomination and must maintain that membership throughout the member's term on the MANT Executive Board.

Existing Executive Members

- 9.2 Subject to clause 9.6 elected Executive Members under the constitution that this MANT constitution replaces, will continue as Executive Members under this MANT constitution.
- 9.2.1 From the date MANT adopts this MANT constitution, all continuing Executive Members as stated in clause 9.2 will be subject to the provisions of this MANT constitution and the replaced constitution will be vacated.

Duties of Executive Members (Directors)

- 9.3 MANT Executive Members owe MANT the following duties:
- 9.3.1 To comply with the *Associations Act (NT)*.
- 9.3.2 To act in the interests of the whole of MANT at all times, but having regard to the interests of MA.

- 9.3.3 To enhance the reputation of MANT with the Northern Territory community and government.
- 9.3.4 To comply with the MA constitution and the Manual of Motorcycle Sport,
- 9.3.5 To support, and not compromise, the integrity of all MANT Executive member resolutions.
- 9.3.6 To promptly declare any conflict of interest.
- 9.3.7 To act in accordance with the commitments required of all Executive member members under this constitution.

MANT Executive Board member commitment to the MA Alliance

- 9.4 Each MANT Executive member must formally acknowledge and agree the following:
 - 9.4.1 He or she represents the interests of all MANT members, but in accordance with the MA Alliance Agreement.
 - 9.4.2 The interests of MANT members are concurrent with Best-for-Motorcycling as defined in the MA alliance agreement and that MANT Executive Board decisions must be made on a Best-for Motorcycling basis.
 - 9.4.3 The MA Alliance requires that MANT must conduct its operations consistently with the operations of all other SCBs and MA and that any local deviations must be first approved by the Alliance leadership Team under the MA Alliance Agreement.
 - 9.4.4 In respect of MANT projects, each MANT Executive Board member must act on a Best-for-Motorcycling basis and must take into account the interests of all other SCBs and MA.
 - 9.4.5 He or she must refrain from any action that puts MANT in breach of the MA Alliance Agreement.

Powers of the MANT Executive Board

- 9.5 The MANT Executive Board has power to make a resolution about any of the following:
 - 9.5.1 Any matter expressly stated in this MANT constitution as being the responsibility of the MANT Executive Board.
 - 9.5.2 Any matter related to, or arising out of, this MANT constitution that is not expressly stated to be the responsibility of the MANT general council (if operational) or a MANT regional council (if operational).
 - 9.5.3 Any matter in relation to motorcycle sport or motorcycle activities in *Northern Territory* stated to be the responsibility of a SCB under the Manual of Motorcycle Sport.
 - 9.5.4 Any matter, whether in respect of policy, finances, management or operations necessary to pursue the MANT objectives in accordance with the MANT principles except those matters expressly stated in this MANT constitution to be the responsibility of the MANT general council or a MANT regional council.

MANT Executive Board's power to delegate

- 9.6 Subject to part 20, the MANT Executive Board may delegate, to an individual or to a subcommittee, the investigation or management of any matter for which the MANT Executive Board is responsible.
- 9.6.1 The MANT Executive Board must prescribe, by resolution properly minuted, the ambit of authority and the task to be performed by any delegate of the MANT Executive Board.
- 9.6.2 The MANT Executive Board may, by resolution properly minuted, and by promptly notifying the delegate of the revocation, revoke any delegation at any time.
- 9.6.3 The MANT Executive Board must not delegate the power to delegate granted by this clause 9.5.
- 9.6.4 The individual or subcommittee to which any power is delegated must not further delegate that power.

Rotation of Club Nominees to the Executive Members Board

- 9.7 Each Executive Member, making up the Executive Board of MANT, will be elected for a term that commences on the election of that member by an affiliated club and expires on the revocation of that appointment, by the affiliated club, or any notice of replacement delegate issued pursuant to an AGM at which the member was revoked off the MANT Executive Board by the affiliated club.
- 9.7.1 The positions of President, (Inc Public Officer) Vice President, Treasurer and Secretary of MANT will be elected by the Executive Management Board annually at the AGM of the Executive Management Board.
- 9.7.2 Commencing at the AGM 2017 the 2 appointed non-elected board members positions not subject to election under clause 9.1 (*independent non-elected members*) will be subject to determination by unanimous agreement of the elected board members and initially one of the two positions will be appointed for one year and the other for two years. Thereafter all appointments will be for two years on a rolling basis and determined at each AGM for each year thereafter.

Election of Executive Members

- 9.8 Executive Board Members must be nominated and elected in accordance with Part 14.

Resignation of an Executive Board Member (Director)

- 9.9 A director may resign his or her position by giving written notice of the resignation, stating the future date on which the resignation is to take effect, to the chair of the MANT Executive Board and the MANT administrator.

Grounds for the removal of directors

- 9.10 The grounds for the removal of an Executive Board Member (director) include the following:
- 9.10.1 The director dies or loses legal capacity.
- 9.10.2 The director is declared bankrupt.
- 9.10.3 The director breaches any duty stated in clause 9.3.
- 9.10.4 The director resigns under clause 9.8.

- 9.10.5 The director does something that damages the reputation of MANT, MA or another SCB within the community or within government.
- 9.10.6 The director fails to declare a material conflict of interest.
- 9.10.7 The director's membership of MANT is suspended or terminated.
- 9.10.8 The director commits a substantial breach of the Manual of Motorcycle Sport.
- 9.10.9 The director is prohibited under the *Corporations Act 2001* from holding a position as a director.
- 9.10.10 The director loses the confidence of the appointing affiliated club and is stood down by written notification to MANT.

Removal of directors

- 9.11 If any MANT member makes a written complaint to the MANT Executive Board that a current director has acted in a way that constitutes a ground for removal stated in clause 9.10, the MANT Executive Board, excluding the director about whom the complaint was made, must act as follows:
 - 9.11.1 It may seek evidence from any source in respect of the complaint.
 - 9.11.2 It must promptly inform the director about whom the complaint was made, of the complaint and any evidence obtained ancillary to the complaint.
 - 9.11.3 It may, by resolution made by two-thirds majority of the other directors, suspend the director about whom the complaint was made.
 - 9.11.4 It must require the MANT administrator to, within 14 days of receiving the complaint mentioned in clause 9.10, give notice to MANT affiliated clubs and to the director about whom the complaint was made that a MANT general council meeting will be convened, no earlier than 2 calendar months after giving the notice, to determine a motion to dismiss the director.
 - 9.11.5 After the director about whom the complaint was made has presented his or her submission to the MANT general council at the meeting convened by notice as stated in clause 9.10.5, the MANT general council may remove the director by ordinary resolution.

Disciplinary action against removed director

- 9.12 If the MANT general council (if formed) makes a resolution to remove a director under clause 9.10.5 and the MANT Executive Board further determines that the conduct of the director that caused his or her removal from the MANT Executive Board is serious enough to potentially warrant a further penalty, the MANT Executive Board may appoint a judiciary committee under clause 22.9 to hear evidence about the removed director's conduct and to determine whether any further penalty is to be imposed.

MANT Executive Board must continue to act

- 9.13 If a director resigns under clause 9.8 or is removed under clause 9.10, the remainder of the MANT Executive Board must continue to act as the MANT Executive Board until the vacancy is filled in accordance with clause 9.14.

Casual Vacancies on the MANT Executive Board – elected directors

9.14 Vacancies on the MANT Executive Board will be filled as follows:

- The Executive Board may appoint a suitable MANT member to the Executive Board to fill any vacancy created by the resignation or removal of an elected director, or any unfilled appointment.
- If the vacancy has been created by the resignation or removal of the chair or vice-chair, the remaining directors will choose, by ordinary resolution, an elected director from their number, or the new appointee, to be the chair or vice-chair, as relevant.

9.14.1 Deleted.

9.14.2 Deleted.

Complaints against former directors

9.15 If any MANT member makes a written complaint to the MANT Executive Board that a former director has, after the adoption of this MANT constitution, acted in a way that would constitute a ground for removal stated in clause 9.10, the MANT Executive Board may seek evidence from any source in respect of the complaint.

9.15.1 If the MANT Executive Board determines that the former director engaged in conduct after the adoption of this MANT constitution that potentially warrants the imposition of penalties under this MANT constitution, the MANT Executive Board may appoint a judiciary committee under clause 22.9 to hear evidence about that former director's conduct and to determine whether any penalties are to be imposed under this MANT constitution.

10 MANT Executive Board meetings

MANT Executive Board to meet regularly

10.1 The MANT Executive Board must meet regularly and, in any case, not less than ~~11~~ 8 times per calendar year, for formal MANT Executive Board meetings.

10.1.1 Each director must attend all MANT Executive Board meetings and MANT general council meetings (if formed) unless the director has a valid excuse for not attending, having regard to the place and time at which the MANT Executive Board meeting or MANT general council meeting is held and the director's work, family and other commitments.

10.1.2 MANT Executive Board Meetings may be conducted as 'virtual meetings' with 'attendance' deemed to comply if attending by any electronic means including

email connection. Decision of virtual meetings will be ratified at the following ordinary meeting.

Business of the MANT Executive Board

- 10.2 The business of the MANT Executive Board includes the following:
- 10.2.1 To make any resolution necessary to achieve the MANT objectives in accordance with the MANT principles, except in respect of those matters for which this MANT constitution prescribes another process for resolving those matters.
 - 10.2.2 To employ the MANT administrator and oversee the MANT administrator's performance.
 - 10.2.3 To determine any delegations in respect of signing cheques, other negotiable instruments and contract documents committing MANT to obligations.
 - 10.2.4 To receive, consider or request any further information and make any necessary resolutions in respect of financial and operational reports from the MANT administrator.
 - 10.2.5 To consider and make any necessary resolutions in respect of the resolutions made by the MANT general council.
 - 10.2.6 To consider and make any necessary resolutions in respect of the minutes of MANT subcommittees.
 - 10.2.7 To make any necessary resolutions in respect of contracts with any external party or government.
 - 10.2.8 To manage the resolution of disputes between MANT members.
 - 10.2.9 To conduct or establish processes for conducting disciplinary proceedings, and appeal from disciplinary proceedings under part 22.

Resolutions of the MANT Executive Board

- 10.3 Subject to the requirements for a quorum stated in clauses 10.4 and 10.5, the MANT Executive Board may make a resolution about any matter for which the MANT Executive Board is responsible under this MANT constitution by ordinary resolution.

Quorum for MANT Executive Board meetings

- 10.4 Three Executive Board Members (EBM/directors) present at a MANT Executive Board meeting constitutes a quorum.
- 10.4.1 A MANT Executive Board meeting must be quorate to make valid resolutions.
 - 10.4.2 At least 3 Executive Board members (directors) must vote, or expressly abstain from voting, on any motion for resolution at a formal MANT Executive Board meeting for the MANT Executive Board resolution to be valid.

MANT Executive Board resolutions out of meetings

- 10.5 The MANT Executive Board may, outside formal MANT Executive Board meetings, carry a resolution by flying minute circulated by email or other online system.
- 10.5.1 At least three Executive Members (directors) must vote, or expressly abstain from voting, on any MANT Executive Board resolution proposed by flying minute for the resolution to be valid.

The MANT Executive Board elects its own chair

- 10.6 At the MANT Executive Board AGM, the nominated club representatives making up the Executive members (the board) must elect its chair who will act as president of MANT during his or her time as chair of the MANT Executive Board.

11 MANT general council (if established))

Composition of MANT general council

- 11.1 The MANT general council is composed of up to 2 delegates from any MANT-affiliated club who personally attend the relevant MANT general council meeting.
- 11.1.1 Any MANT member may attend any MANT general council meeting, but only club delegates who attend may vote at those meetings.
- 11.1.2 Any director chairing the meeting, who is not a club delegate, may only cast a vote to resolve a deadlock on a motion for an ordinary resolution as stated in clause 12.1.1.
- 11.1.3 Three or more club delegates must personally attend a MANT general council meeting to form a quorum.
- 11.1.4 Any director attending a MANT general council meeting may vote only as a club delegate and not as a director.
- 11.1.5 An inquorate MANT general council meeting cannot make any valid resolutions.

Annual general meeting (General Council)

- 11.2 The AGM must be convened annually on a date not later than 31 May.
- 11.2.1 The business that must be transacted at the AGM is the following:
- To elect the positions of
 - President
 - Vice President
 - Secretary
 - Treasurer
 - Public officer – if determined to be separate from President
 - To receive the minutes of the previous AGM.
 - To receive the MANT annual report.
 - To appoint an auditor for the next MANT financial year.

- To elect new life members from properly nominated candidates.
 - To debate and vote on any motions for the advancement of the MANT objectives in accordance with the MANT principles.
 - To debate and vote on any motions for the improvement of MANT policy, management and operations.
- 11.2.2 An AGM must not transact any business not noted on the agenda for that AGM.
- 11.2.3 However, a special meeting of the MANT general council may be convened either immediately before or after the AGM to consider motions other than those stated in clause 11.2.1.

General meetings

- 11.3 MANT must convene a general meeting of the MANT general council (if a General Council is formed or appointed) approximately 6 months after the AGM and no later than 8 months.

Notice of general meetings

- 11.4 The MANT administrator should advise all MANT affiliated clubs, at least 4 weeks before the anticipated AGM, of the AGM date, time and place of conduct of the AGM.
- 11.4.1 MANT affiliated clubs may propose any motions or agenda items within 4 calendar weeks after the date of the MANT administrator's request under clause 11.4. Any proposals for motions or agenda items received after that time will be invalid and will not be considered at the relevant meeting.
- 11.4.2 The MANT administrator must send each MANT affiliated club the following at least 3 calendar weeks before the date appointed for any AGM or other meeting of the MANT general council:
- A notice of meeting stating the time and the place at which the meeting will be convened.
 - An agenda stating all business to be transacted at the relevant meeting.

Special meetings of MANT general council

- 11.5 The chair of the MANT Executive Board may, at any time, convene a special meeting of the MANT general council (if formed and operational). If the chair of the MANT Executive Board does so, the MANT administrator must give a notice of the special general meeting in accordance with clause 11.6.

Notice of special meetings of MANT general council

- 11.6 In respect of a special meeting of the MANT general council (if formed and operational) convened by the chair of the MANT Executive Board under clause 11.5, the MANT administrator must send to each MANT affiliated club a notice of the meeting with an agenda at least 2 calendar weeks before the date appointed by the president for the special meeting.
- 11.6.1 A special meeting of the MANT general council convened under clause 11.6 will be held at a venue determined by the MANT Executive Board.

Places for meetings of the MANT general council (if formed and operational)

- 11.7 To the extent reasonably possible and having regard to the expense, the regular annual general meeting of the MANT general council (if formed and operational), other than the AGM, will be rotated among the southern, central and northern regions of MANT.

Chair of meetings of MANT general council (if formed and operational)

- 11.8 Each meeting of the MANT general council, except the AGM, will be chaired as follows:
- 11.8.1 If the chair of the MANT Executive Board attends the meeting, the chair of the MANT Executive Board will chair the meeting.
 - 11.8.2 If the chair of the MANT Executive Board does not attend the meeting, the vice-chair of the MANT Executive Board will chair the meeting.
 - 11.8.3 If neither the chair of the MANT Executive Board nor the vice-chair of the MANT Executive Board attend the meeting, the meeting will be chaired by the longest serving of the other director or by another director nominated by that director who attends the meeting.

Chair of AGM

- 11.9 Each AGM will be chaired as follows:
- 11.9.1 If the position of the chair of the MANT Executive Board is subject to election at that AGM, an elected MANT Executive Board member not subject to election at that AGM will chair the meeting until the ballot for the MANT Executive Board member who is then the chair is declared, and if that person is re-elected, the continuing chair of the MANT Executive Board will chair the balance of the meeting. If the chair of the MANT Executive Board is not re-elected, the person who commences chairing the meeting will chair the meeting to its close.
 - 11.9.2 If the current chair of the MANT Executive Board is not subject to election at that AGM, the chair of the MANT Executive Board, or his or her nominee from the directors who are not subject to election at that AGM will chair the meeting.

12 Resolutions generally

Ordinary resolutions

- 12.1 Any resolution not required by this MANT constitution to be a special resolution, will be determined by ordinary resolution as follows:
- 12.1.1 In respect of meetings of the MANT Executive Board, MANT general council (if applicable) or any MANT regional council, (if applicable) each of the following apply:
 - An ordinary resolution will be made by simple majority of the people eligible to vote at the meeting and who attend the relevant meeting, but not including ordinary resolutions on affiliation to MANT; these require a majority of 75% support (rounded).

- If exactly 50% of the eligible voters attending the meeting vote for a motion at that meeting and exactly 50% vote against the motion, the motion is defeated.
- 12.1.2 In respect of motions proposed by the MANT Executive Board by ballot (if applicable) to MANT affiliated clubs, each of the following apply:
- An ordinary resolution will be made by simple majority of the ballots received, in accordance with the terms of the ballot, by the MANT administrator.
 - If exactly 50% of the ballots received by the MANT administrator, in accordance with the terms of the ballot, are cast in favour of the motion and exactly 50% of the cast against the motion, the motion is defeated.

Special resolutions

- 12.2 Any resolution required by this MANT constitution to be a special resolution must be carried by a majority of 75% or more as follows:
- 12.2.1 In respect of meetings of the MANT general council or of any MANT regional council (if established) a special resolution will be made by at least 75% of those eligible to vote, and attending the relevant meeting, voting in favour of the relevant motion.
- 12.2.2 In respect of motions proposed by the MANT Executive Board by ballot (if established) to MANT affiliated clubs, a special resolution will be made by 75% or more of the ballots returned being in favour of the relevant motion.

No proxies

- 12.3 No proxies from any person entitled to vote at any meeting of the MANT general council (if established) will be accepted at any meeting of the MANT general council.

13 Ballots other than elections

Resolutions by ballot

- 13.1 The MANT Executive Board may resolve to determine any matter that is otherwise a matter for the MANT general council (if established), by a ballot of all MANT affiliated clubs.

Ballots for matters other than elections

- 13.2 In respect of ballots mentioned in clause 13.1, the MANT Executive Board may determine the following:
- The motion or motions to be subject to resolution by ballot.
 - The conditions to be applied to the ballot, having regard to each MANT affiliated club being given a reasonable opportunity to participate in the ballot.
- 13.2.1 The result of any ballot conducted under this clause 13.2 will only be valid and effective if no less than 5 MANT affiliated clubs return valid completed ballot papers in accordance with the conditions for the ballot set by the MANT Executive Board.

- 13.2.2 If a ballot is invalid under clause 13.2.1 the MANT Executive Board may determine to conduct another ballot or refer the matter to the next MANT general council meeting for resolution.

14 Appointment to MANT Executive Management

Clubs may appoint Executive Board Members

- 14.1 Affiliated clubs are responsible for electing, from their members, one person to the Executive Board of MANT to form the Executive Member Board of MANT. Club elections for appointment to MANT Executive Board should be conducted at the Annual General Meeting of affiliated clubs or if not possible or convenient to do so at any ordinary meeting if no appointment was made at the AGM.
- 14.2 Casual vacancies may be filled in accordance with section 9.14.

Eligibility for appointment to Executive Management Board

- 14.3 The nomination of a MANT member as a candidate for election as an Executive Management Board Member by an affiliated club must be made as follows:
- 14.3.1 The nomination must be made in writing to the club president or secretary of a MANT affiliated club of which the nominee is a financial or life member.
- 14.3.2 Deleted
- 14.3.3 If no written nominations are received then further nominations may be made orally from the floor of the AGM, but the nominee must consent to the casual nomination either orally at the AGM or, if the nominee is not present at the AGM, the nominator may table at the AGM a written consent to the nomination from the nominee or the MANT administrator, or his or her delegate, may seek an oral acceptance for the casual nominee by phone
- 14.3.4 The nominee must consent to the nomination.

Persons not qualified for appointment to Executive Management Board

- 14.4 None of the following MANT members may be nominated under clause 14.2:
- 14.4.1 Any MANT member who has been removed as a director under clause 9.10.5 within 3 years before the AGM at which the ballot for the election will be declared.
- 14.4.2 Any MANT member who has been dismissed from a MANT subcommittee within 3 years before the AGM at which the appointment will be declared.
- 14.4.3 Any MANT member who is currently subject to disciplinary proceedings commenced under part 22 including any appeal to a judiciary committee.
- 14.4.4 Any MANT member who is subject to any penalty imposed under part 22 involving a prohibition on that person holding an elected position within MANT.
- 14.4.5 A member mentioned in clause 7.1.3 or clause 7.2.1

Deemed election of candidates – insufficient nominations

- 14.5 If there is an sufficient number of formal nominations under clause 14.1 for the available positions on the MANT Executive Board the following applies:
 - 14.5.1 The unfilled positions will be deemed casual vacancies.
 - 14.5.2 Casual vacancies to be filled as per clause 9.14.

15 MANT regional councils (if formed and operational)

MANT Executive Board to develop MANT regional councils

- 15.1 The MANT Executive Board may, in consultation with MANT affiliated clubs, work towards developing structures, processes and procedures to form, under this part 15, MANT regional councils to pursue the objectives stated in clause 15.3.
 - 15.1.1 The operation of MANT regional councils will be prescribed by MANT regulations.

Composition of MANT regional councils

- 15.2 Each MANT regional council is composed of up to 2 delegates from any MANT affiliated club from the relevant MANT region who personally attend the relevant MANT regional council meeting.
 - 15.2.1 Subject to clause 15.2.2, the MANT Executive Board will determine the MANT affiliated clubs that constitute each region.
 - 15.2.2 A MANT affiliated club that, because of its location, considers that it could be one region or another may submit its preference for that club's allocation to a particular region and the MANT Executive Board must take that submission into account when determining the allocation of that club to a region.

Objectives of MANT regional councils

- 15.3 The objectives of each MANT regional council will include the following:
 - 15.3.1 To discuss ways in which MANT affiliated clubs in the region can better cooperate to further the interests of the respective MANT affiliated clubs.
 - 15.3.2 To discuss and formulate ways to increase land available for MANT motorcycle sport and recreation and to increase the number of, and quality of, venues available for MANT motorcycle sport and other motorcycling events.
 - 15.3.3 To formulate ways in which MANT affiliated clubs in the region can share resources; e.g. knowledge and experience, venue management and commercial opportunities, officials, venues, plant and equipment, volunteers, professional expertise etc.
 - 15.3.4 To formulate a more cooperative and coherent relationship between MANT affiliated clubs in the region with all local authorities and state government agencies.
 - 15.3.5 To better coordinate applications for grant funding for the development and improvement of venues for motorcycle sport and other motorcycling events.

- 15.3.6 To better coordinate approaches to sponsors and the value delivered to sponsors.
- 15.3.7 To formulate motions and proposals to be put to MANT general council meetings.
- 15.3.8 To formulate proposals to MANT for MANT support and assistance in respect of any of these matters.

16 MANT panels & subcommittees

Establishment of MANT panels & subcommittees

- 16.1 The MANT Executive Board may, at any time by ordinary resolution, do the following:
 - 16.1.1 Establish a MANT panel or subcommittee for any purpose consistent with the MANT objectives or to comply with the MANT principles.
 - 16.1.2 Prescribe the ambit of authority for MANT panel members and MANT subcommittees including any matter that a MANT panel member or subcommittee on which a resolution may be made that does not require ratification by the MANT Executive Board; e.g. competitor grading.

MANT panels

- 16.2 A MANT panel will be constituted by MANT individual members appointed by the MANT Executive Board to whom the MANT Executive Board may delegate specific tasks consistent with MANT objectives and MANT principles.
 - 16.2.1 MANT panels will not usually be required to meet. But the MANT office may occasionally convene meetings of panel members for the purpose of sharing ideas, innovations, agreeing principles and protocols for the performance of tasks by panel members and any other matter relevant to the work of panel members.
 - 16.2.2 The MANT Executive Board will prescribe the tasks to be discharged by any panel member in respect of an assignment allocated to that panel member by the MANT office.

MANT subcommittees

- 16.3 MANT subcommittees will be established to regularly and collectively consider and make recommendations to the MANT Executive Board on specific aspects of MANT operations including the following:
 - 16.3.1 The conduct of various disciplines of motorcycle sport and recreation.
 - 16.3.2 The interests of clubs in the Central and Northern regions.
 - 16.3.3 Whole of MANT considerations including officials and coaching.
 - 16.3.4 Any other purpose consistent with the MANT objectives and MANT principles.

Appointment of panel members

- 16.4 The MANT Executive Board will directly appoint MANT members to MANT panels.
 - 16.4.1 The MANT Executive Board may publish invitations for individual MANT members to express interest in joining a MANT panel or MANT subcommittee.

- 16.4.2 The MANT Executive Board may also directly invite any individual MANT member to join any MANT panel or MANT subcommittee.

Appointment of MANT subcommittee members

- 16.5 The MANT Executive Board may directly appoint individual MANT subcommittee members having regard to the following:
 - 16.5.1 The involvement of women, young members and current competitors.
 - 16.5.2 Experience and expertise.
 - 16.5.3 The ability of members to work as a team.
 - 16.5.4 Appropriate representation of differing or competing interests.

Resignation

- 16.6 A member of any MANT panel or MANT subcommittee may resign at any time by giving the MANT administrator written notice of his or her resignation.

Objectives & purposes of MANT panels & subcommittees

- 16.7 The MANT Executive Board must prescribe the purposes and objectives of every MANT panel and subcommittee.

Governance principles for MANT subcommittees

- 16.8 The MANT Executive Board may prescribe any of the following in respect of any MANT subcommittee:
 - 16.8.1 The topics of business with which the subcommittee must deal.
 - 16.8.2 The frequency at which the subcommittee must meet.
 - 16.8.3 The maximum or minimum number of persons required on the subcommittee.
 - 16.8.4 That places on the subcommittee must be reserved for representatives of, respectively, the central and northern regions.
 - 16.8.5 A quorum that must be present, personally or by telephone or internet connection, for meetings of the MANT subcommittee.
 - 16.8.6 That the particular MANT subcommittee must produce a budget to the MANT administrator for expenditure the subcommittee may incur and revenue the subcommittee may receive from MANT.
 - 16.8.7 The format, content and detail of minutes of meeting the subcommittee must produce to the MANT administrator following each of its meetings.

MANT panels & subcommittees are accountable to MANT Executive Board

- 16.9 All members of all MANT panels and MANT subcommittees are accountable to the MANT Executive Board to at all times act consistently with this MANT constitution and the purposes and objectives for which the MANT panel or MANT has been established.
 - 16.9.1 All decisions and resolutions of a MANT panel member or any MANT subcommittee will be by ordinary resolution.

- 16.9.2 All resolutions of MANT subcommittees, except resolutions in respect of matters that MANT Executive Board resolves under clause 16.1.2 are not subject to subsequent ratification by the MANT Executive Board and all decisions by any MANT panel member may be over-ruled by the MANT Executive Board.
- 16.9.3 If a resolution of a subcommittee is over-ruled by the MANT Executive Board, the MANT administrator must promptly inform the chair of the relevant MANT subcommittee that MANT subcommittee resolution has been over-ruled and invite submissions on why the resolution should not have been over-ruled and the MANT Executive Board must promptly consider those submissions.
- 16.9.4 If a decision of a MANT panel member is over-ruled by the MANT Executive Board, the MANT administrator must promptly inform the relevant MANT panel member of that MANT Executive Board resolution and the reasons for the MANT Executive Board resolution.

Meetings of MANT subcommittees

- 16.10 Each MANT subcommittee must meet as follows:
 - 16.10.1 If the MANT Executive Board has prescribed rules for the frequency of the MANT subcommittee meetings, the MANT subcommittee must comply with those rules.
 - 16.10.2 If the MANT Executive Board has **not** prescribed rules for the frequency of the MANT subcommittee meetings, the MANT subcommittee must meet as frequently as is reasonably necessary to discharge the objectives and purposes for which the subcommittee was established.

Minutes to be promptly published to the MANT administrator

- 16.11 Each MANT subcommittee must, within 5 business days after each of its meetings, publish to the MANT administrator minutes of that meeting.
 - 16.11.1 The form, content and detail contained in MANT subcommittee minutes must allow the MANT Executive Board to ascertain the essential points of discussion of each agenda item and any resolution made by the subcommittee in respect of each agenda item.

Dismissal of MANT panel and MANT subcommittee members

- 16.12 If the MANT Executive Board forms the reasonable opinion that a MANT panel member, a MANT subcommittee or any member of a MANT subcommittee is acting contrary to the purposes and objectives for which the relevant MANT panel or MANT subcommittee was established or is not complying with this MANT constitution or the rules prescribed by the MANT Executive Board under clause 16.7, then the following apply:
 - 16.12.1 The MANT Executive Board may request any that person or persons to show cause why he, she or they should not be dismissed.
 - 16.12.2 If the MANT Executive Board gives a person a notice to show cause, that person may deliver to the MANT administrator a written submission of the reasons why the MANT Executive Board should not dismiss the person. The MANT administrator must receive a 'show cause' submission in response to a notice to

show cause within 3 calendar weeks of the date of the notice to show cause for that submission to be valid.

- 16.12.3 At the next MANT Executive Board meeting following the expiry of the time to show cause stated in clause 16.12.2, the MANT Executive Board will consider any submission or submissions received by the MANT administrator and determine either of the following:
- To dismiss the person.
 - To allow any person who received a notice to show cause under clause 16.12.2 to make oral representations to the MANT Executive Board in person.
- 16.12.4 If the MANT Executive Board determines to allow any person who receives a notice to show cause under clause 16.12.2, to make oral representations to the MANT Executive Board in person, the MANT administrator must notify that person when and where he or she is to make those submissions.
- 16.12.5 If the MANT Executive Board resolves to dismiss any person, either under clause 16.12.3 or resolves to dismiss that person after hearing that person's oral submissions under clause 16.12.4, each of the following apply:
- The MANT administrator must promptly notify that person after the MANT Executive Board makes the resolution.
 - That person ceases to be a member of that subcommittee on the MANT Executive Board making the relevant resolution.

Disciplinary proceedings against MANT subcommittee members

- 16.13 The MANT Executive Board may appoint a judiciary committee under clause 22.9 to hear evidence about the conduct of a MANT panel member or MANT subcommittee member, or former MANT panel member or former MANT subcommittee member and to determine whether any penalties should be imposed under this MANT constitution in either of the following cases:
- 16.13.1 If the MANT Executive Board has dismissed the person under clause 16.12 and the MANT Executive Board further determines that the conduct of that person that was the basis for his or her dismissal may warrant the imposition of further penalties under this MANT constitution.
- 16.13.2 If the person has resigned under clause 16.6 after being required to 'show cause' under clause 16.12.1 and the MANT Executive Board reasonably determines that the conduct of that person may warrant the imposition of penalties under this MANT constitution.

Vacancies on MANT panel & MANT subcommittees

- 16.14 If a vacancy arises on any MANT panel or MANT subcommittee for any reason, subject to clause 16.15, the MANT Executive Board will, after publishing an invitation for individual MANT members to express interest, appoint a suitable individual MANT member to the relevant MANT panel or MANT subcommittee having regard to the matters stated in clause 16.5.

Disqualification from appointment

- 16.15 A person who is disqualified for nomination under clause 14.3 must not be appointed to any MANT panel or MANT subcommittee under this part 16.

17 MANT policies

Power to make MANT policies

- 17.1 The MANT Executive Board has the power, subject to the provisions of this part 17, to adopt by ordinary resolution any MANT policy that is consistent with the MANT objectives, the MANT principles and the requirements of clause 17.3.
- 17.1.1 If a MANT policy is made under this part 17, that MANT policy becomes part of this MANT constitution.
- 17.1.2 MANT policies may be repealed, but only in accordance with this part 17.
- 17.1.3 A MANT policy may be amended by the MANT Executive Board at any time and the MANT administrator must give notice of the amendment on the MANT website.
- 17.1.4 All MANT policies must be internally consistent and consistent with one another.

MA constitution and Manual of Motorcycle Sport

- 17.2 All MANT policies must be consistent with the MA constitution, the Manual of Motorcycle Sport, the MA Alliance Agreement and determinations made by the Alliance Leadership Team under that agreement.

Publication of MANT policies

- 17.3 The MANT administrator may, from the time this MANT constitution is adopted, post on the MANT website all MANT policies noting the following:
- 17.3.1 The date on which the policy was adopted by the MANT Executive Board.
- 17.3.2 The date of all amendments to MANT policies.

Proposals for new MANT policy or repeal or amendment of a MANT policy

- 17.4 A new MANT policy, a repeal of a MANT policy or amendment to a MANT policy may be proposed to the MANT Executive Board at any time as follows:
- 17.4.1 The MANT Executive Board by its own motion.
- 17.4.2 Any member of MANT by proposing a new MANT policy, the repeal of a MANT policy or the amendment of a MANT policy in writing to the MANT administrator for presentation to the MANT Executive Board.
- 17.4.3 The MANT general council proposing a new MANT policy, the repeal of a MANT policy or the amendment of a MANT policy to the MANT Executive Board by ordinary resolution.

18 Property of MANT

MA fees and charges

- 18.1 MANT must at all times comply with an obligation validly imposed by MA under the MA constitution on MANT or on MANT members to pay membership fees, capitation fees, insurance levies and any other fees and charges for services delivered by MA.
- 18.1.1 Fees and charges payable to MA by MANT or any MANT member is the property of MA including whilst those funds are held by MANT.

MANT fees and charges

- 18.2 The MANT Executive Board may determine at any time, and amend at any time, the fees and charges payable by any MANT member for membership fees, affiliation fees, application fees, permit fees, insurance levies and any other fees and charges for services delivered by MANT.
- 18.2.1 Fees and charges imposed by MANT under this MANT constitution is the property of MANT.
- 18.2.2 If an MANT affiliated club fails to pay any money to MANT that is due to MANT, and the MANT Executive Board has made a formal demand for payment, each of the following apply:
- The delegates appointed by that club to the MANT general council may not vote at any MANT general council meeting whilst the debt remains unpaid.
 - The club may not vote in any ballot whilst the debt remains unpaid.

Application of income and property

- 18.3 MANT must apply all income and property to the achievement of the MANT objectives in accordance with the MANT principles.
- 18.3.1 Subject to clause 18.3.2, MANT must not do either of the following:
- Pay money or give any other form of reward or compensation to directors, MANT subcommittee members or club delegates but excluding if a director is appointed as MANT administrator. In this latter case payment should not exceed the agreed terms and conditions of engagement.
 - Make any distribution of income or property to any member of MANT.
- 18.3.2 Clause 18.3.1 does not apply in the following circumstances:
- The MANT Executive Board resolves to award a trophy, gift or other reward for a MANT member's contribution to the MANT objectives or MANT principles or to any competitor for achievement in MANT sanctioned events.
 - Prize money paid for MANT sanctioned events.
 - For services rendered to MANT as an employee or otherwise on ordinary commercial terms.

- For goods supplied to MANT on ordinary commercial terms.
- For interest on borrowings from an MANT member.
- For rent of premises owned by a MANT member, or in which the MANT member has a legal or equitable interest, on ordinary commercial terms.
- For out-of-pocket expenses incurred by a MANT member on behalf of MANT.
- Payments to companies and other entities owned by MANT for activities of that company or other entity authorised by the MANT Executive Board.

Borrowing

- 18.4 The MANT Executive Board may resolve to borrow money and give any security for the borrowing from the property of MANT if each of the following apply:
- 18.4.1 The purpose of the borrowing is consistent with the MANT objectives and the MANT principles and with this MANT constitution generally.
- 18.4.2 The MANT Executive Board is reasonably satisfied that MANT has, or will have, the capacity to repay the loan.

Liability of MANT members is limited

- 18.5 Subject to clauses 18.5.1 and 18.5.2, in the event that MANT is wound up and MANT's liabilities to external parties plus liabilities payable under this MANT constitution exceeds the value of all assets owned by MANT at the time of the winding up, each MANT affiliated club must each contribute an equal amount sufficient to make up the deficit in MANT's liabilities.
- 18.5.1 The liability of each MANT affiliated club under clause 18.5 is limited to \$1.00.
- 18.5.2 The liability of MANT members under clause 18.5 who are not MANT affiliated clubs is nil.

Distribution of MANT property on winding up

- 18.6 Any assets of MANT remaining after the discharge of all MANT liabilities on any winding up of MANT must be distributed to an organisation or organisations having similar or comparable objectives and principles to the MANT objectives and principles.
- 18.6.1 No MANT member is entitled to any distribution of assets on winding up referred to in clause 18.6.

19 Accounts and records

MANT required to maintain records

- 19.1 The MANT administrator must ensure that MANT maintains accurate records and minutes of all financial transactions, MANT meetings, business conducted by MANT and activities conducted by MANT.

- 19.1.1 Financial and company records must be established and maintained in accordance with the *Corporations Act 2000*, or other applicable statutory requirements for an incorporated association.
- 19.1.2 MANT must maintain and keep safe the records of accounts and other matters mentioned in clause 19.1 for a period of not less than 7 years after the conclusion of a transaction or an event which the records note.

AGM to appoint auditor

- 19.2 The MANT Executive Members, at the AGM, must appoint a suitably qualified auditor or auditors by ordinary resolution for the MANT financial year in which relevant AGM is convened.

Accounts to be audited

- 19.3 The MANT Executive Board must ensure that the MANT administrator makes suitable arrangements with the auditor or auditors appointed under clause 19.2 for the conduct of an annual audit and facilitates the conduct of an audit of the MANT records promptly after the conclusion of each MANT financial year and that the auditor or auditors deliver to the MANT Executive Board an audit report in accordance with the requirements of the *Associations Act NT* at least 5 business days before the date appointed for the AGM each year.
 - 19.3.1 The audit report delivered under clause 19.3 must be presented to the AGM as part of the MANT annual report.
 - 19.3.2 The MANT administrator must also ensure that the audit report delivered under clause 19.3 is included in the MANT annual report as required under the *Associations Act NT* and is presented at the AGM.

Availability of records to membership

- 19.4 The MANT administrator must make available to any MANT member, subject to any reasonable restrictions, all of the records mentioned in clause 19.3.2.

20 Execution of documents

Cheques and negotiable instruments

- 20.1 Cheques and negotiable instruments may be signed or authorised by both the MANT administrator and another person recommended to the MANT Executive Board by the MANT administrator.

Delegation for execution generally

- 20.2 The MANT Executive Board may, at any time, authorise the MANT administrator, other MANT employee, a director, or directors, to sign any document on behalf of MANT. That authority may be for the execution of a particular document, any class of document or any documents associated with specified classes of transactions.
 - 20.2.1 Any authority granted by the MANT Executive Board under clause 20.2 may be revoked by the MANT Executive Board at any time.
 - 20.2.2 A delegation made under clause 20.2 must not be further delegated by the delegate.

21 Conflicts of interest or duty

Directors must declare any conflict of interest or duty

- 21.1 A director must declare to the MANT Executive Board any interest or duty that director may have that conflicts with, or appears to conflict with, that director's duties under this MANT constitution or in respect of any matter being considered by the MANT Executive Board.
- 21.1.1 On the declaration of a conflict under clause 21.1, the director declaring the conflict must absent himself or herself from any MANT Executive Board discussion about the matter or matters that create the conflict or the appearance of a conflict and that director may not vote on any resolution of the MANT Executive Board in respect of that matter.
- 21.1.2 If a director is unsure of whether he or she is subject to a conflict of interest or duty, that director must declare the possible conflict to the MANT Executive Board. The other directors must determine whether the director declaring the conflict should be excluded as stated in clause 21.1.1.

MANT panel & MANT subcommittee conflicts

- 21.2 A member of any MANT panel or MANT subcommittee must declare, in the case of a MANT panel member to the MANT office and in the case of a MANT subcommittee member to the other members of the relevant subcommittee the following:
- Any interest or duty that person may have that conflicts with, or appears to conflict with that person's duties as a MANT panel member or MANT subcommittee member under this MANT constitution.
 - Any conflict with the purposes and objectives for which the MANT panel or MANT subcommittee was established or with any matter being considered by the MANT panel member or the MANT subcommittee.
- 21.2.1 On the declaration of a conflict under clause 21.1, the person declaring the conflict, or apparent conflict, must do the following:
- In the case of a MANT panel member, decline any assignment that involves the conflict.
 - In the case of a MANT subcommittee member, absent himself or herself from any MANT subcommittee discussion about the matter or matters that create the conflict or the appearance of a conflict and that person may not vote on any resolution of the subcommittee in respect of that matter.
- 21.2.2 If a MANT panel member or MANT subcommittee member is unsure whether he or she is subject to a conflict of interest or duty, that person must declare the possible conflict as follows:
- In the case of a MANT panel member to the MANT administrator who will determine whether that person can perform an assigned task.
 - In the case of a MANT subcommittee member to the MANT subcommittee and the other MANT subcommittee members must

determine whether the MANT subcommittee member declaring the conflict should be excluded as stated in clause 21.1.1.

22 Discipline

Complaints

22.1 Any MANT member may make a complaint, on the grounds stated in clause 22.2, in writing to the president.

22.1.1 The MANT Executive Board may also initiate a complaint on its own motion.

Grounds for disciplinary action on complaint

22.2 The grounds upon which a MANT member or the MANT Executive Board may make a complaint under clause 22.1 are limited to the following:

22.2.1 A MANT member has breached its, his or her obligations under this MANT constitution.

22.2.2 A MANT member has breached the code of conduct under the Manual of Motorcycle Sport.

22.2.3 A MANT member has brought MANT or motorcycle sport or recreation into disrepute.

22.2.4 In respect of a director, the matters mentioned in clause 9.10.

MANT Executive Board to consider the complaints from MANT members

22.3 The MANT Executive Board must consider all complaints made under clause 22.1 against any individual MANT member and determine the following:

22.3.1 Whether the complaint is frivolous or vexatious.

22.3.2 Whether the subject of the complaint is subject to disciplinary action taken by the MANT affiliated club of which that person is a member.

22.3.3 Whether the MANT member has been sufficiently disciplined by the MANT affiliated club, of which the subject of the complaint is a member.

MANT Executive Board response to a complaint about individual MANT members

22.4 If the MANT Executive Board resolves under clause 22.3.1 that the complaint is frivolous or vexatious, the MANT Executive Board must dismiss the complaint and notify the complainant that no further action will be taken and the reasons the MANT Executive Board has resolved to take no further action.

22.4.1 If the MANT Executive Board determines under clause 22.3.2 that a complaint made by a MANT member under 22.1 or a complaint made by the MANT Executive Board under 22.1.1 is the subject to disciplinary action being taken by the MANT affiliated club of which the person, the subject of the complaint, is a member, the MANT Executive Board must suspend any action until the disciplinary proceedings being conducted by the relevant MANT affiliated club have concluded and the person who is the subject of the complaint has exhausted all avenues of appeal available to him or her under the constitution of the relevant

MANT affiliated club. When that has happened, the MANT Executive Board must make a determination under clause 22.3.3.

- 22.4.2 If the MANT Executive Board determines under clause 22.3.3 that any penalty imposed by the relevant MANT affiliated club is sufficient, having regard to the conduct about which the complaint was made, the MANT Executive Board must notify the complainant that the MANT Executive Board will take no further action.
- 22.4.3 Alternatively to clause 22.4.2, if the MANT Executive Board determines under clause 22.3.3 that any penalty imposed by the relevant MANT affiliated club is **not** sufficient, having regard to the conduct about which the complaint was made, the MANT Executive Board must notify the person who is subject to the complaint the process the MANT Executive Board will establish to determine if any further penalty is justified.

MANT Executive Board response to complaint about a MANT affiliated club

- 22.5 If the subject of the complaint is a MANT affiliated club, the MANT Executive Board must notify the club the process the MANT Executive Board will establish to determine if any penalty is justified.

Process for imposition of penalties

- 22.6 Subject to clause 9.10 and clause 16.13, the MANT Executive Board will determine which of the following processes is most suitable for determining whether any penalty is justified in relation to any complaint made under clause 22.1 or a complaint initiated by the MANT Executive Board under clause 22.1.1.
- The appointment of an inspector under the Manual of Motorcycle Sport to investigate the complaint and make recommendations to the MANT Executive Board about any penalty to be imposed.
 - A hearing of the complaint and determination of any penalty by the MANT Executive Board.
- 22.6.1 The MANT Executive Board may impose a penalty in accordance with clause 22.7 on any MANT member who is the subject of a complaint made under clause 22.1 or initiated by the MANT Executive Board under clause 22.1.1 in the following circumstances:
- After receiving a report from an inspector appointed under clause 22.6 and after giving the MANT member a chance to respond to the inspector's report.
 - After hearing the complaint and related evidence itself.

Disciplinary penalties

- 22.7 The penalties that may be imposed under this MANT constitution include the following:
- In the case of a MANT affiliated club, termination of MANT membership.
 - Monetary penalties.
 - Restrictions or prohibitions on a person holding any elected position within MANT, whether for all time or for a specified time.

- Suspension or revocation of any MA licence.
 - Restrictions or prohibitions on a person participating in or attending events permitted by MANT or MA.
- 22.7.1 Any penalty must be proportionate to the conduct on which the complaint is based having regard to all of the following:
- The degree of seriousness of the conduct having regard to the MANT objectives and MANT principles.
 - Any admissions, apologies and undertakings, or refusal to admit, apologise or give undertakings by the MANT affiliated club or person subject to the penalty.
 - The degree of cooperation or refusal to cooperate by the MANT affiliated club or person subject to the penalty.
 - The past conduct of the MANT affiliated club or person.
 - The likelihood that the relevant conduct will recur.
 - Any statements made by the MANT affiliated club, its representatives or the person subject to the penalty outside the disciplinary proceedings that prejudice or compromise the disciplinary proceedings.

Rights of appeal

- 22.8 If the MANT Executive Board imposes a penalty on a person or club under this part 22, that person or club may appeal that penalty by giving the president a written notice within 28 days after being notified of the penalty stating at least the following:
- That the person or club, as relevant, wishes to appeal the penalty.
 - The reason or reasons why the club or person, as relevant, considers the penalty is not consistent with the MANT constitution.
 - Any other reason why the club or person considers the penalty is not fair or reasonable in the relevant circumstances.
- 22.8.1 The appeal must be accompanied by the appeal fee set by the MANT Executive Board from time to time.

Judiciary committee

- 22.9 The MANT Executive Board must promptly appoint a judiciary committee to hear and determine the following:
- Disciplinary proceedings, commenced by the MANT Executive Board under clause 9.11, against a director or former director.
 - Disciplinary proceedings commenced by the MANT Executive Board under clause 16.13, against a current or former MANT panel member or a current or former a former MANT subcommittee member.
 - An appeal from a penalty received by the president under clause 22.8.

- 22.9.1 The MANT Executive Board must appoint only suitably qualified or suitably experienced people, who have no conflict of interest or conflict of duty, to any judiciary committee.
- 22.9.2 A solicitor or barrister may constitute a judiciary committee.
- 22.9.3 A judiciary committee appointed under this clause 22.9 must establish a process, consistent with this MANT constitution, having regard to the nature of the proceedings and must notify the respondent to those proceedings of that process.
- 22.9.4 The judiciary committee must not depart, in any material way, from the process notified under clause 22.9.3.

Penalties a judiciary committee may impose

- 22.10 The judiciary committee may impose a penalty under clause 22.7 in disciplinary proceedings against a director or former director commenced by the MANT Executive Board under clause 9.11 or against a current or former MANT panel member, MANT subcommittee member or former MANT subcommittee member commenced by the MANT Executive Board under clause 16.13.
- 22.10.1 The judiciary committee may, in any appeal in respect of a penalty imposed by the MANT Executive Board, rescind any penalty imposed by the MANT Executive Board and may impose a different penalty under clause 22.7. The judiciary committee may also make the following orders:
- That the costs of the appeal be paid by a party to the appeal.
 - That the appeal fee paid under clause 22.8.1 be forfeited.

No appeal from judiciary committee determination

- 22.11 Any club or person subject to a determination of a judiciary committee may not appeal that determination.

Procedural fairness for all disciplinary processes

- 22.12 Any disciplinary process or proceeding conducted by the MANT Executive Board, any delegate of the MANT Executive Board or by a judiciary committee must afford procedural fairness to the club or person subject to the process or proceeding.

Rules of evidence do not apply

- 22.13 The formal rules of evidence at law do not apply to any disciplinary proceedings conducted in accordance with this MANT constitution.

23 Disputes

Mediation of a dispute

- 23.1 If any MANT member reports a dispute with any other MANT member in writing to the president, or if the MANT Executive Board becomes aware of any such dispute, the MANT Executive Board may mediate that dispute, either by itself or by referring the dispute to a mediator who is independent.

Cooperation

- 23.2 Any MANT member involved in a dispute reported to the president under clause 23.1 or about which the MANT Executive Board becomes aware must actively cooperate with the MANT Executive Board to resolve the dispute in good faith.

24 Changing this constitution

Regular review

- 24.1 The MANT Executive Board must regularly review this MANT constitution and, if necessary or desirable, propose amendments to this MANT constitution that will enhance the achievement of the MANT objectives in accordance with the MANT principles.

Amendments to be approved by special resolution

- 24.2 This MANT constitution may only be amended by special resolution of the MANT Executive Board or a motion at the AGM.

Application of amendments to this MANT constitution

- 24.3 An amendment to this MANT constitution effected in accordance with clause 24.2 will take effect either, immediately following approval of a motion at an AGM/Special resolution or if the resolution prescribes another time for the amendment to take effect, that other time

- 24.3.1 An amendment to this MANT constitution must not operate retrospectively.

25 Indemnities

MANT indemnity to directors

- 25.1 Subject to clause 25.1.1, MANT indemnifies, and will continue to indemnify, all directors, officers of MANT, employees and agents against all liability incurred by any of them as follows:
- In respect of directors and officers, where the relevant director or officer acts in accordance with this MANT constitution, in good faith and within the person's respective express or implied authority.
 - In respect of employees and agents, where the relevant employee or agent acts within its, his or her express or implied authority.
- 25.1.1 Clause 25.1 does not apply in the following circumstances:
- To the extent that the liability of the director, officer, employee or agent has been caused by that person's criminal conduct, fraud, gross negligence or wilful misconduct.
 - To the extent that MANT has insufficient assets to fund MANT's liability under the indemnity.
- 25.1.2 MANT must insure all directors, officers of MANT, employees and agents against this indemnity.

26 Definitions and interpretation

Definitions

26.1 In this constitution, the following definitions apply:

affiliation fee means the fee determined by the MANT Executive Board that is payable annually by each MANT affiliated club for its membership of MANT.

AGM means the annual general meeting of the MANT general council.

application fee means the fee (if any) determined by the MANT Executive Board payable by an applicant for affiliation with MANT.

ballot means a process by which affiliated clubs submit votes on a physical or electronic voting paper to the MANT office by any fair means determined by the MANT Executive Board.

Best-for-Motorcycling means a determination, decision, outcome, solution or resolution to which each of the following apply:

- (a) It is consistent with MA Alliance Principles and values.
- (b) It facilitates Outstanding Performance in MA Alliance Objectives.
- (c) It is value for money for each Participant.
- (d) It is arrived at or taken for the ultimate purpose of pursuing MA Alliance Mission and Vision.
- (e) It is more likely than not to do the following:
 - Make our sport safer.
 - Enhance the viability and capabilities of our clubs.
 - Enhance the efficiency and expertise of our officials.
 - Reduce the workload borne by our volunteers.
 - Attract more participants to our sport.
 - Enhance the prestige of motorcycle sport and recreation.

business day means any week day excluding a public holiday in the NT and excluding 17-31 December of any year.

club delegate means a person appointed by a MANT affiliated club to represent that club on either the MANT Executive Board, the MANT general council or a MANT regional council.

NOTE As of 2017 the only structure available is appointment to the MANT General Council. These other appointments are subject to MANT structures enabling these positions.

Executive Members means the same as 'directors' if referenced as such and is the representative of the affiliated club elected or appointed to sit on the MANT Executive Member Board.

FIM means Fédération Internationale de Motocyclisme.

GCRs means the **General Competition Rules** updated and published each year in the Manual of Motorcycle Sport by MA and which states the general rules for all disciplines of motorcycle sport and competition.

General Council/Regional Council only applies if a positive decision of the MANT Executive Members has formed the entities to be operational, where ever referenced in this Constitution.

government means the parliament and administration of each of the Commonwealth of Australia and of Northern Territory and any local government and local government administration in Northern Territory and includes any authority or business owned by any of them or wholly controlled by any of them.

judiciary committee is a committee appointed by the MANT Executive Board under clause 22.9 to hear and determine disciplinary proceedings against a director removed under clause 9.10, a MANT panel member or MANT subcommittee member dismissed under clause 16.12, or appeals against penalties imposed by the MANT Executive Board under this MANT constitution.

life member means, in respect of MANT, an individual member of MANT granted membership for life by a special resolution of the MANT general council.

MA means Motorcycling Australia ABN 83 057 830 083.

MA Alliance means that alliance created by MA and all SCBs which is formalised in the MA Alliance Agreement.

MA Alliance Agreement means the agreement under which the MA Alliance is constituted and governed.

MA constitution means the constitution of MA applying at the relevant time.

Manual of Motorcycle Sport means the manual updated and published annually by MA containing information, rules, codes etc. and includes the GCRs.

MANT means Motorcycling Northern Territory Inc [ABN55 945 996 658]

MANT affiliated club means a club affiliated with MANT as stated in part 8.

MANT annual report means the report to members prepared by the MANT administrator and endorsed by the MANT Executive Board that must be presented to each AGM and mailed (including email) to each MANT affiliated club that must contain the following in respect of the concluded MANT financial year preceding the AGM:

- The MANT administrator's report in respect of the operations.
- The president's report on the governance of MANT.
- The president's report on significant issues, achievements and failures of MANT.
- Reports from MANT subcommittees (if any established).
- The audited financial accounts of MANT.
- The auditor's report.
- Any other matter determined by the MANT Executive Board.

MANT Executive Board means the MANT Executive Board of directors of MANT constituted under part 9. Executive Board, Executive Board Members, members and directors may be terms interchanged in context.

MANT financial year means a calendar year determined by the MANT Executive Board in accordance with the ~~Corporations Act 2000~~ that must be concluded before each AGM.

MANT general council means the convention of club delegates constituted under part 11.

MANT intellectual property means the following:

- Copyright owned by MANT in all of the following:
 - Documents, forms and templates produced or issued by MANT.
 - Designs, formats and content of all web sites operated by MANT or by any MANT subcommittee.
 - Designs, graphics etc. on all MANT signage.
 - Logos of MANT.
- Trademarks owned by MANT.

MANT member means a member mentioned in clause 7.1 and clause 7.2.

MANT objectives means the objectives stated in clause 4.2.

MANT principles means the principles stated in clause 4.3.

MANT regional council means the convention of club delegates that may be constituted under part 15.

MANT regulation means a regulation made under part 17.

MANT subcommittee means a subcommittee established by the MANT Executive Board under part 16.

ordinary resolution means a resolution carried as stated in clause 12.1 in respect of, relevantly, meetings and ballots.

president means the director elected as president of MANT under this MANT constitution.

SCB means a state controlling body, including MANT, who is a member of MA.

special resolution means a resolution carried as stated in clause 12.2 in respect of, relevantly, meetings and ballots.

vice-president means the executive member elected by the MANT Executive Board as the vice president of MANT.

virtual meeting means non face to face meetings of the MANT Executive Members held via any technological means.

Interpretation

26.2 In the interpretation of this constitution, the following provisions apply unless the context otherwise requires:

26.2.1 Definitions used in the Manual of Motorcycle Sport apply in this MANT constitution as follows:

- To the extent only that the definitions used in the Manual of Motorsport are consistent with this MANT constitution.
 - To the extent any definitions in the Manual of Motorsport conflict with this MANT constitution, this MANT constitution prevails.
- 26.2.2 Headings are inserted for convenience only and do not affect the interpretation of this constitution.
- ~~26.2.3~~ A reference in this constitution to a business day means a day other than a Saturday or Sunday on which banks are open for business generally in ~~Brisbane, Queensland.~~
- 26.2.4 If the day on which any act, matter or thing is to be done under this constitution is not a business day, the act, matter or thing must be done on the next business day.
- 26.2.5 A reference in this constitution to 'dollars' or '\$' means Australian dollars and all amounts payable under this constitution are payable in Australian dollars.
- 26.2.6 A reference in this constitution to any law, legislation or legislative provision includes any statutory modification, amendment or re-enactment, and any subordinate legislation or regulations issued under that legislation or legislative provision.
- 26.2.7 A reference in this constitution to any document or constitution is to that document or constitution as amended, novated, supplemented or replaced.
- 26.2.8 A reference to a clause, part, schedule or attachment is a reference to a clause, part, schedule or attachment of or to this constitution.
- 26.2.9 An expression importing a natural person includes any company, trust, partnership, joint venture, association, body corporate or governmental agency.
- 26.2.10 Where a word or phrase is given a defined meaning, another part of speech or other grammatical form in respect of that word or phrase has a corresponding meaning.
- 26.2.11 A word that indicates the singular also indicates the plural, a word that indicates the plural also indicates the singular, and a reference to any gender also indicates the other genders.
- 26.2.12 A reference to the word 'include' or 'including' is to be interpreted without limitation.
- 26.2.13 A reference to a clause [eg 1.1 or 5.1 etc] in another clause is a reference to all of the parts of that clause [eg 1.1, 1.1.1 etc] unless the reference is specifically to a subclause].
- 26.2.14 A reference to a part of a clause in within that same clause is a reference only to the part stated to the clause [eg 1.1], unless the reference is specifically to the whole clause.
- 26.2.15 A reference to a part is a reference to all the provisions in the part identified by a whole number [eg 1, 2, 3 etc]

26.2.16 Any schedules and attachments form part of this constitution.