

# DELEGATES MEETING CHARTER

## **MOTORCYCLING NSW DELEGATES MEETING CHARTER**

**Title:** Delegates Meeting Charter – Terms of Reference

**Creation Date:** May 2023

**Next Review Date:** May 2025

**Responsible Persons:** Motorcycling NSW Board

# DELEGATES MEETING CHARTER

## 1. FOUNDATION

### 1.1. Purpose

The purpose of a Delegates Meeting is to enshrine a regular forum for discussion and consultation between the MNSW Board, CEO, and members.

### 1.2. Objectives

Delegates Meetings will provide a forum for open discussion on matters relating to, concerning, and for the betterment of, the sport of motorcycling in NSW and the ACT. Importantly, Delegates Meetings provide a regular communication channel between the MNSW Board, CEO and membership for the purposes of:

- Undertaking consultation with the members of MNSW
- Arriving at pathways forward with respect to various issues, as appropriate
- Discussing ideas and recommendations from members
- Discussing matters relating to the operation, management and governance of MNSW
- Discussing current or proposed business plans, strategy, budgets, financial results, by-laws, etc. as determined by the Directors
- Discussion of current operational matters and initiatives being undertaken by the MNSW staff, board, and clubs

### 1.3. Out of Scope

(a) Matters which must be transacted at a general meeting

Delegates Meetings will not transact business relating to the *Corporations Act 2001* that can only be validly transacted by voting members of a company at a general meeting.

In accordance with the MNSW Constitution, powers enshrined by the *Corporations Act 2001* that can be exercised by voting members in general meetings (such as amending the Constitution, removing directors, removing the auditor, winding up the company) may only be transacted at an annual general meeting (AGM) and / or special general meeting (SGM). The powers of the members to transact business at general meetings is limited by the *Corporations Act 2001*. These powers cannot be exercised, or this business transacted, at a Delegates Meeting.

(b) Matters which must be transacted at the AGM

As mandated by the MNSW Constitution, MNSW as a company is required to annually hold an AGM within five months of the end of its financial year. At the AGM, standard business is annually transacted, such as

tabling the directors' report, financial statements and auditor's report for the preceding financial year. All general meetings other than the AGM are SGMs, which are convened from time to time either by the directors, or by the voting members in accordance with the *Corporations Act 2001* (members holding at least 5% of the votes entitled to be cast at a MNSW general meeting).

(c) Matters which relate to the day-to-day operations of MNSW

Delegates Meetings are not the appropriate forum to discuss specific queries regarding the day-to-day operations of MNSW, that are more appropriately answered by MNSW staff. Delegates Meeting attendees are to instead contact MNSW during office hours to resolve these queries.

### **1.4. Authority**

Delegates Meetings are outlined in, and derive their authority from, the MNSW Constitution.

## **2. GENERAL**

### **2.1. Membership**

Delegates Meetings will comprise of representatives from some or all of the following categories:

- MNSW Board of Directors
- MNSW CEO
- MNSW Life Members
- Up to three delegates of each club

### **2.2. Invitees**

From time to time, and by prior approval of the MNSW CEO, other parties may be invited to attend Delegates Meetings. This may include:

- Associates of MNSW
- MNSW staff members
- Guest speakers
- Members of MNSW (other than Life Members or club delegates)

### **2.3. Quorum**

Delegates Meetings require a quorum of 15 voting members in total, which includes in person and online.

## **2.4. Voting**

All attendees (both members and invitees) shall have an opportunity to participate in Delegates Meeting discussions. However, only the representatives of Voting Members may vote on recommendations made in Delegates Meetings. Each Voting Member – as defined in the MNSW Constitution – shall have one vote. For the avoidance of doubt:

- Life Members hold one vote
- Although up to three representatives of each Club may attend; however, only one may vote

Invitees may not vote.

Voting will be conducted by show of hands and / or electronically, as determined by the Directors. In the event of a vote, Club representatives must determine amongst themselves, and notify the Chair, who will be voting on behalf of that Club. This must be completed prior to the voting being opened.

A resolution may be made by consensus of the meeting for consideration by the Directors. MNSW and its Directors are not bound by any resolution passed at a Delegates Meeting.

## **2.5. Chair**

The Directors shall determine who will chair the Delegates Meeting, including who shall lead or facilitate particular discussion items.

## **2.6. Meetings**

Delegates Meetings:

- Must be held approximately every two months
- Convened by the Directors on the written requisition of 25% of the Voting Members
- Otherwise convened from time to time

## **2.7. Agenda and notice of meeting**

At least 21 days' notice of the time and place of a Delegates Meeting must be given, together with any items for discussion proposed by the Directors or a Member.

The format of proceedings at a Delegates Meeting shall be at the discretion of the Directors and may include plenary sessions, small group workshops or guest speakers.

Items for discussion which were not included in the agenda may, with the permission of the Chair, be raised for discussion during the 'General Business' component of the meeting.

## **2.8. Conduct**

All attendees at Delegates Meetings will display appropriate conduct. Delegates Meetings are a forum for open discussion and all attendees are expected to demonstrate respect. This includes:

- Not interrupting others
- Not raising one's voice or shouting
- Not using insulting, obscene, offensive, provocative, derogatory, defamatory, discriminatory, deceptive, demeaning or offensive language
- Not harassing, bullying, intimidating or threatening others
- Not displaying any other form of inappropriate behaviour

MNSW adopts a zero-tolerance approach to inappropriate conduct at Delegates Meetings. If an attendee is deemed to have acted improperly, the Chair reserves the right to prevent the attendee from participating further in discussions and, where required, remove the attendee from the meeting. In rare circumstances of repeated or extremely inappropriate conduct, Delegates Meeting attendees may consider and vote on censure of that person(s), including but not limited to suspension from Delegates meetings.

## **2.9. Minutes**

Minutes of Delegates Meetings will be provided for acknowledgement and acceptance in the subsequent Delegates Meeting.

## **2.10. Charter Review**

All terms and conditions in this Charter must be reviewed every two years and reconfirmed by the MNSW Governance Committee at the first meeting of the calendar year, or as considered necessary to ensure currency and relevance. Any changes required must be submitted to the Delegates Meeting for discussion, and to the MNSW Governance Committee for approval.



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