

## Commission Standing Orders

Version: 2.06

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# Standing Orders

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## 1. Scope

These Standing Orders apply to all Commissioners appointed by the Board of Motorsport Australia to Motorsport Australia Commissions.

## 2. Objective

The objective of these Standing Orders is to define the delegated responsibilities and powers of each Commission to support the efficient administration of the organisation and motorsport across Australia.

## 3. Defined terms and interpretation

### 3.1 Defined terms

In these Standing Orders:

- (a) **Board** means the Directors of Motorsport Australia acting as a body which includes the FIA Delegate.
- (b) **Board Portfolio Holder** is a Motorsport Australia Director appointed by the Board to assist a Commission.
- (c) **CEO** means the Chief Executive Officer of Motorsport Australia.
- (d) **CEO Delegate** means a member of Motorsport Australia's management appointed by the CEO to provide corporate guidance and administration support.
- (e) **Chairperson** means a Commissioner who is appointed by the Board to act as the chairperson of a Commission.
- (f) **Commission** means a Commission delegated powers by the Board pursuant to clause 55 of the Constitution.
- (g) **Commissioner** means a member of a Commission who has been appointed by the Board.
- (h) **Constitution** means the corporate constitution of Motorsport Australia.
- (i) **Direct Commercial Nature** means where an individual is directly involved in the subject matter and stands to gain commercial benefit from the decisions. This does not include having a general involvement in discussion of the subject matter for which they may be the specialist/technical expert able to assist the Commission in the decision.
- (j) **Director** has the same meaning as in the Constitution and includes Elected and Appointed Directors.
- (k) **Executive Officer** means a member of the Motorsport Australia staff appointed by the CEO to assist the Commission.

- (l) **Motorsport Australia** means the Confederation of Australian Motor Sport Ltd. trading as Motorsport Australia.
- (m) **Motorsport Australia Strategic Plan** means the strategic plan for the operation of Motorsport Australia as approved by the Board from time to time.
- (n) **Ordinary meeting** means a formal meeting held in person or by electronic means constituted in accordance with notice given under clause 8.1(c)(i).
- (o) **Out of session meeting** means a meeting held via email or other electronic means to make a decision on a single topic in accordance with clause 8.1(c)(ii).
- (p) **Panel** means a group of honorary officials appointed by State Councils to provide advice to that State Council on an area of particular knowledge.
- (q) **Standing Orders** means this 'Standing Orders' document as may be amended by the Board from time to time.

## 4. Composition

- (a) The Board has delegated powers to the following Commissions:
  - (i) Australian Motor Racing Commission;
  - (ii) Australian Rally Commission;
  - (iii) Australian Off Road Commission.
- (b) Each Commission shall consist of:
  - (i) a Chairperson;
  - (ii) a maximum of four (4) Commissioners with the appropriate suite of skills to undertake the functions assigned to the Commission;
  - (iii) a Board Portfolio Holder; and
  - (iv) a CEO Delegate.
- (c) The process for the appointment of Commissioners pursuant to clause 4(b)(ii) herein shall be as follows:
  - (i) The CEO shall call for nominations for Commissioners by the 31<sup>st</sup> August in each year;
  - (ii) Nominations must be:
    - (A) in writing; and
    - (B) on the prescribed form provided for that purpose; and
    - (C) signed by a nominator, who must be a Motorsport Australia member (as defined by the Constitution) or a Motorsport Australia State Council Chairperson; and
    - (D) certified by the nominee confirming their willingness to accept the position for which they are nominated;

- (E) received by the CEO by the 30<sup>th</sup> September in each year;
- (iii) The Commission Chairperson, CEO and CEO Delegate shall meet to select Commissioners for each Commission by the 31<sup>st</sup> October in each year and seek approval for the appointment of the selected Commissioners by the Board at the next available Board meeting.
- (d) A member of a Commission defined in 4(a) will be appointed by the Board as the 'Deputy Chairperson' of the Commission to support the Chairperson and to act in their stead if required. The Deputy Chairperson will automatically succeed the Chairperson in the event of removal by the Board, incapacity or death until such time as the Board appoints a new Chairperson.
- (e) Commissioners shall hold office from the day that they are approved by the Board until midnight on the 31<sup>st</sup> December in the year which is two (2) calendar years after the year in which they are elected, so that no Commissioner shall serve for longer than three (3) years without being re-appointed.
- (f) A member of Motorsport Australia's staff shall be appointed by the CEO to be the Executive Officer on the Commission and shall ensure that appropriate administrative support is made available to the Commission. Such staff will not be members of the Commission and shall not have any entitlement to move, second or vote on motions, but will be entitled to speak.
- (g) Subject to these Standing Orders, a Commissioner must retire upon the expiration of three (3) terms or nine (9) years' service on the Commission and is not eligible for re-appointment for a period of three (3) years after they last served. This includes any period served as the Chairperson. This limitation only applies to any period of time served as a Commissioner from the 1<sup>st</sup> January, 2015.
- (h) In addition to the members of a Commission, the following people shall have the right to attend each meeting of a Commission to take part in discussions but not to move, second or vote on motions :
- (i) President of Motorsport Australia;
  - (ii) the relevant Board Portfolio Holder and any other Director of Motorsport Australia;
  - (iii) the CEO;
  - (iv) the Director of Motorsport;
  - (v) the Executive Officer; and
  - (vi) other persons invited at the discretion of the Chairperson.
- (i) The powers of the members of a Commission shall be limited to the powers delegated by the Board and stipulated in these Standing Orders. No individual Commissioner carries any power in their own right.
- (j) There is potential for Commissioners to be faced with situations where they may have a potential conflict of interest and/or a pecuniary interest. In circumstances where this may occur, and in accordance with the principles of good governance, Commissioners:

- (i) are required to declare such interest prior to the commencement of discussion on any issue that potentially may involve a conflict and/or pecuniary interest. This declaration must be noted in the minutes;
  - (ii) may be involved in the discussion that may require their input and/or technical knowledge provided the conflict and/or pecuniary interest is not of a commercial nature, subject to a decision of the meeting;
  - (iii) if the conflict and/or pecuniary interest is of a Direct Commercial Nature (e.g. a supplier, manufacturer, repairer or producer involved in the relevant subject matter) any involvement in discussion must be limited to the provision of responses to questions directed to them concerning relevant technical or factual issues; and
  - (iv) must not be involved in any decision making process.
- (k) The Board may, in its sole discretion, remove from office any Commissioner during the term of their appointment as of right and without any requirement for giving reasons to do so. No appeal is permitted from the decision of the Board.
- (l) The position of a Commissioner shall be vacated upon the Commissioner's death, resignation or removal in accordance with these Standing Orders. If a Commissioner's position is so vacated, the Chairperson, in consultation with the CEO and subject to the approval of the Board, may choose to appoint a new Commissioner to fill the casual vacancy. Any person so appointed shall only hold office up to the date which the Commissioner in whose place they are appointed would have held office if it had not been vacated. A Commissioner appointed to fill a casual vacancy may nominate to be re-appointed at the expiration of the term of the casual vacancy.

## 5. Functions and Responsibilities

- (a) Each Commission shall have responsibilities as determined by the Board and defined by these Standing Orders. The Board will always have the right and power to make any decision on any matter, notwithstanding the defined responsibilities of each Commission.
- (b) Each Commission shall direct the strategic development of the sport within the rules, policies and procedures of Motorsport Australia and the FIA, including but not limited to the Constitution, the Motorsport Australia Strategic Plan, the International Sporting Code of the FIA and the National Competition Rules.
- (c) Each Commission shall have as its primary objective, the achievement of the following responsibilities:
  - (i) increased participation in motorsport through the development and implementation of proactive sport, club, community and member development programs
  - (ii) focussing on the needs of competitors, officials, clubs, event organisers and promoters with a commitment to ensuring that motorsport is attractive and affordable, particularly at grassroots level;

- (iii) implementing a deliberate strategy to develop a consistent national regulatory regime, where required, across its area of activity which facilitates participation in any state without any additional requirements;
  - (iv) establishing and fostering partnerships with key stakeholders;
  - (v) regularly liaising and communicating with state panels;
  - (vi) focussing on increasing equality and diversity within the sport and organisation, including but not limited to youth, women, disabled, indigenous and culturally diverse groups;
  - (vii) proactively engage with and contribute to the aims and objectives of Motorsport Australia as contained within the Motorsport Australia Strategic Plan (as may be amended from time to time);
  - (viii) promoting Motorsport Australia as a contemporary organisation of choice for participation, volunteering, membership and affiliation; and
  - (ix) developing, implementing and reporting against a strategic plan for its area of activity;
  - (x) ensuring that the Commission performs its duties whilst maintaining a focus on the management of health and safety risks in motorsport.
- (d) The Chairperson shall be responsible for ensuring that the Commission fulfils its functions and responsibilities as set out in this clause.

## 6. Working Groups

A Commission may establish committees, sub-committees or working groups to assist it in fulfilling the requirements of these Standing Orders. Where a committee, sub-committee, or working group is intended to be of a standing nature, the establishment of the committee, sub-committee or working group, and the Chairpersons of these bodies, shall be subject to approval by the Board. The method and length of tenure of appointment of its membership shall be at the discretion of the Commission but shall not exceed three years.

## 7. Other Commissions/Committees

A Commission may refer matters to, or seek advice from, other Commissions and Motorsport Australia committees as required.

## 8. Operation

### 8.1 Rules of Operation

Each Commission shall be responsible for creating and using its own operating procedures as are necessary to facilitate the fair and expedient operation of each Commission, save that those operating procedures shall comply with the requirements set out in this clause 8. A Commission's operating procedures shall be invalid to the extent that they do not comply with the requirements of this clause 8.

**(a) Procedures**

- (i) Each Commission shall meet not fewer than three (3) times in each year either in person, by teleconference, video conference or other electronic means as determined by the Chairperson. Each Commission should meet in person at least once a year, where feasible.
- (ii) The date, time and place of each meeting of a Commission shall be notified to all eligible persons at least seven (7) days prior to the meeting.
- (iii) The minutes of each Commission meeting shall be issued within fourteen (14) days after the date of that meeting.
- (iv) The Chairperson may convene a meeting of a Commission at any time but must convene a meeting within thirty (30) days when requested to do so by at least three (3) Commissioners.

**(b) Quorum**

- (i) The quorum for a Commission meeting shall be 50% of the Commissioners.
- (ii) Discussions may take place at a Commission meeting if a quorum is not present, however, no decisions can be made without a quorum.

**(c) Voting**

- (i) Voting procedures at Ordinary meetings of a Commission shall mean that:
  - (A) The Chairperson, all appointed Commissioners and the CEO Delegate shall have the right to vote;
  - (B) The CEO, Executive Officer, Motorsport Australia Directors, specialist advisers and any appointed Motorsport Australia representative on an FIA Commission (who is not a member of the Commission itself) in attendance at a meeting shall have the right to speak but not to move, second or vote on motions;
  - (C) Commissions will endeavour to resolve issues by consensus. If a determination must be achieved on a matter it will be by simple majority. In the event of equality of votes, there is no casting vote and the motion shall be declared to have failed;
- (ii) Email or electronic Voting is permitted for out of session meetings and will be administered as follows:
  - (A) The Executive Officer, on behalf of the Chairperson, may from time to time seek resolution through email. The procedure for such resolution is as follows:
    - (I) A Decision Paper outlining the matter to be considered will be circulated to the Commissioners;
    - (II) The Commissioners will be requested to cast their votes either for or against the motion that has been proposed with



a reply response required by the Executive Officer by a specified date and time.

- (III) If by the specified date and time insufficient votes have been received the motion will fail in accordance with clause 8.1(c)(i)(C) above.

- (iii) The Chairperson will have the sole discretion to declare a vote taken by the Commission if the vote is taken by email or by some other means outside a constituted meeting of the Commission. This vote will be formally reported in the minutes of the following Commission meeting.

## **8.2 Reporting to the Board of Motorsport Australia**

- (a) The minutes of meetings of a Commission, once ratified by that Commission, will be forwarded to the Board of Motorsport Australia immediately following that meeting.
- (b) A Commission, through its Chairperson, will provide a mid-year and end of year report to the Board on the Commission's activities and the progress against the strategic plan for its designated area of responsibility.
- (c) Should formal Board approval be required on any other matters of significance, the Chairperson, CEO Delegate and Executive Officer will prepare a submission which will be presented to the Board in an appropriate manner through the CEO at the next scheduled meeting of the Board subject to timing.
- (d) A failure by the Commission to provide the end of year annual report to the Board under clause 8.2(b) by the 31<sup>st</sup> January of the following year will result in the Commission activities and meetings being suspended until such time as the annual report is tabled with the Board.

## **8.3 Environment Notes**

All Commissions and their respective operations are to be acutely aware of environment considerations and administer themselves in a manner that minimises the overall detriment to the natural and human made environment.

## **8.4 Performance Measures**

- (a) Each Commission will develop a suite of key performance indicators (KPIs) aligned to the functions and responsibilities outlined in these Standing Orders and its strategic plan.
- (b) Each Commission's KPIs will be integrated within Motorsport Australia's performance framework and approved by the CEO.

## **9. Modification of these Standing Orders**

- (a) These Standing Orders may only be amended by the Board, which may do so as it deems necessary from time to time.
- (b) Any proposal for amendment must be made in accordance with the following manner:

- (i) A proposal by the Commission for amendment of these Standing Orders must be supported by a resolution by a simple majority of the Commissioners voting at the time; or
- (ii) A proposal by the CEO after consultation with the Commission. If any Commission does not support the proposed amendment the reasons for that position must be presented to the Board by the Chairperson.