



Road Race Alliance of Ireland

Constitution, Governance and Articles 2024

A Company Limited by Guarantee

MISSION STATEMENT OF THE RRAI

Our organization exists to oversee, manage, and develop the discipline and Sport of Motorcycle Road Racing within the structure of the Motorcycle Union of Ireland alongside MCUI Ulster Centre, Motorcycling Ireland (MCI), and Motorcycle Racing Association (MRA).

The goals and direction of our organization are to actively promote our discipline of Road Racing, secure the sports' future while supporting those communities who play a significant role within our sport for the last Century of Road Racing, assist clubs in the running of Road Racing on closed public roads, manage the governance of the Sport through competitions, events and shows, fundraising, licenses, club affiliations, training and certification of officials, pursuance of grants, technical and competition rules and regulations, and enhanced safety measures and procedures.

Fundamental to our mission statement is to foster positive communications with a significance emphasis on transparency, accountability and openness to all stakeholders involved within our Sport of Road Racing, the riders, businesses, communities, teams, sponsors, Clubs, fans, officials, and the Motorcycle Union of Ireland and its respective Centres and Associations.

Above all, our organization is focused on the well-being of all stakeholders, the future of Road Racing and ensuring that those with a vested interest in our Sport have the platform to play their part in securing the future of Road Racing for the next generations of riders, fans and clubs.

“To support in all ways possible the survival and sustainability of Road Racing on the island of Ireland over the coming years by working together with every stakeholder to create and implement a long-lasting plan, and future for Motorcycle Road Racing.”



Any reference to Centre (s) / Body (s) in the following Rules includes the MRA and RRAI.

*Affiliated Clubs (AC)

1. Name of company and corporate status

Name

1.1.1 The name of the company is the Road Race Alliance of Ireland Ltd ACN 057 830 083, referred to in this constitution as 'RRAI'.

Corporate status

1.1.2 RRAI is a company, limited by guarantee, incorporated under the Corporations Act 2001.

1.1.3 The extent of RRAI members' guarantee is stated in clause 16.5

2. Relationships with FIM, RRAI and MCUI

Relationship with FIM

- 2.1 National bodies, affiliated with the FIM, that control and manage motorcycle sport in their respective nations constitute the FIM.
- 2.2 The FIM governs and controls FIM-sanctioned multi-national series, international series and world championship motorcycle sport.
- 2.3 RRAI acknowledges and agrees that the FIM is the only global governing body for motorcycle sport.

Relationship with MCUI/MCI and MRA

- 2.4 The RRAI acknowledges and recognises the MCUI as the Union comprising of the respective Centres, the RRAI and the MRA.
- 2.5 The RRAI will support and adhere to the Constitution of the Motorcycle Union of Ireland.
- 2.6 The RRAI will constructively participate in Commissions, Inter-Centre Conferences and other such representative bodies and meetings as part of the MCUI.
- 2.7 The RRAI will submit delegates to represent our organization to the relevant Commissions, Conferences, task forces, Committees and working groups.
- 2.8 Voting Rights at Inter-Centre Conferences, mini conferences:

2.8.1	Motorcycling Ireland (Southern Centre)	33%
	Ulster Centre	33%
	MRA	17%
	RRAI	17%
- 2.9 Affiliation fees to the FIM/EUM and all expenses of the Union shall be shared equally by the Centres/Bodies.
- 2.10 Each Centre/Body shall be empowered to frame byelaws for the regulation of its own affairs and shall be responsible for its own financial obligations.
- 2.11 The RRAI will be the governing body for the Sport of Motorcycle Road Racing on closed Public Roads in the Southern Centre jurisdiction, which includes the provinces of, Leinster, Munster, Connaught and excluding Ulster.



- 2.12 Motorcycling Road Racing on closed public roads include the traditional mass start race events, drag racing, sprints and hill-climbs.
- 2.13 The RRAI or its Affiliated Clubs will not represent themselves as the Motorcycle Union of Ireland.

3. Object/s

- 3.1 To make and administer rules to govern and control the sport of Road Racing on closed Public Roads and advocate for the pastime of motorcycling for our members and members of the public.
- 3.2 Safeguard the heritage, and future development of the Sport of Motorcycling Road Racing on closed Public Roads.
- 3.3 To promote, regulate and administer RRAI-permitted motorcycle road racing sport and other motorcycling activities conducted in the Southern Centre, which includes but not limited to:
 - a. Licensing of Participants in line with MCUI GCR's and Code of Practice of Road Racing.
 - b. Track Certification and Course Licensing
 - c. Rider assessments and safety seminars.
 - d. Training and Certification of Officials, Club members by providing course opportunities and dedicated course syllabuses.
 - e. Develop operating manuals, best practices, supporting documentation for all events associated with the Sport of Motorcycle Road Racing.
- 3.4 Support all affiliated Clubs, their members, riders and all participants regardless of their role within the entire Sport.
- 3.5 Provide for continued strategic planning for the Sport of Motorcycling Road Racing.
- 3.6 Develop pathways into the Sport regardless of age, gender, social economic background or sexual identity which may, but not limited to, developing a limited Championship away from Road Race events on closed Public Roads to Short Circuit type tracks.
- 3.7 To constantly use best endeavours to regulate and administer all RRAI sanctioned motorcycle sport and other motorcycling activities in a manner that seeks to
- 3.8 achieve the following:
 - Maximise the safety of participants, officials, spectators and the public in relation to RRAI-permitted and affiliated club-permitted motorcycle events.
 - Ensure, to the maximum extent practicable, that RRAI-permitted and AC permitted motorcycle sport is competitive, fair and fun.
 - Ensure, to the maximum extent practicable, that RRAI-permitted and ACs-permitted recreational events are as safe, fun and accessible to the public.
 - Continual improvement of standards and quality of RRAI-permitted and AC-permitted events.
- 3.9 To promote mutual trust and confidence between RRAI the ACs and members of RRAI and members of the AC's.
- 3.10 To develop, use, protect and improve RRAI intellectual property.
- 3.11 To seek government, commercial and public recognition and support of RRAI and RRAI –permitted and AC-permitted events.
- 3.12 To seek, pursue and develop commercial arrangements that promote these RRAI objectives.



- 3.13 To recognise and implement policies promulgated by the RRAI, MCUI and Sport Ireland 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 RRAI-permitted and AC-permitted motorcycle events.
- 3.14 To maintain and enhance the reputation of RRAI, the ACs and motorcycle sport and motorcycling generally by continually improving the standards and quality of RRAI-permitted and AC-permitted events for the benefit of RRAI and AC members and motorcycling generally.
- 3.15 To recognise any penalty validly imposed any AC, RRAI, MCUI, MCI, MRA, Commission, International Governing bodies or Committee under its constitution or its rules and regulations and facilitate the proper imposition of any such penalty.

4. Principals

- 4.1 To always act on behalf of, and in the interests of RRAI and AC's members and motorcycling generally and refrain from any action or conduct that compromises the achievement of these RRAI objectives.
- 4.2 To always act in good faith.
- 4.3 To have regard to the public interest in any decision or action taken in respect of the RRAI objectives.
- 4.4 To promote the interests of RRAI and all other ACs that are consistent with the RRAI objectives and RRAI principles.
- 4.5 Create and maintain open forums for all voices and opinions from all stakeholders involved within the Sport.
- 4.6 Full accountability and transparency in all endeavours and decision-making processes in the governance and running of the organisation and Sport.
- 4.7 To apply the property, capacity and resources of the RRAI to achievement of the RRAI objectives.
- 4.8 Ensure through all actions, decisions and planning of the RRAI that the Sport has a sustainable future for all, invested stakeholders, AC's, riders and participants, and members of the public.

5. Membership of the RRAI

- 5.1 Road Race Clubs who have paid their membership fees are considered Affiliated Clubs (AC's).
- 5.2 Road Race Clubs who promote, run and accommodate Road Race events as specified are open to membership of the RRAI (2.12).
- 5.3 Any Motorcycle Club who accommodates through their membership the support of the Sport, Riders, Teams and/or events are open to becoming Affiliated Clubs of the RRAI.
- 5.4 Any Club that partakes and supports Motorcycle Road Race Events in an official's capacity such as Marshals, Stewards, Technical, Medical etc. bodies are open to becoming ACs of the RRAI.
- 5.5 Each individual financial member or individual life member of each AC is also a member of the RRAI.
- 5.6 That this RRAI constitution expresses the terms and conditions of a contract between each RRAI member and RRAI.



- 5.7 A Club who represents specific interests within the Sport may apply for membership of the RRAI, such as but not limited to Rider representative bodies, Rider/Participant Groups, Technical, Fundraising, Sport Community Action Groups, Safety, Medical and/or Government representative bodies such as Sport Ireland/Local Sports Partnerships. All applications will be judged on merit by the Executive Council/Board.
- 5.8 In respect of persons who are not already members as stated in clause 5.5 any person or entity to whom RRAI issues a licence or to whom RRAI, MCUI, MCI, MRA, 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 RRAI-permitted or MCUI-permitted events.
 - 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.
- 5.9 The Board of the RRAI, ACs and membership may nominate individuals to Honorary Memberships for services to the Sport as recognition of their commitment to the Sport, its heritage, the riders/participants and Clubs.
- 5.10 These nominations can only be Proposed prior to Annual General Meetings each year, no later than 1 month before the AGM and must be voted on by the entire membership of the RRAI at said AGM.
- 5.11 Each elected official/Board member will be elected for a term that commences on the election of that director and expires on the commencement of the second AGM after the AGM at which the official/Board member was elected.
- 5.12 An elected official/Board member whose term has expired, may re-nominate as a candidate for a position as an elected official/Board member of the RRAI.
- 5.13 No person elected to positions on the Executive Board, or as Road Race Principal may hold that position any longer than two consecutive terms.
- 5.14 Honorary Positions are lifelong positions within the Honorary Trust and the RRAI. These positions must be above reproach, and any improprieties will result in the removal of office holders by the Executive Board of the RRAI.
- 5.15 That this RRAI constitution expresses the terms and conditions of a contract between each RRAI member and RRAI.
- 5.16 That each RRAI member must comply with determinations, resolutions and policies made by the RRAI board in accordance with this constitution.
- 5.17 Each RRAI member must use his, her or its best endeavours to contribute the realisation of the RRAI objectives in accordance with the RRAI principles.
- 5.18 Each RRAI 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 RRAI board for services delivered by RRAI and disciplinary decisions for which that member is liable in accordance with this RRAI constitution.
- 5.19 Each RRAI member must promptly pay fees, charges and penalties, imposed by RRAI under the RRAI constitution or under the General Competition Rules, Code of Conduct for Road Races, Technical Rules and Regulations, RRAI General Rules of Conduct etc., for which that member is liable.
- 5.20 That each RRAI member must comply with each of the following:
- He, she or it must conduct himself, herself or itself consistently with the RRAI objectives and RRAI principles and in accordance with all the provisions of this RRAI constitution and RRAI policies.



- He, she or it must refrain from any action or conduct that is prejudicial to the RRAI objectives and RRAI principles or is inconsistent with the provisions of this RRAI constitution.

6. Structure and governance of RRAI

- 6.1 The RRAI board has overall responsibility to ensure RRAI pursues RRAI objectives in accordance with this constitution.
- 6.2 The RRAI board/Executive Council must be formed by representatives from the ACs to reflect the RRAI's membership.
- 6.3 The Board will be made up of the following positions:
 - President
 - Vice-President
 - Secretary
 - Financial Officer-Treasurer
 - Public Relations Officer
 - Safeguarding Officer
 - Women in Sport Officer
 - Road Race Principal
 - Training and Development Officer
- 6.4 Nominations for Board members positions must be submitted to the RRAI Secretary no later than 2 weeks prior to an AGM.
- 6.5 Board members are elected by the entire membership of the RRAI to the respective positions that are vacant.
- 6.6 Under Irish Company Law, a minimum of two directors must be nominated and elected by the Board of the RRAI.
- 6.7 These Directors can hold any other positions on the Executive Board of the RRAI, excluding the roles of RRAI President, Secretary and Finance Officer but may hold other honorary titles within the Union, such as MCUI President, General Secretary of the MCUI etc.
- 6.8 Agenda items for an AGM must be submitted to the RRAI Secretary no later than two weeks prior to an AGM. Any items submitted after this date may be addressed under AOB subject to time constraints and logistics.
- 6.9 The AGM Agenda may contain Extraordinary Items for inclusion subject to approval of the RRAI Board.
- 6.10 The RRAI Board will meet either in person or remotely (via electronic means) once a month on a date and location as specified by RRAI Secretary. Notice of Board meetings must be issued to all Board members well in advance, as well as the agenda for each meeting.
- 6.11 The RRAI board must meet regularly and, in any case, not less than 11 times per calendar year, for formal RRAI board meetings.
- 6.12 Governance of the RRAI comprises of a Five fundamental sections:
 - Executive Board: Board Members
 - Road Race Trust Committee: Representatives of the Affiliated Clubs
 - Affiliated Clubs
 - Honorary Trust: Honorary members of the RRAI
 - RRAI Council



- 6.13 The Board may instigate or form new roles as required on the Executive Board of the RRAI due to necessity, growth and to bring in new skill sets. These roles must be approved by both the Executive Board and the Road Race Trust outside of Annual General Meetings.
- 6.14 The Executive Board may however form new Committees, working groups, task forces or specialised panels in the running of the Sport and the RRAI. These groups can be headed up/chaired by appointed Board members.
- 6.15 The RRAI board must prescribe, by resolution properly minuted, the ambit of authority and the task to be performed by any delegate of the RRAI board.
- 6.16 The RRAI board may, by resolution properly minuted, and by promptly notifying the delegate of the revocation, revoke any delegation at any time.
- 6.17 The individual or subcommittee to which any power is delegated must not further delegate that power subject to ratification by the Executive Board of the RRAI.
- 6.18 Decisions of the Executive Board of the RRAI are subject to ratification by the RRAI board. However, the RRAI board may decline to ratify a decision only on the basis that the decision was not consistent with the RRAI objectives or the RRAI principles.
- 6.19 No Executive Board member regardless of role has a veto or power of influence to sway any decision, and all decisions must be ratified by majority rule either for or against.
- 6.20 All Executive Board members have one vote each. The vote may be carried out by a show of hands or secret ballot as is necessary.
- 6.21 Any resolution not required by this RRAI constitution to be a special resolution, will be determined by ordinary resolution as follows:
- In respect of meetings of the RRAI board or Road Race Trust each of the following apply:
 - i. An ordinary resolution will be made by simple majority of the people eligible to vote at the meeting and who attend the relevant meeting.
 - ii. 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.
- 6.22 The Executive Board is governed by Collective Responsibility; however, all Executive Board members are free to formally register their objections or concerns with the RRAI Secretary as a matter of record and will not be held against them through conscious or unconscious bias.
- 6.23 No proxies from any person entitled to vote at any meeting of the RRAI board or the Road Race Trust will be accepted. If proxies are required, they may convey information, updates but cannot cast a vote.
- 6.24 All Executive Board members, members of the Road Race Trust, Affiliated Clubs, and members of the RRAI and the Honorary Trust can utilise The Protected Disclosures Act 2014 (Amendments 2019) without prejudice.
- 6.25 Any resolution required by this RRAI constitution to be a special resolution must be carried by a majority of 75% or more of those eligible to vote, and attending the relevant meeting, voting in favour of the relevant motion.
- 6.26 Honorary Trust members do not hold a vote at Executive Board meetings but may exercise their right to cast a vote at AGM's, EGMs on provision that they are Club delegates intitled to vote on their Club's behalf.



- 6.27 The RRAI Secretary must record the minutes of all Executive Board Meetings, and those minutes must be circulated upon reading into the records of the RRAI, be issued to all affiliated Clubs.
- 6.28 Executive Board members and Company Directors must by law, disclose immediately any conflict of interest to the RRAI Secretary and preclude themselves from the relevant resolutions.
- 6.29 The RRAI reserves the right to implement a Book of Interests for RRAI Executive Board members and Company Directors to disclose their Business/Social Interests to avoid any conflict of Interests in relation to operations, resolutions etc in line with GDPR laws.
- 6.30 The RRAI Executive Board will provide and review/update detailed role descriptions for the various roles throughout the Company every 3 years.
- 6.31 The Board of the RRAI will nominate representative/s to Inter-Centre and MCUI positions under the MCUI as well as to Commissions and Committees under the MCUI.
- 6.32 The Executive Board will nominate a representative/s to Motorcycling Ireland Committees and Commissions under MCUI Rules and Regulations.

7. Powers of the Executive Board to make resolutions

- 7.1 Any matter, whether in respect of policy, finances, management or operations necessary to pursue the RRAI objectives in accordance with the RRAI principles except those matters expressly stated in this RRAI constitution to be the responsibility of the MCUI.
- 7.2 Any matter related to, or arising out of, this RRAI constitution that is not expressly stated to be the responsibility of the MCUI or MCUI Ulster Centre.
- 7.3 Any matter in relation to motorcycle road racing sport or motorcycle road racing activities in the Southern Centre.
- 7.4 The Executive Board may make recommendations and resolutions to the MCUI at Inter-Centre Conferences, Commissions and task/working groups and Committees.
- 7.5 The Executive Board may bring resolutions and make submissions to local and National Government, particular Departments and semi-state bodies, including but not limited to Department of Finance, Sport Ireland, Department of Transport, Bord Failte, Road Safety Authority and or Department of Sport, Heritage, Culture and Gaeltacht.

8. Business of the RRAI board

- 8.1 To make any resolution necessary to achieve the RRAI objectives in accordance with the RRAI principles, except in respect of those matters for which this RRAI constitution prescribes another process for resolving those matters.
- 8.2 To determine any delegations in respect of signing cheques, other negotiable instruments and contract documents committing RRAI to obligations.
- 8.3 To receive, consider or request any further information and make any necessary resolutions in respect of financial and operational reports from the RRAI Officers.
- 8.4 To consider and make any necessary resolutions in respect of the minutes of RRAI commissions, working groups and subcommittees.
- 8.5 To make any necessary resolutions in respect of contracts with any external party or government.



- 8.6 To review, assess and appraise business and organisational goals in accordance with RRAI Principals and Objectives and best accepted business practices.
- 8.7 To provide leadership and focus at all times for the good of the Sport, Clubs, Participants and members of the Public, and the good standing of the RRAI.
- 8.8 The RRAI Executive Board must present Financial, Governance, business developments, updates and resolutions at each AGM, Executive board meeting and other such meetings as prescribed by this Constitution.

9. Duties of Board Members

- 9.1 To comply with the Corporations Act 2001.
- 9.2 To act in the interests of the whole of RRAI in the context of the RRAI General Rules Agreement.
- 9.3 To enhance the reputation of RRAI with the Irish community and government.
- 9.4 To comply with this RRAI constitution and the MCUI General Competition Rules, Code of Practice for Road Racing, RRAI General Rules Agreement, and MCUI Constitution.
- 9.5 To support, and not compromise, the integrity of all RRAI Executive board resolutions.
- 9.6 To promptly declare any conflict of interest.
- 9.7 To act in accordance with the commitments required of RRAI Company Directors/Board members under clause 10.

10. RRAI Board Member's commitment to the RRAI

- 10.1 He or she represents the interests of all RRAI members, but in accordance with this constitution.
- 10.2 The interests of RRAI members are concurrent with Best-for-Motorcycling Road Racing as defined in the RRAI General Rules and that RRAI board decisions must be made on a Best-for Motorcycling Road Racing basis.
- 10.3 In respect of RRAI projects, each RRAI director and Board member must act on a Best-for-Motorcycling Road Racing basis and must take into account the interests of all Acs and individual RRAI Member, Sport Stakeholders and interested parties.
- 10.4 He or she must refrain from any action that puts RRAI in breach of the RRAI General Rules, Constitution, etc.
- 10.5 These commitments are always subject to the requirement that an RRAI Company Director/Executive Board member is bound to act in accordance with the law.

11. Quorum for RRAI Executive board meetings

- 11.1 7 RRAI Board members and at least one Company director/s must be present at a RRAI board meeting, in person or by instant electronic means, constitutes a quorum.
- 11.2 An RRAI board meeting must be quorate to make valid resolutions.
- 11.3 At least 6 Board members/directors must vote, or expressly abstain from voting, on any motion for resolution at a formal RRAI board meeting for the RRAI board resolution to be valid.
- 11.4 The RRAI board may, outside formal RRAI board meetings, carry a resolution by flying minute circulated by email or other online system.

12. RRAI Policies

- 12.1 The RRAI board has the power, subject to the provisions of this part 11, to adopt by ordinary resolution any RRAI policy that is consistent with the RRAI objectives, the



RRAI principles, resolutions of the MCUI under the Union Agreement and the requirements of clause 11.6.

- 12.2 If a RRAI policy is made under this part 11, that RRAI policy becomes part of this RRAI constitution.
- 12.3 RRAI policies may be repealed, but only in accordance with this part 11.
- 12.4 A RRAI policy may be amended by the RRAI board at any time and the RRAI President/CEO must give notice of the amendment on the RRAI website.
- 12.5 All RRAI policies must be internally consistent and consistent with one another.
- 12.6 The RRAI President/CEO must, from the time this RRAI constitution is adopted, post on the RRAI website all RRAI policies noting the following:
 - The date on which the policy was adopted by the RRAI board.
 - The date of all amendments to RRAI policies.

13. Oversight Committees, Councils, Honorary Trust

- 13.1 The RRAI Council comprises of representatives of the Executive Board, Road Race Trust, Honorary Trust and ACs.
 - The President/CEO of the RRAI Executive Board
 - The Secretary of the RRAI Executive Board
 - One other person from the Board nominated by the Executive Board
 - Road Race Trust Principal
 - One other from the Road Race Trust (who cannot be from the same Affiliated Club)
 - Honorary Trust President
 - Honorary Trust Secretary
 - Rider/Participant Representative
- 13.2 The RRAI Council must meet at least 3 times a year which may be prior to, or immediately after an AGM to discuss motions see Clause 14.7.
- 13.3 Resolutions, motions and recommendations passed by the RRAI Council must be brought to the Executive Board for their considerations and ratifications.
- 13.4 The RRAI Council is to oversee the workings of the RRAI Executive Board and make recommendations in line with RRAI Principals and Objectives. In addition, it also has a remit to:
 - Discuss Sporting matters associated with safety, medical, technical and future planning to support the work of the RRAI, participants, members and Clubs.
 - Bring motions to the Executive Board of the RRAI or to seek clarification of motions and operational decisions such as disciplinary measures, complaints critical events.
 - Removal of a Board member/Director.
 - Review and make recommendations on the RRAI Constitution in line with future political and social changes such as a Border Poll between the Republic of Ireland and Northern Ireland.
 - Hold the Executive Board of the RRAI to account.
- 13.5 Only the Executive Board of the RRAI can ultimately ratify motions, resolutions or implement recommendations.
- 13.6 The RRAI Council is the only body permitted to remove a Board member/Director.



- 13.7 To comply with this RRAI constitution and the MCUI General Competition Rules, Code of Practice for Road Racing, RRAI General Rules Agreement, and MCUI Constitution.
- 13.8 The Road Race Trust is made up of all affiliated RRAI ACs and members from the Executive Board.
- The Road Race Trust will be chaired by the elected Road Race Principal.
 - The Road Race Trust will meet at least 9 times per year, either in person or remotely.
 - The Road Race Trust will discuss the day-to-day developments of the Sport of Road Racing, regulations and rules, club news and developments, season planning, and dates, club and participant supports and licence upgrades and new licences applications.
 - The Road Race Principal will be the RRAI's defacto nominee to MCUI Road Race Commissions, Inter-Centre Conferences, and will represent the RRAI at RRAI permitted events and at cross-jurisdiction Road Race events.
- 13.9 Each AC will send two appointed delegates to each Road Race Trust Meeting
- 13.10 To promptly declare any conflict of interest.
- 13.11 To act in accordance with the commitments required of RRAI Company Directors/Board members under clause 10.

14. RRAI Council

- 14.1 For RRAI council meetings to vote on matters that are the responsibility of the RRAI council at least 6 RRAI council members must be present, in person or by instant electronic means, to constitute a quorum.
- 14.2 At least 6 RRAI council members must vote, or expressly abstain from voting, on any motion for resolution at a formal RRAI council meeting for the RRAI council resolution to be valid.
- 14.3 The RRAI council must appoint one of their members to chair MA council meetings.
- 14.4 To comply with this RRAI constitution and the MCUI General Competition Rules, Code of Practice for Road Racing, RRAI General Rules Agreement, and MCUI Constitution.
- 14.5 To support, and not compromise, the integrity of all RRAI Executive board resolutions.
- 14.6 To promptly declare any conflict of interest.
- 14.7 To act in accordance with the commitments required of RRAI Company Directors/Board members under clause 10.

15. Property of the RRAI

- 15.1 RRAI must always comply with an obligation validly imposed by RRAI under the RRAI constitution on RRAI members to pay membership fees, capitation fees, insurance levies and any other fees and charges for services delivered by RRAI.
- 15.2 Fees and charges payable to RRAI is the property of RRAI including whilst those funds are held by RRAI.
- 15.3 The RRAI board may, consistently with any relevant resolution of the Board under the RRAI AC Agreement, determine at any time, and amend at any time, the fees and charges payable by any RRAI member for membership fees, affiliation fees, application fees, permit fees, insurance levies and any other fees and charges for services delivered by RRAI.
- 15.4 Fees and charges imposed by RRAI under this RRAI constitution is the property of RRAI.



- 15.5 RRAI must apply all income and property to the achievement of the RRAI objectives in accordance with the RRAI principles.
- 15.6 MA must not do either of the following:
- Pay money or give any other form of reward or compensation to directors or RRAI commission or subcommittee members.
 - Make any distribution of income or property to any member of RRAI.
- 15.7 Clause 12.6 does not apply in the following circumstances:
- The RRAI board resolves to award a trophy, gift or other reward for a RRAI member's contribution to the RRAI objectives or RRAI principles or to any competitor for achievement in RRAI sanctioned events.
 - Prize money paid for RRAI-permitted events.
 - For services rendered to RRAI as an employee or otherwise on ordinary commercial terms.
 - For goods supplied to RRAI on ordinary commercial terms.
 - For interest on borrowings from an RRAI member.
 - For rent of premises owned by a RRAI member, or in which the RRAI member has a legal or equitable interest, on ordinary commercial terms.
 - For out-of-pocket expenses incurred by a RRAI member on behalf of RRAI.
 - Payments to companies and other entities owned by RRAI for activities of that company or other entity authorised by the RRAI board.
- 15.8 The RRAI board may resolve to borrow money and give any security for the borrowing from the property of RRAI if each of the following apply:
- The purpose of the borrowing is consistent with the RRAI objectives and the RRAI principles and with this RRAI constitution generally.
 - The RRAI board is reasonably satisfied that RRAI has, or will have, the capacity to repay the loan.
- 15.9 Subject to clauses 12.10 and 12.11, if the RRAI is wound up and RRAI's liabilities to external parties plus liabilities payable under this RRAI constitution exceeds the value of all assets owned by RRAI at the time of the winding up, each AC must each contribute an equal amount sufficient to make up the deficit in RRAI's liabilities.
- 15.10 The liability of each AC under clause 12.9 is limited to €1.00.
- 15.11 The liability of RRAI members under clause 12.9 other than ACs is nil.
- 15.12 Any assets of RRAI remaining after the discharge of all RRAI liabilities on any winding up of RRAI must be distributed to an organisation or organisations having similar or comparable objectives and principles to the RRAI objectives and principles.
- 15.13 No RRAI member is entitled to any distribution of assets on winding up referred to in clause 12.12.

16. Annual General Meetings

- 16.1 The AGM, a formal meeting of the RRAI Membership, must be convened by the RRAI President annually on a date not later than 30th November
- 16.2 The RRAI President/CEO must give each RRAI member and Acs at least 28 days' notice of the time and place at which the AGM will be convened.
- 16.3 At least 5 days before an AGM is convened, the RRAI President/CEO must deliver to each RRAI AC member the minutes of the previous AGM and the RRAI annual report.
- 16.4 Each AC must send a maximum of 3 delegates to an AGM.
- 16.5 Each AC has a maximum of two votes per resolution.



- 16.6 An AGM must not transact any business not noted on the agenda for that AGM.
- 16.7 However, a meeting of the RRAI Council may be convened either immediately before or after the AGM to consider motions other than those stated in clause 14.6.
- 16.8 The business that must be transacted at the AGM is the following:
- To receive the minutes of the previous AGM.
 - To receive the RRAI annual report.
 - To appoint an auditor for the next RRAI financial year.
 - To elect candidates to elected director positions.
 - To elect new Honorary Trust life members from properly nominated candidates.
- 16.9 The outgoing President of the RRAI will be the Chair of an AGM.
- 16.10 If the position of the President/chair of the RRAI board is subject to election at that AGM, an elected Board member/Company Director not subject to election at that AGM will chair the meeting until the election for the elected President/Chair who is then the chair is declared. If that person is re-elected, he or she will chair the balance of the meeting. If the chair of the RRAI board is not re-elected, the person who commences chairing the meeting will chair the meeting to its close.
- 16.11 If the current chair of the RRAI Executive board is not subject to election at that AGM, the chair of the RRAI board, or his or her nominee from the Executive Board Members who are not subject to election at that AGM will chair the meeting.
- 16.12 Each elected Board member will be elected for a term that commences on the election of that director and expires on the commencement of the second AGM after the AGM at which the director was elected.
- 16.13 An elected Board member whose term has expired, may re-nominate as a candidate for a position as an elected Board member.
- 16.14 RRAI Board Members must be nominated and elected or appointed in accordance with parts 6.4 and 15.12

17. RRAI Seal and Licencing

- 17.1 The RRAI Seal can only be used as part of Official RRAI Documentation, Official Correspondence both digitally and in hardcopy versions.
- 17.2 The Official Seal can only be used in Official Apparel by the Executive Board, and Road Race Principal.
- 17.3 The RRAI Seal can be used in Trophies, and or Medals as issued by, or hosted by RRAI to authorised recipients.
- 17.4 The use of the RRAI Seal is at the behest of the RRAI Executive Board only and cannot be used as part of any commercial merchandising or commercial branding.
- 17.5 The RRAI Seal Representation



- Black and Yellow to represent the area where the first Road Race in Co. Meath took place in 1923.
 - St. Patricks Blue to acknowledge the heritage of the Sport in both Northern Ireland and the Republic, as St. Patrick is the patron saint of both jurisdictions.
 - The Celtic symbolism represents shapes that are unique to peoples of this Island, the Isle of Man and in Europe, where our Sport continues.
 - The motorcyclist motif is in the colour white, representing the harmony between riders and their machines, new beginnings for the sport and the honesty of sportsmanship and transparency for the good of our Road Racing Sport.
- 17.6 The Licence to sell merchandise, apparel or other must include the following trademark image.
- 17.7 The Executive Board and Marketing Committees may see fit to amend or change the following image; however, due care, diligence, future planning and accountability must be considered that the image is not misused or is in breach of advertising guidelines. The image must not be used to the detriment of the Organisations goals, Principles or Objectives.
- 17.8 There must always be a distinct differentiation between the Official RRAI Seal and the Licencing Trademark.



18. Resignation of a Board member/Road Race Principal/Participant/Company Director or Affiliated Club.

- 18.1 An RRAI 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 RRAI board and the RRAI President/CEO.
- 18.2 An affiliated Club may resign their membership of the RRAI by submitting in writing to the Executive Board chair/President or CEO giving minimum of 28 days' notice with a formal date to conclude the exiting process from the RRAI by no later than October 31st.
- 18.3 The RRAI will honour the issued Participants Licences for the length of the licence which would be 31st of December of any calendar year who belong to a Club who has left the RRAI Organisation.
- 18.4 A Licence holder may resign or relinquish their RRAI Licence in writing by also returning the Licence in the post to the Secretary of the RRAI within 14 days of notice.
- 18.5 The Licence holder's name, Licence will be sent to the relevant RRAI/MCUI Registrar.
- 18.6 Licences, Awards and or endorsements cannot be transferred to another participant.
- 18.7 The RRAI Executive Board reserves the Right to transfer Affiliated Club members to another Affiliated Club if an Affiliated Club resigns from the RRAI, is in breach of RRAI General Rules and Constitution and or ceases business/trading.



19. Grounds for the Removal of a RRAI Board Member/Director.

- 19.1 The Board member/director dies or loses legal capacity.
- 19.2 A Director is declared bankrupt.
- 19.3 The director breaches any duty stated in clause 9.1.
- 19.4 The Board member/director resigns under clause 16.1.
- 19.5 The Board member/director does something that damages the reputation of RRAI, RRAI, AC or another Sports Governing Body within the community or within government.
- 19.6 The Board member/director fails to declare a material conflict of interest.
- 19.7 The Board member/director's membership of RRAI is suspended or terminated.
- 19.8 The Board member/director commits a substantial breach of the General Rules of the Alliance.
- 19.9 The director is prohibited under the Corporations Act 2001 from holding a position as a director.

20. Removal of a Board Member/Director.

- 20.1 If any RRAI member makes a written complaint to the RRAI board that a current director/Board member has acted in a way that constitutes a ground for removal stated in clause 17, the RRAI board, excluding the director about whom the complaint was made, must act as follows:
 - It may seek evidence from any source in respect of the complaint.
 - It must promptly inform the Board member/director about whom the complaint was made, of the complaint and any evidence obtained ancillary to the complaint.
 - It may, by special resolution of the other directors, suspend the Board member/director about whom the complaint was made.
 - It must require the RRAI President to, within 14 days of receiving the complaint mentioned in clause 18.1, give notice to the RRAI Executive Board and to the Board member/director about whom the complaint was made that a RRAI council meeting will be convened, no earlier than 1 calendar month after giving the notice, to determine a motion to dismiss the Board member/director.
 - After the director about whom the complaint was made has presented his or her submission to the RRAI council at the meeting convened by notice as stated in clause 18.1, the RRAI council may remove the Board member/director by ordinary resolution.
- 19.2. If the RRAI council makes a resolution to remove a director under clause 18.1 and the RRAI board further determines that the conduct of the Board member/director that caused his or her removal from the RRAI board is serious enough to potentially warrant a further penalty, the RRAI board may appoint a judiciary committee under clause 29.1 to hear evidence about the removed director's conduct and to determine whether any further penalty is to be imposed.
- 19.3 If a Board member/director resigns under clause 18.1 or is removed under clause 18.1, the remainder of the RRAI board must continue to act as the RRAI board until the vacancy is filled in accordance with clause 8.14.



- 19.4 If any RRAI member makes a written complaint to the RRAI board that a former Board member/director has, after the adoption of this RRAI constitution, acted in a way that would constitute a ground for removal stated in clause 18, the RRAI board may seek evidence from any source in respect of the complaint.
- 19.5 If the RRAI board determines that the former Board member/director engaged in conduct after the adoption of this RRAI constitution that potentially warrants the imposition of penalties under this RRAI constitution, the RRAI board may appoint a judiciary committee under clause 29.1 to hear evidence about that former Board member/director's conduct and to determine whether any penalties are to be imposed under this RRAI constitution.

21. Vacancies on the MA board.

- 21.1 Vacancies on the MA board will be filled as follows
- The RRAI council will appoint a suitable RRAI member to the board to fill any vacancy created by the resignation or removal of an elected director or Board member.
 - The RRAI board, in consultation with the RRAI council, may appoint a suitable person, who does not have to be a member of RRAI, to fill any vacancy created by the resignation or removal of an appointed director or Board member.
 - If the vacancy has been created by the resignation or removal of the chair or vicechair, the remaining directors will choose, by ordinary resolution, a new chair or vice chair as required.
- 21.2 An RRAI member appointed to fill a vacancy on the board created by the resignation or removal of an elected director will complete the term of the elected director that appointee replaces and then that position will be subject to nomination and election.
- 21.3 If an elected director, already on the RRAI board, is appointed by the board to fill a vacancy on the board created by the resignation or removal of another elected director, he or she will be appointed to complete the term of the elected director who resigned or was removed, not the term for which he or she was first elected.

22. RRAI commissions & subcommittees.

- 22.1 All RRAI commissions and subcommittees, existing at the time this constitution is adopted by the RRAI council, continue, but in accordance with this constitution.
- 22.2 The RRAI board may, at any time by ordinary resolution, do the following:
- Abolish any RRAI commission or subcommittee.
 - Establish a RRAI commission or subcommittee for any purpose consistent with the RRAI objectives or to comply with the RRAI principles.
 - Prescribe the ambit of authority for RRAI commissions and subcommittees including any matter about which a RRAI commission or subcommittee may make a resolution that does not require ratification by the RRAI board.
- 22.3 RRAI commissions and subcommittees may be established, or continued, to regularly and collectively consider and make recommendations to the RRAI board on specific aspects of RRAI operations including, but not limited to, the following:
- The conduct of various disciplines of motorcycle sport and recreation.
 - The establishment, enforcement and amendment of rules for the conduct of motorcycle Road Racing sport.
 - The eligibility of machines and competitors who may enter specified events.



- Whole of RRAI considerations including officials and coaching.
 - Any other purpose consistent with the RRAI objectives and RRAI principles.
- 22.4 The RRAI board will directly appoint individual RRAI commissions & subcommittee members having regard to the following:
- The involvement of women, young members and current competitors.
 - Experience and expertise.
 - The ability of members to work as a team.
 - Appropriate representation of differing or competing interests.
- 22.5 A member of any RRAI commission or subcommittee may resign at any time by giving the RRAI President written notice of his or her resignation.
- 22.6 The RRAI board must prescribe the objectives and purposes of every RRAI commission and subcommittee.
- 22.7 The RRAI board may prescribe any of the following in respect of any RRAI commission or subcommittee:
- The topics of business with which it must deal.
 - The frequency at which it must meet.
 - The maximum or minimum number of persons required on the commission or subcommittee.
 - The places on the commission or subcommittee must be reserved for representatives of, respectively, special interests or regions.
 - A quorum that must be present, personally or by telephone or internet connection, for meetings of the RRAI commission or subcommittee.
 - That the RRAI commission or subcommittee must produce a budget to the RRAI President and Board for expenditure the commission or subcommittee may incur and revenue the subcommittee may receive from RRAI.
 - The format, content and detail of minutes of meeting it must produce to the RRAI President and Board following each of its meetings.
- 22.8 All members of all RRAI commissions and subcommittees are accountable to the RRAI board to always act consistently with this RRAI constitution and the purposes and objectives for which the commission or subcommittee been established.
- 22.9 All decisions and resolutions of a RRAI commission or subcommittee will be by ordinary resolution.
- 22.10 All resolutions of RRAI commission or subcommittee, except resolutions in respect of matters that RRAI board resolves under clause 21.1 are not subject to subsequent ratification by the RRAI board, and all decisions by any RRAI commission or subcommittee may be over-ruled by the RRAI board.
- 22.11 If a resolution of a commission or subcommittee is over-ruled by the RRAI board, the RRAI President must promptly inform the chair of the relevant RRAI commission or subcommittee that RRAI commission or subcommittee resolution has been overruled and invite submissions on why the resolution should not have been overruled and the RRAI board must promptly consider those submissions.
- 22.12 If a decision of a RRAI commission or subcommittee is over-ruled by the RRAI board, the RRAI President must promptly inform the relevant RRAI commission or subcommittee of that RRAI board resolution and the reasons for the RRAI board resolution.
- 22.13 Each RRAI commission or subcommittee must meet as follows:



- If the RRAI board has prescribed rules for the frequency of the RRAI commission or subcommittee meetings, the RRAI commission or subcommittee must comply with those rules.
 - If the RRAI board has not prescribed rules for the frequency of the RRAI commission or subcommittee meetings, the RRAI commission or subcommittee must meet as frequently as is reasonably necessary to discharge the objectives and purposes for which the commission or subcommittee was established.
- 22.14 Each RRAI commission and subcommittee must, within 5 business days after each of its meetings, publish to the RRAI President minutes of that meeting.
- 22.15 The form, content and detail contained in RRAI commission or subcommittee minutes must allow the RRAI board to ascertain the essential points of discussion of each agenda item and any resolution made by the commission or subcommittee in respect of each agenda item.
- 22.16 If the RRAI board forms the reasonable opinion that a RRAI commission or subcommittee member is acting contrary to the purposes and objectives for which the relevant RRAI commission or subcommittee was established or is not complying with this RRAI constitution or the rules prescribed by the RRAI board under clause 21.6, then the following apply:
- The RRAI board may request that person or persons to show cause why he, she or they should not be dismissed.
 - If the RRAI board gives a person a notice to show cause, that person may deliver to the RRAI President a written submission of the reasons why the RRAI board should not dismiss the person. The RRAI President 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.
- 22.17 At the next RRAI board meeting following the expiry of the time to show cause stated in clause 21.16, the RRAI board will consider any submission or submissions received by the RRAI President and determine either of the following:
- To dismiss the person.
 - To allow any person who received a notice to show cause under clause 21.16 to make oral representations to the RRAI board in person.
- 22.18 If the RRAI board determines to allow any person who receives a notice to show cause under clause 21.16 to make oral representations to the RRAI board in person, the RRAI President must notify that person when and where he or she is to make those submissions.
- 22.19 If the RRAI board resolves to dismiss any person, either under clause 21.17 or resolves to dismiss that person after hearing that person's oral submissions under clause 21.18, each of the following apply:
- The RRAI President must promptly notify that person after the RRAI board makes the resolution.
 - That person ceases to be a member of that subcommittee on the RRAI board making the relevant resolution.
- 22.20 The RRAI board may appoint a judiciary committee under clause 29.1 to hear evidence about the conduct of a RRAI commission or subcommittee member, or former RRAI commission or subcommittee member and to determine whether any



penalties should be imposed under this RRAI constitution in either of the following cases:

- If the RRAI board has dismissed the person under clause 21.16 and the RRAI 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 RRAI constitution.
- If the person has resigned under clause 21.5 after being required to 'show cause' under clause 21.16 and the RRAI board reasonably determines that the conduct of that person may warrant the imposition of penalties under this RRAI constitution.

22.21 If a vacancy arises on any RRAI commission or subcommittee for any reason the RRAI board will, after publishing an invitation for individual RRAI members to express interest, appoint an individual RRAI member to the relevant RRAI commission or subcommittee having regard to the matters stated in clause 21.4.

23. Resolutions General

23.1 Any resolution not required by this MA constitution to be a special resolution, will be determined by ordinary resolution as follows:

- i. In respect of meetings of the MA board or the MA council, 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.
 - 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.

Special resolutions

23.2 Any resolution required by this RRAI constitution to be a special resolution must be carried by a majority of 75% or more of those eligible to vote, and attending the relevant meeting, voting in favour of the relevant motion.

24. RRAI Accounts and Records

24.1 The RRAI President must ensure that the RRAI maintains accurate records and minutes of all financial transactions, RRAI meetings, business conducted by RRAI, and activities conducted by RRAI.

24.2 Financial and company records must be established and maintained in accordance with the Corporations Act 2000.

24.3 RRAI must maintain and keep safe the records of accounts and other matters mentioned in clause 23.1 for a period of not less than 7 years after the conclusion of a transaction or an event which the records note.

24.4 The RRAI council, at the AGM, must appoint a suitably qualified auditor or auditors by ordinary resolution for the RRAI financial year in which relevant AGM is convened.

24.5 The RRAI board must ensure that the RRAI President/CEO makes suitable arrangements with the auditor or auditors appointed under clause 23.4 for the conduct of an annual audit and facilitates the conduct of an audit of the RRAI records promptly after the conclusion of each RRAI financial year and that the auditor or auditors deliver to the RRAI board an audit report in accordance with the



requirements of the Corporations Act 2001 at least 10 business days before the date appointed for the AGM each year.

- 24.6 The audit report delivered under clause 23.5 must be presented to the AGM as part of the RRAI annual report.
- 24.7 The RRAI President/CEO must also ensure that the audit report delivered under clause 17.3 is included in the RRAI annual report as required under the Corporations Act 2001 and is presented at the AGM and is also sent to each ACs with a request to make those documents available to any member of the ACs.
- 24.8 The RRAI President/CEO must make available to any RRAI member, subject to any reasonable restrictions, all the records mentioned in clause 23.7.

25. Execution of documents

- 25.1 Cheques and negotiable instruments may be signed or authorised by both the RRAI President/ CEO and another employee, Board member recommended to the RRAI board by the RRAI President/CEO or as part of their assigned role/s within the RRAI.
- 25.2 The RRAI board may, at any time, authorise the RRAI President/CEO, other RRAI employee, a director, or directors, to sign any document on behalf of RRAI. That authority may be for the execution of a particular document, any class of document or any documents associated with specified classes of transactions.
- 25.3 Any authority granted by the RRAI board under clause 24.2 may be revoked by the RRAI board at any time.
- 25.4 A delegation made under clause 24.2 must not be further delegated by the delegate.

26. Conflicts of interest or duty.

- 26.1 A Board member/director must declare to the RRAI board any interest or duty that director may have those conflicts with, or appears to conflict with, that director's duties under this RRAI constitution or in respect of any matter being considered by the RRAI board.
- 26.2 On the declaration of a conflict under clause 25.1, the director declaring the conflict must absent himself or herself from any RRAI 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 RRAI board in respect of that matter.
- 26.3 If a Board member/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 RRAI board. The other Board members/directors must determine whether the director declaring the conflict should be excluded as stated in clause 25.2.
- 26.4 A member of any RRAI commission or subcommittee must declare to the other members of the relevant commission or subcommittee the following:
- i. Any interest or duty that person may have those conflicts with or appears to conflict with that person's duties as a RRAI commission or subcommittee member under this RRAI constitution.
 - ii. Any conflict with the purposes and objectives for which the RRAI commission or subcommittee was established or with any matter being considered by the RRAI commission or subcommittee.
- 26.5 On the declaration of a conflict under clause 25.1, the person declaring the conflict, or apparent conflict, must absent himself or herself from any commission or



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 commission or subcommittee in respect of that matter.

- 26.6 If a RRAI commission or subcommittee member is unsure whether he or she is subject to a conflict of interest or duty, that person must declare the possible conflict to the RRAI commission or subcommittee and the other RRAI commission or subcommittee members must determine whether the RRAI commission or subcommittee member declaring the conflict should be excluded as stated in clause 25.2.

27. Discipline

- 27.1 Any RRAI member, who is not a Controlling or Governing body, (complainant) may make a complaint to the RRAI board.
- i. Any complaint regarding a Controlling/Governing Body must be made to the relevant organisation and that Controlling/Governing Body must deal with that complaint under its own constitution.
- 27.2 A complainant may make a complaint, on the grounds stated in clause 26.1, in writing to the chair of the RRAI board.
- i. The RRAI board may also initiate a complaint on its own motion in respect of the conduct of an AC.
 - ii. Complaints about any Governing Body that is a MCUI participant may only be dealt with under the MCUI Agreement.
- 27.3 The grounds upon which a complainant, or the MA board, may make a complaint under clause 26.1 are limited to the following:
- i. An RRAI member (other than an GB/CB) has breached its, his or her obligations under this RRAI constitution.
 - ii. An RRAI member (other than an GB/CB) has seriously breached the RRAI General Rules of Agreement for Road Racing.
- 27.4 A RRAI member (other than an GB/CB) has brought RRAI or motorcycle road racing sport or recreation into disrepute.
- 27.5 The RRAI board must consider all complaints made under clause 26.2 against any RRAI members (other than GBs/CBs) and determine the following:
- i. Whether the complaint is frivolous or vexatious.
 - ii. Whether the complaint is more properly made to an AC and, if so, the RRAI board must refer the complaint to the relevant AC board.
 - iii. Whether the subject of the complaint is subject to disciplinary action taken by the AC of which that person or club is a member.
 - iv. Whether the relevant RRAI member (other than an GB/CB) has been sufficiently disciplined by the AC, of which the subject of the complaint is a member.
- 27.6 If the RRAI board resolves under clause 26.5.1 that the complaint is frivolous or vexatious, the RRAI board must dismiss the complaint and notify the complainant that no further action will be taken and the reasons the RRAI board has resolved to take no further action.
- i. If the RRAI board determines under clause 26.5.3 that a complaint made by a RRAI member under 26.2 or a complaint made by the RRAI board under 26.2.1 is the subject to disciplinary action being taken by an AC of which the person or club, the subject of the complaint, is a member, the RRAI board



must suspend any action until the disciplinary proceedings being conducted by the relevant AC have concluded and the person or club who is the subject of the complaint has exhausted all avenues of appeal available to it, him or her under the constitution of the relevant AC. When that has happened, the RRAI board must make a determination under clause 26.5.4.

- 27.7 If the RRAI board determines under clause 26.5.4 that any penalty imposed by the relevant AC is sufficient, having regard to the conduct about which the complaint was made, the RRAI board must notify the complainant that the RRAI board will take no further action.
- 27.8 Alternatively, to clause 26.7, if the RRAI board determines under clause 26.5.4 that any penalty imposed by the relevant AC is not sufficient, having regard to the conduct about which the complaint was made, the RRAI board must notify the person who is subject to the complaint the process the RRAI board will establish to determine if any further penalty is justified.
- 27.9 Subject to clause 19.1 and clause 21.20, the RRAI 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 26.1 or a complaint initiated by the RRAI board under clause 26.2:
- Disciplinary proceedings under the General Rules Agreement.
 - Appoint an inspector under the General Rules Agreement to investigate the complaint and make recommendations to the RRAI board about any penalty to be imposed.
 - Refer the complaint to a hearing by a tribunal appointed by the RRAI board to make recommendations to the RRAI board about any penalty to be imposed.
 - Both appoint an inspector and, after receipt of the inspector's report, appoint a tribunal to hear evidence and make recommendations to the RRAI board about any penalty to be imposed.
- 27.10 The RRAI board may impose a penalty in accordance with clause 20.7 on any RRAI member who is the subject of a complaint made under clause 26.1 or initiated by the RRAI board under clause 26.2.1 in any of the following circumstances:
- After receiving a report from an inspector appointed by the RRAI board after giving the RRAI member a chance to respond to the inspector's report.
 - After receiving the recommendations from a tribunal appointed by the RRAI board.
 - After receiving both a report from an inspector and the recommendations of a tribunal appointed by the RRAI board.

28. Disciplinary penalties

- 28.1 The penalties that may be imposed under this RRAI constitution include the following:
- In the case of a club, suspension of the club's entitlement to conduct any RRAI permitted events for a specified period or permanently.
 - Monetary penalties.
 - Restrictions or prohibitions on a person holding any elected position within RRAI, whether for all time or for a specified time.
 - Suspension or revocation of any RRAI licence.



- Restrictions or prohibitions on a person participating in or attending RRAI permitted events or AC-permitted events.
 - Termination of membership of RRAI.
- 28.2 Any penalty must be proportionate to the conduct on which the complaint is based having regard to all the following:
- The degree of seriousness of the conduct having regard to the RRAI objectives and RRAI principles.
 - Any admissions, apologies and undertakings, or refusal to admit, apologise or give undertakings by the club or person subject to the penalty.
 - The degree of cooperation or refusal to cooperate by the club or person subject to the penalty.
 - The past conduct of the club or person.
 - The likelihood that the relevant conduct will recur.
 - Any statements made by the club, its representatives or the person subject to the penalty outside the disciplinary proceedings that prejudice or compromise the disciplinary proceedings.
- 28.3 If the RRAI board imposes a penalty on a person or club under this part 27, 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:
- i. That the person or club, as relevant, wishes to appeal the penalty.
 - ii. The reason or reasons why the club or person, as relevant, considers the penalty is not consistent with the RRAI constitution.
 - iii. Any other reason why the club or person considers the penalty is not fair or reasonable in the relevant circumstances.
- 28.4 Further recourse is open to the appellant by submitting in writing to the RRAI that they wish to pursue the decision to higher sporting courts such as the MCUI, Sport Ireland, FIM, WADA, and the Court of Sports Arbitration.

29. Judiciary committee

- 29.1 The RRAI board must promptly appoint a judiciary committee to hear and determine the following:
- Disciplinary proceedings, commenced by the RRAI board under clause 8.12, against a Board member, official, director or former director.
 - Disciplinary proceedings, commenced by the RRAI board under clause 14.12, against a current or former RRAI panel member or a current or former RRAI subcommittee member.
 - An appeal from a penalty received by the chair of the MA board under clause 20.8.
- 29.2 The RRAI board may require the payment of an appeal fee from an appellant for an appeal submitted under clause 20.8.
- 29.3 The RRAI board must appoint only suitably qualified or suitably experienced people, who have no conflict of interest or conflict of duty, to any judiciary committee.
- 29.4 A solicitor or barrister alone may constitute a judiciary committee.
- 29.5 A judiciary committee appointed under this clause 20.9 must establish a process, consistent with this RRAI constitution, having regard to the nature of the proceedings



and must notify the complainant and the respondent to those proceedings of that process.

- 29.6 The judiciary committee must not depart, in any material way, from the process notified under clause 20.9.4.
- 29.7 The judiciary committee may impose a penalty under clause 20.7 in disciplinary proceedings against a director or former director commenced by the RRAI board under clause 8.12 or against a current or former RRAI commission or subcommittee commenced by the RRAI board under clause 14.12.
- i. The judiciary committee may, in any appeal in respect of a penalty imposed by the RRAI board, rescind any penalty imposed by the RRAI board and may impose a different penalty under clause 20.7.
 - ii. A judiciary committee hearing an appeal submitted under clause 20.8, may, if it dismisses the appeal, order that the appeal fee be forfeited and that the appellant pay the costs incurred by RRAI in hearing the appeal.
- 29.8 Any club or person subject to a determination of a judiciary committee in respect of an appeal may not appeal that determination.
- 29.9 Any disciplinary process or proceeding conducted by the RRAI board, any delegate of the RRAI board or by a judiciary committee must afford procedural fairness to the club or person subject to the process or proceeding.
- 29.10 The formal rules of evidence at law do not apply to any disciplinary proceedings conducted in accordance with this RRAI constitution.

30. Indemnities

- 30.1 Subject to clause 30.1.1, RRAI indemnifies, and will continue to indemnify, all directors, officers of RRAI, employees and agents against all liability incurred by any of them as follows:
- In respect of directors, Board Members and officers, where the relevant director/board member or officer acts in accordance with this RRAI 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.
- i. Clause 30.1 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 RRAI has insufficient assets to fund RRAI's liability under the indemnity.
 - RRAI must insure all directors, officers of RRAI, employees and agents against this indemnity.

31. Changing this constitution

- 31.1 The RRAI board must regularly review this RRAI constitution and, if necessary or desirable, propose amendments to this RRAI constitution that will enhance the achievement of the RRAI objectives in accordance with the RRAI principles.
- 31.2 This RRAI constitution may only be amended by special resolution of the RRAI council.



- 31.3 An amendment to this RRAI constitution effected in accordance with clause 31.2 will take effect either when the special resolution is carried at a meeting of the RRAI council or, if the resolution prescribes another time for the amendment to take effect, that other time.
- i. An amendment to this RRAI constitution must not operate retrospectively before the time at which the RRAI council carries a special resolution for the amendment.



32. Definitions

32.1 In this constitution, the following definitions apply:

- AGM means the annual general meeting of the RRAI council.
- Appointed director means a director appointed by the elected directors in consultation with the RRAI council as stated in clause 14.
- Best-for-Motorcycling and Motorcycle Road Race Sport means a determination, decision, outcome, solution or resolution to which each of the following apply:
 - a. It is consistent with RRAI Principles and values.
 - b. It facilitates Outstanding Performance in RRAI Objectives.
 - c. It is value for money for each Participant.
 - d. It is arrived at or taken for the ultimate purpose of pursuing RRAI 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.

AC means Affiliated Club to RRAI.

Business day means any weekday excluding a public holiday and excluding 24th December to 1st January of any year.

CB means Controlling Body.

Closed Roads means Road Race events on closed Public Tarmac Roads or on Tarmac Private Roads.

Elected Board member/director means a RRAI Board member/director elected by the RRAI council as stated in clause 6.

FIM means Federation Internationale Motocyclisme.

GCRs means the General Competition Rules updated and published each year by the MCUI and the RRAI and which states the general rules for all disciplines of motorcycle sport and competition.

GB means the relevant Motorcycle Sport Governing Body.

Government means the parliament and administration of the Republic of Ireland and of each local government and local government administration in the Republic of Ireland 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 RRAI board under clause 29.1 to hear and determine disciplinary proceedings against a director removed under clause 19.1, a RRAI panel member or RRAI subcommittee member



dismissed under clause 29.7 or appeals against penalties imposed by the RRAI board under this RRAI constitution.

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

MCUI is the Motorcycle Union of Ireland

- Motorcycle Union of Ireland Ulster Centre (UC)
- Motorcycling Ireland (MCI)
- Motorcycle Racing Association (MRA)

Ordinary resolution means a resolution carried as stated in clause 23 in respect of relevantly, meetings and ballots.

President means the RRAI board member appointed by the RRAI affiliated clubs and members to be president of RRAI.

Road Racing Sport includes traditional road race events such as mass starts, hill-climbs, sprints and drag racing on closed public roads and private roads.

RRAI is the Road Race Alliance of Ireland (RRAI)

RRAI board means the RRAI Executive board members and directors of RRAI constituted under part 8.

RRAI annual report means the report to members prepared by the RRAI President and Board and endorsed by the RRAI board that must be presented to each AGM and mailed to each RRAI affiliated club that must contain the following in respect of the concluded RRAI financial year preceding the AGM:

- The RRAI Presidents 's report in respect of the operations of the Organisation.
- The RRAI Councils chair's report on the governance of RRAI highlighting significant issues, achievements and failures of RRAI.
- Report from the Road Race Trust Principal.
- Reports from RRAI commissions and subcommittees.
- The audited financial accounts of RRAI.
- The auditor's report.
- A report on the operations and financial standing of RRAI.
- Any other matter determined by the RRAI board.

RRAI Board member means an elected or co-opted member of the Executive Board.

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

RRAI director means an elected director or an appointed director.

RRAI financial year means a calendar year determined by the RRAI board in accordance with the Corporations Act 2001 that must be concluded before each AGM.



RRAI intellectual property means the following:

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

RRAI member means a member mentioned in clause 5

RRAI principles means the principles stated in clause 4.

RRAI regulation means a regulation made under part 12

RRAI subcommittee means a subcommittee established by the RRAI board under part 22.

Special resolution means a resolution carried as stated in clause 23.2 in respect of, relevantly, meetings and ballots.

33. Interpretations

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

- i. Definitions used in the General Rules of Agreement for Road Racing to apply in this RRAI constitution as follows:
 - To the extent only that the definitions used in the General Rules of Agreement for Road Racing are consistent with this RRAI constitution.
 - To the extent any definitions in the General Rules of Agreement for Road Racing conflict with this RRAI constitution, this RRAI constitution prevails.
- ii. Headings are inserted for convenience only and do not affect the interpretation of this constitution.
- iii. A reference in this constitution to a business day means a day other than a
- iv. Saturday or Sunday on which banks are open for business generally in the Republic of Ireland.
- v. 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.
- vi. A reference in this constitution to 'euros' or '€' means Euros and all amounts payable under this constitution are payable in Euros.
- vii. 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.
- viii. A reference in this constitution to any document or constitution is to that document or constitution as amended, novated, supplemented or replaced.
- ix. A reference to a clause, part, schedule or attachment is a reference to a clause, part, schedule or attachment of or to this constitution.



- x. An expression importing a natural person includes any company, trust, partnership, joint venture, association, body corporate or governmental agency.
- xi. 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.
- xii. 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.
- xiii. A reference to the word 'includes' or 'including' is to be interpreted without limitation.
- xiv. A reference to a clause [e.g. 1.1 or 5.1 etc] in another clause in this constitution is a reference to all the parts of that clause [e.g. 1.1, 1.1.1 etc] unless the reference is specifically to a subclause].
- xv. A reference to a part of a clause within that same clause is a reference only to the part stated to the clause [e.g. 1.1], unless the reference is specifically to the whole clause.
- xvi. A reference to a part is a reference to all the provisions in the part identified by a whole number [e.g. 1, 2, 3 etc]
- xvii. Any schedules and attachments form part of this constitution.

