Central Coast Cycling Club

Constitution

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Part 1 Preliminary

1 Definitions

(1) In this constitution:

committee member means an office-bearer or ordinary committee member.

exercise a function includes perform a duty.

function includes a power, authority or duty.

office-bearer means a committee member who is elected to an office referred to in clause 14(1)(a)(i) - (iv).

ordinary committee member means a committee member who is not an office-bearer.

register of members means the register of members maintained under clause 4.

secretary, of the association, means:

(a) the person holding office under this constitution as secretary, or

(b) if no person holds that office -the public officer of the association.

special general meeting, of the association, means a general meeting of the association other than an annual general meeting.

subcommittee means a subcommittee established under clause 20.

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2022*.

Note: The Act and the *Interpretation Act 1987* contain definitions and other provisions that affect the interpretation and application of this constitution.

(2) The *Interpretation Act 1987* applies to this constitution as if it were an instrument made under the Act.

Note: The Act, Part 4 deals with various matters relating to the management of associations.

Part 2 Members of association

2 Membership generally

(1) An individual is taken to be a member of the association if:

(a) the person applied to be a member under clause 3(1) and the application has been approved, or

(b) the person was 1 of the individuals on whose behalf an application for registration of the association was made under the Act, section 6(1)(a).

(2) A person who is not an individual is not eligible to be a member of the association.

3 Membership applications

(1) An application by a person to be a member of the association must be made electronically via the AusCycling website.

(2) The applicant becomes a member once the applicant's name is entered in the register.

4 Register of members

(1) The secretary must establish and maintain a register of members of the association.

(2) The register:

(a) may be in written or electronic form, and

(b) must include, for each member:

(i) the member's full name, and

(ii) a residential, postal or email address, and

(iii) the date on which the person became a member, and

(iv) if the person ceases to be a member - the date on which the person ceased to be a member, and

(c) must be available for inspection, free of charge, by members at a reasonable time, and

(d) if kept in electronic form -must be able to be converted to hard copy.

(3) If the register is kept in electronic form, the requirements in subclause (2)(c) and (d) apply as if a reference to the register is a reference to a current hard copy of the register.

(4) A member may obtain a hard copy of the register, or a part of the register, on payment of a fee of not more than $1, as determined by the committee, for each page copied.

(5) Information about a member, other than the member's name, must not be made available for inspection if the member requests that the information not be made available.

(6) A member must not use information about a member obtained from the register to contact or send material to the member, unless:

(a) the information is used to send the member:

(i) a newsletter, or

(ii) a notice for a meeting or other event relating to the association, or

(iii) other material relating to the association, or

(b) it is necessary to comply with a requirement of the Act or the Regulation.

5 Fees and subscriptions

(1) The entrance fee to be paid to the association by a person who applies to be a member of the association is determined by AusCycling's membership fee structure. A person who wishes to be a member of the association can self-select the level and length of membership as set out by AusCycling.

The liability of a member of the association to contribute to the payment of either of the following is limited to the amount of any outstanding fees for the member under clause 5:

(a) the debts and liabilities of the association,

(b) the costs, charges and expenses of the winding up of the association.

6 Life Membership

(1) For a member to be considered for life membership:

(a) Nomination of a member must be made in writing to the committee, a minimum of one (1) month prior to the next general meeting, and

(b) The member must have a minimum of ten (10) years of membership, and

(c) Has rendered outstanding services to the club as deemed by the committee.

(2) If the member is approved by the committee for life membership:

(a) The club will reimburse the member's AusCycling license fee in full within 14 days upon receiving the AusCycling payment receipt from the member.

(3) A life membership can be revoked by the committee in the event of:

(a) the individual voluntarily leaves the club, or

(b) in the view of the committee is found to have conducted themselves in a manner that brings the club into disrepute.

7 Disciplinary action against members

(1) A person may make a complaint to the committee that a member of the association has:

(a) failed to comply with a provision of this constitution, or

(b) willfully acted in a way prejudicial to the interests of the association.

(2) The committee may refuse to deal with a complaint if the committee considers the complaint is trivial or vexatious.

(3) If the committee decides to deal with the complaint, the committee must:

(a) serve notice of the complaint on the member, and

(b) give the member at least 14 days from the day the notice is served on the member within which to make submissions to the committee about the complaint, and

(c) consider any submissions made by the member.

(4) The committee may, by resolution, expel the member from the association or suspend the member's membership if, after considering the complaint, the committee is satisfied that:

(a) the facts alleged in the complaint have been proved, and

(b) the expulsion or suspension is warranted.

(5) If the committee expels or suspends the member, the secretary must, within 7 days of that action being taken, give the member written notice of:

(a) the action taken, and

(b) the reasons given by the committee for taking the action, and

(c) the member's right of appeal under clause 9.

(6) The expulsion or suspension does not take effect until the later of the following:

(a) the day the period within which the member is entitled to exercise the member's right of appeal expires, or

(b) if the member exercises the member's right of appeal within the period - the day the association confirms the resolution under clause 9.

8 Right of appeal against disciplinary action

(1) A member may appeal against a resolution of the committee under clause 7 by lodging a notice of appeal with the secretary within 7 days of being served notice of

the resolution.

(2) The member may include, with the notice of appeal, a statement of the grounds on which the member intends to rely for the purposes of the appeal.

(3) The secretary must notify the committee that the secretary has received a notice of appeal.

(4) If notified that a notice has been received, the committee must call a general meeting of the association to be held within 28 days of the day the notice was received.

(5) At the general meeting:

(a) no business other than the question of the appeal is to be transacted, and

(b) the member must be given an opportunity to state the member's case orally or in writing, or both, and

(c) the committee must be given the opportunity to state the committee's case orally or in writing, or both, and

(d) the members present must vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

(6) The appeal is to be determined by a simple majority of votes cast by the members.

9 Resolution of internal disputes

(1) The following disputes must be referred to a Community Justice Centre within the meaning of the *Community Justice Centres Act 1983* for mediation:

(a) a dispute between 2 or more members of the association, but only if the dispute is between the members in their capacity as members, or

(b) a dispute between 1 or more members and the association.

(2) If the dispute is not resolved by mediation within 3 months of being referred to the Community Justice Centre, the dispute must be referred to arbitration.

(3) The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

10 Membership entitlements not transferable

A right, privilege or obligation that a person has because the person is a member of the association:

(a) cannot be transferred to another person, and

(b) terminates once the person ceases to be a member of the association.

11 Membership transfer to another club

(1) A member of the club can transfer their membership to another club via AusCycling.

12 Cessation of membership

A person ceases to be a member of the association if the person:

(a) dies, or

(b) resigns from being a member, or

(c) is expelled from the association, or

(d) fails to pay the subscription fee payable under clause 5(2) within 24 hours of membership lapse via AusCycling.

Part 3 Committee

Division 1 Constitution

13 Functions of committee

Subject to the Act, the Regulation, this constitution and any resolution passed by the association in general meeting, the committee:

(a) is to control and manage the affairs of the association, and

(b) may exercise all the functions that may be exercised by the association, other than a function that is required to be exercised by the association in general meeting and has power to do all things that are necessary or convenient to be done for the proper management of the affairs of the association.

14 Composition of committee

(1) The committee must have 8 members, as elected in accordance with clause 1, consisting of:

(a) the following office-bearers:

(i) the president,

(ii) the vice-president,

(iii) the secretary,

(iv) the treasurer, and

(b) at least 4 ordinary committee members.

Note - The Act, section 28 contains requirements relating to membership eligibility and composition of the committee.

(2) An office-bearer may hold up to 2 offices, other than both the offices of president and vice-president.

15 Election of committee members

(1) Any member of the association may be nominated as a candidate for election as an office-bearer or ordinary committee member.

(2) The nomination must be:

(a) made in writing, and

(b) signed by at least 2 members of the association, not including the candidate, and

(c) accompanied by the written consent of the candidate to the nomination, and

(d) given to the secretary at least 7 days before the date fixed for the annual general meeting at which the election is to take place.

(3) If insufficient nominations are received to fill all vacancies:

(a) the candidates nominated are taken to be elected, and

(b) a call for further nominations must be made at the meeting.

(4) A nomination made at the meeting in response to a call for further nominations must be made in the way directed by the member presiding at the meeting.

(5) Vacancies that remain after a call for further nominations are taken to be casual vacancies.

(6) If the number of nominations received is equal to the number of vacancies to be filled, the members nominated are taken to be elected.

(7) If the number of nominations received is more than the number of vacancies to be filled, a ballot must be held at the meeting in the way directed by the committee.

16 Terms of office

(1) Subject to this constitution, a committee member holds office from the day the member is elected until immediately before the next annual general meeting.

(2) A member is eligible, if otherwise qualified, for re-election.

(3) There is no limit on the number of consecutive terms for which a committee member may hold office.

17 Vacancies in office

(1) A casual vacancy in the office of a committee member arises if the member:

(a) dies, or

(b) ceases to be a member of the association, or

(c) resigns from office by written notice given to the secretary, or

(d) is removed from office by the association under this clause, or

(e) is absent from 3 consecutive meetings of the committee without the consent of the committee, or

(f) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or

(g) is prohibited from being a director of a company under the *Corporations Act 2001* of the Commonwealth, Part 2D.6, or

(h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty is imprisonment for at least 3 months, or

(i) becomes a mentally incapacitated person.

(2) The association in general meeting may, by resolution:

(a) remove a committee member from office at any time, and

(b) appoint another member of the association to hold office for the balance of the committee member's term of office.

(3) A committee member to whom a proposed resolution referred to in subclause (2) relates may:

(a) give a written statement, of a reasonable length, to the president or secretary, and

(b) request that the committee send a copy of the statement to each member of the association at least 7 days before the general meeting at which the proposed resolution will be considered.

(4) If the committee fails to send a copy of a statement received under subclause (3)(a) to each member in accordance with a request made under subclause (3)(b), the statement must be read aloud by the member presiding at the general meeting at which the proposed resolution will be considered.

(5) The committee may appoint a member of the association to fill a casual vacancy other than a vacancy arising from the removal from office of a committee member.

(6) Subject to this constitution, a member appointed to fill a casual vacancy holds office until the next annual general meeting.

18 Secretary

(1) As soon as practicable after being elected as secretary, the secretary must lodge a notice with the association specifying the secretary's address.

(2) The secretary must keep minutes of:

(a) all elections of committee members, and

(b) the names of committee members present at a meeting of the committee or a general meeting, and

(c) all proceedings at committee meetings and general meetings.

(3) The minutes must be:

(a) kept in written or electronic form, and

(b) for minutes of prior month's meeting are adopted at each monthly meeting, by:

(i) the member who presided at the meeting, or

(ii) the member presiding at the subsequent meeting.

19 Treasurer

The treasurer of the association must ensure—

(a) all money owed to the association is collected, and

(b) all payments authorised by the association are made, and

(c) correct books and accounts, written or electronic, are kept showing the financial affairs of the association, including full details of receipts and expenditure relating to the association's activities.

20 Delegation to subcommittees

(1) The committee may:

(a) establish 1 or more subcommittees to assist the committee to exercise the committee's functions, and

(b) appoint 1 or more members of the association to be the members of the subcommittee.

(2) The committee may delegate to the subcommittee the exercise of the committee's functions specified in the instrument, other than:

(a) this power of delegation, or

(b) a duty imposed on the committee by the Act or another law.

Note: The *Interpretation Act 1987*, section 49 deals with various matters relating to delegations.

Division 2 Procedure

21 Committee meetings

(1) The committee must meet each month at a place and time determined by the committee.

(2) Additional meetings of the committee may be called by any committee member.

(3) The procedure for calling and conducting business at a meeting of a subcommittee is to be as determined by the subcommittee.

Note: The Act, section 30(1) provides that committee meetings may be held as and when the association's constitution requires.

22 Notice of committee meeting

(1) The association meets on the third Tuesday of each month. The secretary must give each committee member oral or written notice of a committee meeting change at least 7 days, or another period on which the committee members unanimously agree, before the time the meeting is due to commence.

(2) The notice must describe the general nature of the business to be transacted at the meeting.

(3) The only business that may be transacted at the meeting is:

(a) the business described in the notice, and

(b) business that the committee members present at the meeting unanimously agree is urgent business.

23 Quorum

(1) The quorum for a meeting of the committee is 8 committee members.

(2) No business may be transacted by the committee unless a quorum is present.

(3) If a quorum is not present within half an hour of the time the meeting commences, the meeting can proceed without any business decision-making or it can be adjourned:

(a) to the same place, and

(b) to the same time of the same day in the following week.

(4) If a quorum is not present within half an hour of the time the adjourned meeting commences, the meeting is dissolved.

(5) If the number of committee members is less than the number required to constitute a quorum for a committee meeting, the committee members may appoint 1 or more members of the association as committee members to enable the quorum to be constituted.

(6) A committee member appointed under subclause (5) holds office, subject to this constitution, until the next annual general meeting.

(7) This clause does not apply to the filling of a casual vacancy to which clause 18 applies.

Note: The Act, section 28A provides for the filling of vacancies on the committee to constitute a quorum.

24 Presiding committee member

(1) The following committee member presides at a meeting of the committee:

(a) the president,

(b) if the president is absent - the vice-president,

(c) if both the president and vice-president are absent – either the secretary or treasurer , as elected by the other members.

(2) The member presiding at the meeting has:

(a) a deliberative vote, and

(b) in the event of an equality of votes - a second or casting vote.

25 Voting

A decision supported by a majority of the votes cast at a meeting of the committee or a subcommittee at which a quorum is present is the decision of the committee or subcommittee.

26 Acts valid despite vacancies or defects

(1) Subject to clause 24(1), the committee may act despite there being a casual vacancy in the office of a committee member.

(2) An act done by a committee or subcommittee is not invalidated because of a defect relating to the qualifications or appointment of a member of the committee or subcommittee.

27 Transaction of business outside meetings or by telephone or other means

(1) The committee may transact its business by the circulation of papers, including by electronic means, among all committee members.

(2) If the committee transacts business by the circulation of papers, a written resolution, approved in writing via email by a majority of committee members, is taken to be a decision of the committee made at a meeting of the committee.

(3) The committee may transact its business at a meeting at which 1 or more committee members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.

(4) The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the committee for the purposes of:

(a) the approval of a resolution under subclause (2), or

(b) a meeting held in accordance with subclause (3).

(5) A resolution approved under subclause (2) must be recorded in the minutes of the meetings of the committee.

Note: The Act, section 30(2) and (3) contains requirements relating to meetings held at 2 or more venues using technology.

Part 4 General meetings of association

28 Annual general meetings

(1) The association must hold the association's first annual general meeting within 18 months of the day the association was registered under the Act.

(2) The association must hold subsequent annual general meetings:

(a) prior to December of each calendar year, or

(b) the later period allowed or prescribed in accordance with the Act, section 37(2)(b).

(3) Subject to the Act and subclauses (1) and (2), the annual general meeting is to be held at the place and time determined by the committee.

(4) The business that may be transacted at an annual general meeting includes the following:

(a) confirming the minutes of the previous annual general meeting and any special general meetings held since the previous annual general meeting,

(b) receiving reports from the committee on the association's activities during the previous financial year,

(c) electing office-bearers and ordinary committee members,

(d) receiving and considering financial statements or reports required to be submitted to members of the association under the Act.

Note: The Act, section 37(1) and (2) provides for when annual general meetings must be held.

29 Special general meetings

(1) The committee may call a special general meeting whenever the committee thinks fit or if an office bearing role as per Clause 15.1(a) becomes vacant prior to an AGM.

(2) The committee must call a special general meeting if the committee receives a request made by at least 5% of the total number of members.

(3) The request:

(a) must be in writing, and

(b) must state the purpose of the meeting, and

(c) must be signed by the members making the request, and

(d) may consist of more than 1 document in a similar form signed by 1 or more members, and

(e) must be lodged with the secretary, and

(f) may be in electronic form and signed and lodged by electronic means.

(4) If the committee fails to call a special general meeting within 1 month of the request being lodged, 1 or more of the members who made the request may call a special general meeting to be held within 3 months of the date the request was lodged.

(5) A special general meeting held under subclause (4) must be conducted, as far as practicable, in the same way as a general meeting called by the committee.

30 Notice of general meeting

(1) The secretary must give each member notice of a general meeting:

(a) if a matter to be determined at the meeting requires a special resolution - at least 21 days before the meeting, or

(b) otherwise - at least 14 days before the meeting.

(2) The notice must specify:

(a) the place and time at which the meeting will be held, and

(b) the nature of the business to be transacted at the meeting, and

(c) if a matter to be determined at the meeting requires a special resolution - that a special resolution will be proposed, and

(d) for an annual general meeting - that the meeting to be held is an annual general meeting.

(3) The only business that may be transacted at the meeting is:

(a) the business specified in the notice, and

(b) for an annual general meeting - business referred to in clause 29(4).

(4) A member may give written notice to the secretary of business the member wishes to

raise at a general meeting.

(5) If the secretary receives a notice under subclause (4), the secretary must specify the nature of the business in the next notice calling a general meeting.

31 Quorum

(1) The quorum for a general meeting is 5 members of the association entitled to vote under this constitution.

(2) No business may be transacted at a general meeting unless a quorum is present.

(3) If a quorum is not present within half an hour of the time the meeting commences, the meeting:

(a) if called on the request of members - is dissolved, or

(b) otherwise - is adjourned:

(i) to the same time of the same day in the following week, and

(ii) to the same place, unless another place is specified by the member presiding at the meeting at the time of the adjournment or in a written notice given to members at least 1 day before the adjourned meeting.

(4) If a quorum is not present within half an hour of the time an adjourned meeting commences, but there are at least 3 members present, the members present constitute a quorum.

32 Adjourned meetings

(1) The member presiding at a general meeting may, with the consent of the majority of the members present, adjourn the meeting to another time and place.

(2) The only business that may be transacted at the adjourned meeting is the business remaining from the meeting at which the adjournment took place.

(3) If a meeting is adjourned for at least 14 days, the secretary must give each member oral or written notice, at least 1 day before the adjourned meeting, of:

(a) the time and place at which the adjourned meeting will be held, and

(b) the nature of the business to be transacted at the adjourned meeting.

33 Presiding member

(1) The following member presides at a general meeting:

(a) the president,

(b) if the president is absent - the vice-president,

(c) if both the president and vice-president are absent – the secretary or treasurer present at the meeting, as elected by the other members.

(2) The member presiding at the meeting has:

(a) a deliberative vote, and

(b) in the event of an equality of votes - a second or casting vote.

34 Voting

(1) A member is not entitled to vote at a general meeting unless the member:

(a) is at least 18 years of age, and

(b) has paid all money owed by the member to AusCycling.

(2) Each member has 1 vote, except as provided by clause 34(2)(b).

(3) A question raised at the meeting must be decided by:

(a) a show of hands, or

(b) if clause 37 applies - an appropriate method as determined by the committee, or

(c) a written ballot, but only if:

(i) the member presiding at the meeting moves that the question be decided by ballot, or

(ii) at least 5 members agree the question should be determined by ballot.

(4) If a question is decided using a method referred to in subclause (3)(a) or (b), either of the following is sufficient evidence that a resolution has been carried, whether unanimously or by a majority, or lost, using the method:

(a) a declaration by the member presiding at the meeting,

(b) an entry in the association's minute book.

(5) A written ballot must be conducted in accordance with the directions of the member presiding.

(6) A member cannot cast a vote by proxy.

35 Postal, electronic or combined ballots

(1) The association may hold a postal, electronic or combined ballot, as determined by the committee, to decide any matter other than an appeal under clause 8.

(2) The ballot must be conducted in accordance with Schedule 2 of the Regulation.

36 Transaction of business outside meetings or by telephone or other means

(1) The association may transact its business by the circulation of papers, including by electronic means, among all members of the association.

(2) If the association transacts business by the circulation of papers, a written resolution, approved in writing by a majority of members, is taken to be a decision of the association made at a general meeting.

(3) The association may transact its business at a general meeting at which 1 or more members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.

(4) The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the association for the purposes of:

(a) the approval of a resolution under subclause (2), or

(b) a meeting held in accordance with subclause (3).

(5) A resolution approved under subclause (2) must be recorded in the minutes of the meetings of the association.

Note: The Act, section 37(3) and (4) contains requirements relating to meetings held at 2 or more venues using technology.

Part 5 Administration

37 Change of name, objects or constitution

An application for registration of a change in the association's name, objects or

constitution made under the Act, section 10 must be made by:

(a) the public officer, or

(b) a committee member.

38 Funds

(1) Subject to a resolution passed by the association, the association's funds may be derived from the following sources only:

(a) the entrance fees and annual subscription fees payable by members,

(b) donations,

(c) other sources as determined by the committee.

(2) Subject to a resolution passed by the association, the association's funds and assets must be used to pursue the association's objects in the way that the committee determines.

(3) As soon as practicable after receiving money, the association must:

(a) deposit the money, without deduction, to the credit of the association's authorised deposit-taking institution account, and

(b) issue a receipt for the amount of money received to the person from whom the money was received.

(4) A cheque or other negotiable instrument must be signed by 2 authorised signatories.

Note: The Act, section 36 provides for the appointment of authorised signatories.

39 Insurance

The association may take out and maintain insurance as appropriate for the association's assets and liabilities.

40 Non-profit status

Subject to the Act and the Regulation, the association must not conduct the association's affairs in a way that provides a pecuniary gain for a member of the association.

Note: See the Act, section 40.

41 Service of notices

(1) For the purposes of this constitution, a notice may be given to or served on a person:

(a) by delivering the notice to the person personally, or

(b) by sending the notice by pre-paid post to the address of the person, or

(c) by sending the notice by electronic transmission to an address specified by the person for giving or serving the notice.

(2) A notice is taken to have been given to or served on a person, unless the contrary is proved:

(a) for a notice given or served personally - on the date on which the notice is received by the person, or

(b) for a notice sent by pre-paid post - on the date on which the notice would have been delivered in the ordinary course of post, or

(c) for a notice sent by electronic transmission:

(i) on the date the notice was sent, or

(ii) if the machine from which the transmission was sent produces a report

indicating the notice was sent on a later date—on the later date.

42 Custody of records and books

Except as otherwise provided by this constitution, all records, books and other documents relating to the association must be kept in New South Wales:

(a) at the association's main premises, in the custody of either of the following persons, as determined by the committee:

(i) the public officer,

(ii) a member of the association, or

(b) if the association has no premises - at the association's official address, or in the custody of the public officer.

43 Inspection of records and books

(1) The following documents must be available for inspection, free of charge, by members of the association at a reasonable time:

(a) this constitution,

(b) minutes of committee meetings and general meetings of the association,

(c) records, books and other documents relating to the association.

(2) A member may inspect a document referred to in subclause (1):

(a) in hard copy, or

(b) in electronic form, if available.

(3) A member may obtain a hard copy of a document referred to in subclause (1) on payment of a fee of not more than $1, as determined by the committee, for each page copied.

(4) The committee may refuse to allow a member to inspect or obtain a copy of a document under this clause:

(a) that relates to confidential, personal, commercial, employment or legal matters, or

(b) if the committee considers it would be prejudicial to the interests of the association for the member to do so.

44 Financial year

The association's financial year is:

The period commencing on the date of incorporation of the association and ending on the following 30 June, and

(a) each period of 12 months after the expiration of the previous financial year, commencing on 1 July and ending on the following 30 June.

Note: The Regulation, section 21 contains a substitute clause 44 for certain associations incorporated under the *Associations Incorporation Act 1984*.

45 Distribution of property on winding up

(1) Subject to the Act and the Regulation, in a winding up of the association, the surplus property of the association must be transferred to another organisation:

(a) with similar objects, and

(b) which is not carried on for the profit or gain of the organisation's members.

(2) In this clause:

surplus property has the same meaning as in the Act, section 65.