

SOUTH AUSTRALIAN RECREATIONAL CYCLING CLUB INC CONSTITUTION

South Australian Recreational Cycling Club Incorporated Rules **November 2018**

1. Name

1.1 The name of the Association shall be South Australian Recreational Cycling Club Incorporated, hereinafter referred to as the association.

2. Definitions

2.1 "committee" means the committee of management of the association.

2.2 "general meeting" means a general meeting of members.

2.3 "member" means a member of the association.

2.4 "the Act" means the Associations Incorporation Act 1985.

2.5 "Officials" means any member acting as a committee member or by consent of the committee acting on behalf of the association, and will include ride and tour leaders, support assistants and social organisers.

2.6 "special resolution" is a resolution that is required to change these rules, amalgamate with any other association, wind up the association or remove a committee member from the committee.

2.7 "ordinary resolution" means a resolution passed by a simple majority at a general meeting.

3. Objectives and Powers

3.1 The association shall be non-party political, non-sectarian and non-profit making.

3.2 The association shall have the following objectives:

3.2.1 To promote and encourage cycling and social activities for recreational cyclists.

3.2.2 To organize supported and unsupported cycling tours for members.

3.2.3 To organize regular and occasional group day rides for members and guests.

3.2.4 To promote safe cycling.

3.3 The association shall have all the powers conferred by section 25 of the Act.

4. Membership

4.1 Any natural person who supports the objectives of the association and who undertakes to be bound by its rules and constitution may apply for membership of the association.

4.2 The application for membership shall be made in writing on the application form and submitted personally by mail or electronically to the Treasurer. All applications for membership of the association shall be accompanied by the prescribed membership fee.

4.3 The committee shall have the power to revoke any membership. This decision shall be sent to the member in writing within 14 days stating the decision and reasons. The member has the right to respond to the committee within 14 days in writing stating reasons why the decision should be rescinded. The committee shall hold a general meeting within 6 weeks of receiving the response. The agenda for the meeting shall be circulated to all members along with both the committee's and member's letters.

4.4 The annual membership subscription shall be such sum as the members shall from time to time determine at a general meeting of the association.

4.5 Members of the association who have not paid or renewed their membership shall be declared unfinancial and will be ineligible to vote at meetings of the association or to stand for any office of the association. An unfinancial member who has not renewed membership within 28 days of receiving a final reminder notice from the Treasurer may have their membership revoked.

4.6 The committee shall keep a register of members which shall contain the name and address of each member.

4.7 A member may resign from membership of the association by giving written notice thereof to the committee. There will be no refund for any unused portion of membership.

5. The Committee

5.1 The affairs of the association shall be managed and controlled by a committee of 7 members, subject to any direction it shall receive from any meeting of members of the association, which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the association and are not by the act or by these rules required to be done by the association in general meeting. Subject to any direction

it may receive from any meeting of members of the association, the committee has the management and control of the funds and other property of the association.

5.2 The committee shall arrange continuous coverage for Public Liability and Association and Officials insurance.

5.3 Persons elected to the following positions shall comprise the committee of the association:

5.3.1 President who shall act as Chairperson of the association. In the absence of the President, or if he or she declines to act as Chairperson, such other Person elected by the members present at the meeting shall act as Chairperson of any meeting.

5.3.2 Secretary who shall maintain the official records of the association as required by the act, deal with incoming and outgoing correspondence as required, distribute minutes of all meetings (committee and general) & prepare and distribute agenda for meetings.

5.3.3 Treasurer who shall keep an account of all monies received and disbursed by the association, prepare a financial statement for each committee meeting and the annual general meeting and maintain the register of association members.

5.3.4 Rides Coordinator who shall coordinate the rides programme and distribute it to all members.

5.3.5 3 other members of the association who shall undertake and perform all such duties as the committee shall direct. (Note any member who is unsuccessful for any of the 4 elected positions will be considered to have nominated for a general committee position).

5.4 The first committee of the association shall be the immediate past committee members of both Adelaide Touring Cyclists Inc and Cycling for Pleasure Group Inc. The positions on the first committee shall be decided by that committee. The first committee shall hold office until the first annual general meeting after incorporation.

5.5 The term of office of all committee members shall end at the date of the next annual general meeting.

5.6 The President of the committee shall not hold office for any more than 2 consecutive terms from the date of their first election and shall not stand again for election as President until a further 1 term has passed. The President may stand for election for any other position on the committee during that year.

5.7 Clause Deleted November 2018

5.8 Nominations for election to President, Treasurer, Secretary, Rides Coordinator and the 3 executive members can be by email from the member standing for election and be sent to sarccexec@gmail.com up to 7 days prior to the date of the proposed meeting. Notice of all persons seeking election to the committee shall be posted on SARCC website. The chairperson of the general meeting must also call for nominations from the floor of the meeting. All positions on the Committee must be elected by a Majority of Members present at the Annual General Meeting in a secret ballot regardless of the number of nominations received

5.9 The committee may appoint a person to fill a casual vacancy and such a committee member shall hold office until the next annual general meeting of the association. There may only be a maximum of 2 casual vacancies filled by appointment by the committee at any one time.

5.10 Any member of the committee may be removed from office by a special resolution of the association. A new committee member to replace one removed from office under this sub clause may be elected at the same meeting.

5.11 The office of a committee shall become vacant if a committee member is:

5.11.1 Disqualified from being a committee member by the Act.

5.11.2 Expelled as a member under these rules.

5.11.3 Permanently incapacitated by ill health.

5.11.4 Absent without apology from more than 3 committee meetings in a financial year.

5.12 The Committee shall appoint a Public Officer. This person shall be eligible under the act and have knowledge of the requirements of the act for the position.

5.13 The committee shall meet as often as shall be necessary to conduct the business of the association but shall meet at least once every 3 months. Any 2 members of the committee shall be entitled to call a meeting. A quorum at any meeting of the committee shall be at least four members.

5.14 Notice of all meetings of the committee shall be given by the Secretary to members of the committee at least 7 days before the date of such meeting. The

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accidental non-receipt by any member of any such notice shall not invalidate or affect any proceedings at such meetings.

5.15 Questions arising at any meeting of the committee shall be decided by a majority of votes, and in the event of equality of votes the chairperson shall have a casting vote in addition to a deliberative vote.

5.16 A member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract, with the association must disclose the nature and extent of that interest to the committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The committee member must disclose the nature and extent of his or her interest in the contract at the next meeting of the association.

6. Sub-Committees of the Association

6.1 In addition to the committee, the association may appoint members to sub-committees as it considers necessary.

6.2 The powers, duties and procedures of such sub-committees shall be determined or varied at any meeting of the association.

6.3 Each sub-committee established under this clause shall report to the committee on any matters relevant to its work. The Chairperson of such committees shall be elected at a meeting of that sub-committee.

7. Affiliation with other organisations

7.1 The association may affiliate with such other organisations as its members shall determine in a general meeting.

8. General Meetings

8.1 An annual general meeting of the association shall be held within 5 calendar months of the end of the financial year.

8.2 The notice of an annual general meeting shall be accompanied by reports from the President and Treasurer and such other reports requested by the committee.

8.3 At least 14 days prior notice of a general meeting shall be given to members.

8.4 The notice shall set out where and when the meeting will be held and particulars of the nature and order of the business to be transacted at the meeting.

8.5 Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.

8.6 Notice of a general meeting may be given by serving the member with the notice personally or by sending it by post to the address appearing in the register of members or by E-Mail. Where a notice is sent by post or E-mail, service of the notice shall be deemed to have been effected at the time at which the letter or E-mail would be delivered in the ordinary course of post or E-mail.

8.7 A general meeting of the members of the association may be convened by:

8.7.1 The committee.

8.7.2 A request in writing to the committee signed by not less than 10 members.

8.8 The committee shall ensure that such a meeting takes place no later than 30 days after the receipt of the request for the meeting. The notice of any general meeting shall state the object of any business to be dealt with at the meeting. Such business shall be the sole item(s) in the agenda of that meeting.

9. Procedures at General Meetings of the Association

9.1 The Chairperson of a general meeting of the association shall be the President. In the absence of the President, or if he or she declines to act as Chairperson, such other person elected by the members present at the meeting shall act as Chairperson of any general meeting.

9.2 Fifteen financial members shall constitute a quorum at any general meeting. In the case of a meeting at which no quorum shall be present 10 minutes after the time fixed for the general meeting the meeting shall stand adjourned until the next scheduled club meeting on which occasion those present shall be deemed a quorum.

9.3 All decisions of the association or any of its committees shall if necessary be determined by a vote of members present (including any proxy votes) at any such meeting. A simple majority in favour of a proposal shall be sufficient to cause it to be passed, with the exception of those items which require to be passed as a special resolution.

9.4 A special resolution is required to be passed by a vote of all members present (including proxy votes). A minimum of three quarters of the votes cast must be in favour of the resolution for it to be passed.

9.5 At all meetings of the association, the Chairperson shall have a casting vote in addition to his/her deliberative vote. 9.6 Unless a poll is demanded by at least 5 members a question for decision may be determined by a show of hands.

9.7 A member shall be entitled to appoint in writing a natural person who is a member of the association to be their proxy and attend and vote at any general meeting of the association.

10. Records of the Association

10.1 All records of the association shall be open for the inspection by any member at any reasonable time with due respect for the Law and Statutes regarding privacy.

10.2 The association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the association.

10.3 The association shall keep and retain all minutes of Committee and General Meetings. These minutes shall be ratified by the members present at the next equivalent meeting of the association and signed and dated by the chairman of the original meeting or the subsequent meeting when passed.

10.4 At each annual general meeting, an income and expenditure statement and balance sheet for the financial year just ending shall be presented to the members.

11. Financial Management of the Association

11.1 The income and capital of the association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the association as approved by the Treasurer and one other Committee Member.

11.2 The Financial Year of the association shall be from 1st July to 30th June.

11.3 At any annual general meeting the members may appoint an auditor to audit the financial accounts and management of the association and to report to the members upon it. The cost of such audit shall be met from the funds of the association.

12. Rules for participants in Events

12.1 The association may have supplementary rules formulated by the committee. Such rules may be varied or rescinded at a general meeting.

12.2 All supplementary rules shall be collated in a separate document by the Secretary.

13. Amendments to the Rules of the Association

13.1 These rules embodied in this document may be altered (including alteration to the association's name) by special resolution of the members of the association at a general meeting or annual general meeting. This includes rescission or replacement by substitute rules.

13.2 These rules shall bind the association and every member to the same extent as if they have respectively signed and sealed them and agreed to be bound by all the provisions thereof.

14. Dissolution of the Association

14.1 The association may be wound up in the manner provided for in the Act.

14.2 If after the winding up of the association there remains "surplus assets" as defined by the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members.

14.3 Such organisation or organisation shall be determined by a special resolution of members.