

‘ALICE SPRINGS CYCLING CLUB CONSTITUTION ’

THIS IS THE ANNEXURE MARKED 'A' REFERRED TO IN THE STATUTORY DECLARATION OF

ANDREW KOOP
(Name of Public Officer)

MADE ON THE 24th DAY OF September 2006

BEFORE ME _____
(signature of witness on statutory declaration)

PART 1 – PRELIMINARY

1. Name

The name of the incorporated Association is

“Alice Springs Cycling Club Incorporated”, hereafter referred to as ‘the Club’.

2. Objects and purposes

The objects and purposes of the Club are as follows:

- a) To foster and promote cycling.
- b) Conduct or facilitate cycling events of a competitive, recreational or social nature as may arise.
- c) To affiliate with the Australian Cycling federation (ACF) and the Northern Territory Cycling Association (NTCA). This Constitution is the Alice Springs Cycling Club Constitution and is additional to the Constitutions of the ACF, the NTCA and in no way replaces those Constitutions
- d) The Club may also be affiliated with any other sporting organisation or Club whose aims are the promotion of cycling and sport generally.

3. Minimum number of members

The Club must have at least five members.

4. Definitions

In this Constitution, unless the contrary intention appears –

"Act" means the *Associations Act* and regulations made under that Act;

"Committee" means the Management Committee of the Club;

"financial institution" means an authorised deposit-taking institution within the meaning of section 5 of the *Banking Act 1959* of the Commonwealth;

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"general meeting" means a general meeting of members convened in accordance with clause 44;

"member" means a member of the Club;

"register of members" means the register of the Club members established and maintained under section 34 of the Act;

"special resolution" means a resolution notice of which is given under clause 45 and passed in accordance with section 37 of the Act.

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PART 2 – CONSTITUTION AND POWERS OF THE CLUB

5. Powers of the Club

- (1) For achieving its objects and purposes, the Club has the powers conferred by sections 11 and 13 of the Act.
- (2) Subject to the Act, the Club may do all things necessary or convenient for carrying out its objects or purposes, and in particular, may –
 - (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise and borrow money on the terms and in the manner it considers appropriate;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) appoint agents to transact business on its behalf; and
 - (g) enter into any other contract it considers necessary or desirable.

6. Effect of Constitution

This Constitution binds every member and the Club to the same extent as if every member and the Club had signed and sealed this Constitution and agreed to be bound by it.

7. Inconsistency between Constitution and Act

If there is any inconsistency between this Constitution and the Act, the Act prevails.

8. Altering the Constitution

- (1) The Club may alter this Constitution by special resolution but not otherwise.
- (2) If the Constitution is altered, the public officer must ensure compliance with section 23 of the Act.

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PART 3 – MEMBERS

Division 1 – Membership

9. Application for membership

To apply to become a member of the Club a person must –

a) Complete or have completed an application form approved by the Club and pay the prescribed fee.

Or;

b) Be awarded Honorary Membership. This may be awarded to a person who is not a Club member if that person has or can contribute significant service to the Club.

Or;

c) Be awarded Life Membership. The Club may award life membership of the Club to a person who has been a member of the Club for at least 10 years and who has rendered exceptional service to the Club. Any recommendations for life memberships shall be made to, approved and announced by the Club committee. A life member is to have all the membership rights of a Club member at all meetings.

10. Membership fees

(1) Membership fees shall be as determined from time to time by the Club committee.

(2) The committee may allow pro rata fees based on the remaining part of the financial year.

(3) In special circumstances, the committee may offer free Club membership to persons with special financial difficulties.

Division 2 – Rights of members

11. General

(1) Subject to clause **12(2)**, a member may exercise the rights of membership when his or her name is entered in the register of members.

(2) A right of membership of the Club –

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- a) is not capable of being transferred or transmitted to another person; and
- b) terminates on the cessation of membership whether by death, resignation or otherwise.

12. Voting

(1) Subject to sub clause (2) and clause 16, each member has one vote at general meetings of the Club.

(2) A member is not eligible to vote until 10 working days after his or her application has been accepted.

13. Notice of meetings and special resolutions

The Secretary must give members at least 14 days notice of general meetings and special resolutions.

14. Access to Club information.

The following must be available for inspection by members:

- a) A copy of this Constitution;
- b) Minutes of general meetings;
- c) Annual reports and annual financial reports.

15. Raising grievances and complaints

(1) A member may raise a grievance or complaint about a committee member, the Committee or another member of the Club.

(2) The grievance or complaint must be dealt with by the procedures set out in Part 8.

16. Honorary members

An honorary member must not vote but may have other rights as determined by the Committee or by resolution at a general meeting.

Division 3 – Termination, death, suspension and expulsion

17. Termination of membership

Membership of the Club may be terminated by –

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- a) a notice of resignation addressed and posted to the Club or given personally to the Secretary or another committee member;
- b) non-payment of the annual membership fee
- c) expulsion in accordance with this Division.

18. Death of member or whereabouts unknown

If a member dies or the whereabouts of a member are unknown, the Committee must cancel the member's membership.

19. Suspension or expulsion of members

(1) If the Committee considers that a member should be suspended or expelled because his or her conduct is detrimental to the interests of the Club, the Committee must give notice of the proposed suspension or expulsion to the member.

(2) The notice must –

a) be in writing and include –

- (i) the time, date and place of the committee meeting at which the question of that suspension or expulsion will be decided; and
- (ii) the particulars of the conduct; and

b) be given to the member not less than 7 days before the date of the committee meeting referred to in paragraph (a)(i).

(3) At the meeting, the Committee must afford the member a reasonable opportunity to be heard or to make representations in writing.

(4) The Committee may suspend or expel or decline to suspend or expel the member from the Club and must give written notice of the decision and the reason for it to the member.

(5) Subject to clause 20, the decision to suspend or expel a member takes effect immediately after the decision is given to the member.

20. Appeals against suspension or expulsion

(1) A member who is suspended or expelled under clause 19 may appeal against that suspension or expulsion by giving notice to the Secretary within 7 days after receipt of the Committee's decision.

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- (2) The appeal must be considered at a general meeting of the Club and the member must be afforded a reasonable opportunity to be heard at the meeting or to make representations in writing prior to the meeting for circulation at the meeting.
- (3) The members present at the general meeting must, by resolution, either confirm or set aside the decision of the Committee to suspend or expel the member.
- (4) The member is not suspended or does not cease to be a member until the decision of the Committee to suspend or expel him or her is confirmed by a resolution of the members.

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PART 4 – MANAGEMENT COMMITTEE

Division 1 – General

21. Role and powers

- (1) The business of the Club must be managed by or under the direction of a Management Committee.
- (2) The Committee may exercise all the powers of the Club except those matters that the Act or this Constitution requires the Club to determine through a general meeting of members.
- (3) The Committee may appoint and remove staff.
- (4) The Committee may establish one or more subcommittees that will report to the committee.

22. Composition of Committee

- (1) The Management Committee consists of –
 - (a) President
 - (b) Vice-President
 - (c) Secretary;
 - (d) Treasurer; and
 - (e) a minimum of 3 other members
- (2) Unless elected directly as a separate office holder, the Committee must appoint one Committee member to be the Club's public officer.
- (3) The Committee may appoint a Patron, who may be a member of the Committee.

Any member of the Club may attend any Committee meeting but will not be entitled to vote at such meetings.

The Committee may invite any person to attend the meetings if it is in the interest of the Club or cycling generally, but they will not be entitled to vote at such meetings

23. Delegation

- (1) The Committee may delegate to a subcommittee or staff any of its powers and functions other than –

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- (a) this power of delegation; or
 - (b) a duty imposed on the Committee by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- (3) The Committee may, in writing, revoke wholly or in part the delegation.

Division 2 – Tenure of office

24. Eligibility of committee members

- (1) A committee member must be a member who is 16 years or over.
- (2) Committee members must be elected to the Committee at an annual general meeting or appointed under clause **31**

25. Nominations for election to committee

Nominations may be accepted at the annual general meeting, and;

- (a) The nomination must have a seconder; and
- (b) the nominee must signify his or her willingness to stand for election.

Written nominations for election to the committee may be provided to the secretary prior to the annual general meeting. The nomination must be signed by –

- (a) the nominator and a seconder; and
- (b) the nominee to signify his or her willingness to stand for election.

26. Retirement of committee members

- (1) A committee member holds office until the next annual general meeting unless the member vacates the office under clause **29** or is removed under clause **30**
- (2) Subject to subclause (3), at an annual general meeting the office of each committee member becomes vacant and elections for a new Committee must be held.
- (3) The President of the outgoing Committee should preside at the annual general meeting until a new member is elected as President.
- (4) Members may serve consecutive terms on the Committee.

27. Election by default

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If the number of persons nominated for election to the Committee under clause 25 does not exceed the number of vacancies to be filled, the President must declare the persons to be duly elected as members of the Committee at the annual general meeting. Unfilled vacancies are taken to be casual vacancies and must be filled by the new Committee in accordance with clause 31.

28. Election by ballot

- (1) If the number of nominations exceeds the number of vacancies on the Committee, ballots for those positions must be conducted.
- (2) The ballot must be conducted in a manner determined from time to time by resolution at a general meeting.
- (3) The members chosen by ballot must be declared by the President to be duly elected as members of the Committee.

29. Vacating office

The office of a committee member becomes vacant if –

- (a) the member –
 - (i) is disqualified from being a committee member under section 30 or 40 of the Act;
 - (ii) resigns by giving written notice to the Committee;
 - (iii) dies or is rendered permanently incapable of performing the duties of office by mental or physical ill-health;
 - (iv) ceases to be a resident of the Territory; or
 - (v) ceases to be a member of the Club;
- (b) the member is absent from more than –
 - (i) 3 consecutive committee meetings; or
 - (ii) 3 committee meetings in the same financial year without tendering an apology to the President;

of which meetings the member received notice and the Committee has resolved to declare the office vacant; or

30. Removal of committee member

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- (1) The Club, through a special general meeting of members, may remove any committee member before the member's term of office ends.
- (2) If a vacancy arises through removal under subclause (1), an election must be held to fill the vacancy.

31. Filling casual vacancy on Committee

- (1) If a vacancy remains on the Committee after the application of clause 27 or if the office of a committee member becomes vacant under clause 29, the Committee may appoint any member of the Club to fill that vacancy.
- (2) However, if the office of Public Officer becomes vacant, a person must be appointed under section 27(6) of the Act to fill the vacancy.

Division 3 – Duties of committee members

32. Collective responsibility of Committee

- (1) As soon as practicable after being elected to the Committee, each committee member must become familiar with the Act and regulations made under the Act.
- (2) The Committee is collectively responsible for ensuring the Club complies with the Act and regulations made under the Act.

33. President and Vice-President

- (1) Subject to subclauses (2) and (3), the President must preside at all general meetings and committee meetings.
- (2) If the President is absent from a meeting, the Vice-President must preside at the meeting.
- (3) If the President and the Vice-President are both absent, the presiding member for that meeting must be –
 - (a) a member elected by the other members present if it is a general meeting;
or
 - (b) a committee member elected by the other committee members present if it is a committee meeting.

34. Secretary

The Secretary must –

- (a) coordinate the correspondence of the Club;

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- (b) ensure minutes of all proceedings of general meetings and of committee meetings are kept in accordance with section 38 of the Act;
- (c) maintain the register of members in accordance with section 34 of the Act;
- (d) unless the members resolve otherwise at a general meeting – have custody of all books, documents, records and registers of the Club, other than those required by clause 35(5) to be in the custody of the Treasurer; and
- (e) perform any other duties imposed by this Constitution on the Secretary.

35. Treasurer

- (1) The Treasurer must –
 - (a) receive all moneys paid to or received by the Club and issue receipts for those moneys in the name of the Club;
 - (b) pay all moneys received into the account of the Club within 5 working days after receipt;
 - (c) make any payments authorised by the Committee or by a general meeting of the Club from the Club's funds; and
 - (d) ensure cheques are signed by him or her and at least one other committee member, or by any 2 other committee members authorised by the Committee.
- (2) The Treasurer must ensure the accounting records of the Club are kept in accordance with section 41 of the Act.
- (3) The Treasurer must coordinate the preparation of the Club's annual statement of accounts.
- (4) If directed to do so by the President, the Treasurer must submit to the Committee a report, balance sheet or financial statement in accordance with that direction.
- (5) The Treasurer has custody of all securities, books and documents of a financial nature and accounting records of the Club unless the members resolve otherwise at a general meeting.
- (6) The Treasurer must perform any other duties imposed by this Constitution on the Treasurer.

36. Public officer and Club Patron

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- (1) The public officer must ensure that documents are filed with the Commissioner of Consumer Affairs in accordance with sections 23, 28 and 45 of the Act.
- (2) The public officer must keep a current copy of the Constitution of the Club.
- (3) The Club Patron shall have a long standing interest in the activities of the Club and will further the cause of the Club at any opportunity.
- (4) The Club Patron may attend any meeting or function of the Club.

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PART 5 – MEETINGS OF MANAGEMENT COMMITTEE

37. Frequency and calling of meetings

- (1) The Committee must meet together for the conduct of business not less than 4 times in each financial year..
- (2) The President, or at least half the committee members, may at any time convene a special meeting of the Committee.
- (3) A special meeting may be convened to deal with an appeal under clause 20.

38. Voting and decision making

- (1) Each committee member present at the meeting has a deliberative vote.
- (2) A question arising at a committee meeting must be decided by a majority of votes.
- (3) If there is no majority, the person presiding at the meeting has a casting vote in addition to a deliberative vote.

39. Quorum

For a committee meeting, four committee members constitutes a quorum.

40. Procedure and order of business

- (1) The procedure to be followed at a committee meeting must be determined from time to time by the Committee.
- (2) The order of business may be determined by the members present at the meeting.
- (3) Only the business for which the meeting is convened may be considered at a special meeting.

41. Disclosure of interest

- (1) A committee member who has a direct or indirect pecuniary interest in a contract, or proposed contract, with the Club must disclose the nature and extent of the interest to the Committee in accordance with section 31 of the Act.
- (2) The Secretary must record the disclosure in the minutes of the meeting.
- (3) The President must ensure a committee member who has a direct or indirect pecuniary interest in a contract, or proposed contract, complies with section 32 of the Act.

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PART 6 – GENERAL MEETINGS

42. Convening general meetings

- (1) The Club must hold its first annual general meeting within 18 months after its incorporation.
- (2) The Club must hold all subsequent annual general meetings within 5 months after the end of the Club's financial year.
- (3) The Committee –
 - (a) may at any time convene a special general meeting;
 - (b) must, within 30 days after the Secretary receives a notice under clause 20(1), convene a special general meeting to deal with the appeal to which the notice relates; and
 - (c) must, within 30 days after it receives a request under clause 43(1), convene a special general meeting for the purpose specified in that request.

43. Special general meetings

- (1) Half the number of members constituting a quorum for a general meeting may make a written request to the Committee for a special general meeting unless otherwise provided in the Schedule.
- (2) The request must –
 - (a) state the purpose of the special general meeting; and
 - (b) be signed by the members making the request.
- (3) If the Committee fails to convene a special general meeting within the time allowed –
 - (a) for clause 42(3)(b) – the appeal against the decision of the Committee is upheld; and
 - (b) for clause 42(3)(c) – the members who made the request may convene a special general meeting as if they were the Committee.
- (4) If a special general meeting is convened under subclause (3)(b), the Club must meet any reasonable expenses of convening and holding the special general meeting.
- (5) The Secretary must give to all members not less than 14 days notice of a special general meeting.
- (6) The notice must specify –

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- (a) when and where the meeting is to be held; and
- (b) the particulars of and the order in which business is to be transacted.

44. Annual general meeting

- (1) The Secretary must give to all members not less than 21 days notice of an annual general meeting
- (2) The notice must specify –
 - (a) when and where the meeting is to be held; and
 - (b) the particulars of and the order in which business is to be transacted.
- (3) The order of business for each annual general meeting is as follows:
 - (a) first – the consideration of the accounts and reports of the Committee;
 - (b) second – the election of new committee members;
 - (c) third – any other business requiring consideration by the Club at the meeting.

45. Special resolutions

- (1) A special resolution may be moved at any general meeting of the Club.
- (2) The Secretary must give all members not less than 21 days notice of the meeting at which a special resolution is to be proposed unless otherwise provided in the Schedule.
- (3) The notice must include the resolution to be proposed and the intention to propose the resolution as a special resolution.

46. Notice of meetings

- (1) The Secretary must give a notice under this Part by –
 - (a) serving it on a member personally; or
 - (b) sending it by post to a member at the address of the member appearing in the register of members.
 - (c) sending it by electronic mail to a member at the electronic mail address appearing in the register of members

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(2) If a notice is sent under subclause (1)(b) or (c), sending of the notice is taken to have been properly effected if the notice is addressed and sent to the member by ordinary prepaid mail or electronic mail.

47. Quorum at general meetings

At a general meeting, 10 members present in person constitute a quorum.

48. Lack of quorum

(1) If within 30 minutes after the time specified in the notice for the holding of a general meeting a quorum is not present –

- (a) for an annual general meeting or special general meeting convened under clause 42(3)(a) – the meeting stands adjourned to a time determined by the members present.
- (b) for a meeting convened under clause 42(3)(b) – the members who are present in person may proceed with hearing the appeal for which the meeting is convened; or
- (c) for a meeting convened under clause 42(3)(c) – the meeting lapses.

(2) If within 30 minutes after the time appointed by subclause (1)(a) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person may proceed with the business of that general meeting as if a quorum were present.

(3) The President may, with the consent of a general meeting at which a quorum is present, and must, if directed by the members at the meeting, adjourn that general meeting from time to time and from place to place.

(4) There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.

(5) If a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice of the adjourned general meeting as if that general meeting were a fresh general meeting.

49. Voting

(1) Subject to clauses **12(2)** and **16**, each member present in person at a general meeting is entitled to a deliberative vote.

(2) At a general meeting –

- (a) an ordinary resolution put to the vote is decided by a majority of votes made in person; and

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- (b) a special resolution put to the vote is passed if three-quarters of the members who are present in person vote in favour of the resolution.
- (3) A poll may be demanded by the President or by 3 or more members present in person.
- (4) If demanded, a poll must be taken immediately and in the manner the President directs.

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PART 7 – FINANCIAL MANAGEMENT

50. Financial year

The financial year of the Club is the period of 12 months ending 30 June.

51. Funds and accounts

(1) The Club must open an account with a financial institution from which all expenditure of the Club is made and into which all of the Club's revenue is deposited.

(2) Subject to any restrictions imposed by the Club at a general meeting, the Committee may approve expenditure on behalf of the Club within the limits of the budget.

(3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members

(4) All funds of the Club must be deposited into the financial account of the Club as soon as practicable after that day.

(5) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

52. Accounts and audits

The responsibility of the Committee under clause 32(2) for ensuring compliance with the Act includes meeting the requirements of Part 5 of the Act and regulations made for that Part relating to –

- (a) the keeping of accounting records;
- (b) the preparation and presentation of the Club's annual statement of accounts; and
- (c) the auditing of the Club's accounts.

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PART 8 – GRIEVANCE AND DISPUTES

53. Grievance and disputes procedures

- (1) This clause applies to disputes between –
 - (a) a member and another member; or
 - (b) a member and the Committee.
- (2) Within 14 days after the dispute comes to the attention of the parties to the dispute, they must meet and discuss the matter in dispute, and, if possible, resolve the dispute.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days after the meeting, hold another meeting in the presence of a mediator.
- (4) The mediator must be –
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement –
 - (i) for a dispute between a member and another member – a person appointed by the Committee; or
 - (ii) for a dispute between a member and the Committee – a person who is a mediator appointed or employed by the department administering the Act.
- (5) A member of the Club can be a mediator.
- (6) The mediator cannot be a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must –
 - (a) give the parties to the mediation process every opportunity to be heard;
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.

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(10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

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PART 9 – MISCELLANEOUS

54. Common seal

- (1) The common seal of the Club must not be used without the express authority of the Committee and every use of that common seal must be recorded by the Secretary.
- (2) The affixing of the common seal of the Club must be witnessed by any 2 of the following:
 - (a) the President;
 - (b) the Secretary;
 - (c) the Treasurer.
- (3) The common seal of the Club must be kept in the custody of the Secretary or another person the Committee from time to time decides.

55. Distribution of surplus assets on winding up

- (1) If on the winding up or dissolution of the Club, and after satisfaction of all its debts and liabilities, there remains any assets, the assets must not be distributed to the members or former members.
- (2) The surplus assets must be given or transferred to another Club incorporated under the Act that –
 - (a) has similar objects or purposes;
 - (b) is not carried on for profit or gain to its individual members; and
 - (c) is determined by resolution of the members.

56. CLUB COLOURS

The Club colours will be those of the Town of Alice Springs, which are White, Yellow and Black.

57. CHAMPIONSHIPS

1. Riders participating in Club Championships must have participated in at least three (3) club events in the club calendar during the season, before being eligible to be awarded any Championships or Championship medallions.
2. The Club may provide an award for all Club Championships.

58. BY-LAWS

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The Committee may develop and amend Club By-Laws that are not inconsistent with this Constitution or the Act.

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Notes

1. The Clubs (Model Constitution) Regulations, in force under the *Associations Act*, comprise the Regulations 2004, No. 28, the details of which are specified in the following table:

Year number	and	Date made	Date notified in the <i>Gazette</i>	Date of commencement
2004, No. 28		5 Aug 2004	11 Aug 2004	11 Aug 2004