

St Kilda Cycling Club Incorporated Club Rules

Approved Sep 2018

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PART 1—PRELIMINARY

1 Name

The name of the incorporated association is "St Kilda Cycling Club Incorporated" (the **Club**).

Note: Under section 23 of the Act, the name of the Club and its registration number must appear on all its business documents.

2 Purposes

The purposes of the Club are—

- (a) to promote, encourage, foster, develop, extend, cycling in the Club;
- (b) to co-ordinate, encourage, assist and support the legitimate activities of Members;
- (c) to promote, organise and conduct, competitions and other events pertaining to cycling as may from time to time be expedient;
- (d) to affiliate with CV;
- (e) represent the interests of its members and of cycling generally in any appropriate forum; and
- (f) ensure the Club is managed in a way that it does not have a negative net worth at the end of the Financial Year.

3 Financial year

The Financial Year of the Club is each period of 12 months ending on 30 June.

4 Definitions

Absolute Majority, of the Committee, means a majority of the Committee Members currently holding office and entitled to vote at the time (as distinct from a majority of Committee Members present at a Committee Meeting);

ACF or **Cycling Australia** means the Australian Cycling Federation Incorporated;

Act means the **Associations Incorporation Reform Act 2012** and includes any regulations made under that Act;

Affiliated Association means an association approved by the Committee, which promotes and encourages cycling and provides public liability insurance to their members. The Committee must list approved Affiliate Associations on its website.

Affiliate Member means a person who is also a member of an Affiliated Association, admitted as a member of the Club under rule 11.

Associate Member means a person who is under the age of 15, admitted as a member of the Club under rule 9;

By-Laws means any by-laws of the Club, set by the Committee from time to time under rule 45(c);

BMXA means *BMX Australia Incorporated*;

BMXV means *BMX Victoria Incorporated*;

Chairperson, of a General Meeting or Committee Meeting, means the person chairing the meeting as required under rule 49;

Committee means the Committee of management of the Club;

Committee Meeting means a meeting of the Committee held in accordance with these Rules;

Committee Member means a member of the Committee elected or appointed under Division 3—Election of Committee Members and tenure of office of PART 5—COMMITTEE

Corporations Act means the *Corporations Act 2001* (Cth);

CV means *Cycling Victoria Incorporated*;

Cycling means all cycling activities including, but not limited to, road racing, track racing, BMX racing, all training, coaching, officiating and acting as a spectator;

Disciplinary Appeal Meeting means a meeting of the members of the Association convened under rule 26

Disciplinary Meeting means a meeting of the Committee convened for the purposes of rule 24;

Disciplinary Subcommittee means the subcommittee appointed under rule 22.1(i);

Executive means the Executive Committee established under rule 71;

Financial, in relation to a Member, means a Member who has paid all fees and subscription charges due and owing by it under these Rules;

Financial Year means the 12 month period specified in rule 3;

General Meeting means a General Meeting of the Members of the Club convened in accordance with PART 4—GENERAL MEETINGS OF THE CLUB and includes an Annual General Meetings and a Special General Meetings;

Full Member means an full Member of the Club under rule 8;

Life Member means a life Member of the Club elected in accordance with rule 12;

Member means a member of the Club and includes, Full Members, Temporary Members, Life Members and Affiliate Members

Member entitled to vote means a member who under rule 16(b) is entitled to vote at a general meeting;

MTBA means *Mountain Bike Australia Incorporated*;

Registrar means the Registrar of Incorporated Associations;

Special Resolution means a resolution that requires not less than three-quarters of the Members voting at a General Meeting to vote in favour of the resolution;

Technical Regulations means such technical regulations relating to cycling as are set or adopted by the ACF or the Club from time to time; and

Temporary Member means a temporary Member of the Club under rule 10.

PART 2—POWERS OF CLUB

5 Powers of Club

- (a) Subject to the Act, the Club has power to do all things incidental or conducive to achieve its purposes.
- (b) Without limiting subrule (a), the Club may—
 - (i) acquire, hold and dispose of real or personal property;
 - (ii) open and operate accounts with financial institutions;
 - (iii) invest its money in any security in which trust monies may lawfully be invested;
 - (iv) raise and borrow money on any terms and in any manner as it thinks fit;
 - (v) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (vi) appoint agents to transact business on its behalf;
 - (vii) enter into any other contract it considers necessary or desirable.
- (c) The Club may only exercise its powers and use its income and assets (including any surplus) for its purposes.
- (d) The Club may be a member of the Australian Cycling Federation, BMX Australia, Mountain Bike Australia or and such other organisations as the Committee may determine from time to time.

6 Not for profit organisation

- (a) The Club must not distribute any surplus, income or assets directly or indirectly to its Members.
- (b) Subrule (a) does not prevent the Club from paying a Member—
 - (i) reimbursement for expenses properly incurred by the Member;
 - (ii) for goods or services provided by the Member; or
 - (iii) in cash or cash-equivalent in the form of a prize or trophy in contests directly related to the purposes of the Association

if this is done in good faith on terms no more favourable than if the Member was not a Member.

Note: Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

7 Classes of membership

- (a) The Club has the following classes of membership:
 - (i) Full Members;
 - (ii) Associate Members;
 - (iii) Temporary Members;
 - (iv) Affiliate Members and
 - (v) Life Members.
- (b) Any person who supports the purposes of the Club and meets the criteria set out in rule 13 is eligible for Club membership.

8 Full Members

- (a) Full Members must have an annual or half-year membership with at least one of:
 - (i) CV;
 - (ii) BMXV; or
 - (iii) MTBA.

9 Associate Members

- (a) The Club may accept any member under the age of 15 as an Associate Member.
- (b) To be eligible to be an Associate Member a person must be a member of at least one of:
 - (i) CV;
 - (ii) BMXV; or
 - (iii) MTBA.
- (c) Associate Members have the right to be present and to debate at General Meetings, but are not entitled to vote.

10 Temporary Members

- (a) The Club may from time to time accept applications from persons who wish to hold a membership for 3 months or less (**Temporary Members**).

11 Affiliate Member

- (a) The Club may accept persons of an Affiliated Association to be an Affiliate Member.
- (b) Affiliate Members must also have an annual or pro-rated membership of an Affiliated Association.
- (c) Affiliate Members have the right to be present and to debate at General Meetings, but are not entitled to vote.

12 Life Members

- (a) The Club may elect a person who has rendered distinguished or special service to the Club to become a Life Member by Special Resolution at the annual General Meeting following a recommendation from the Committee.
- (b) Life Members shall be exempt from any membership fees.
- (c) If, after determination by the Committee, a Life Member of the Club is found guilty of conduct unbecoming of a Member or conduct prejudicial to the interests of the Club, the Club, in a General Meeting may by Special Resolution remove the Member's Life Membership.
- (d) The rights of a Life Member are not transferable and end when membership ceases.

13 Qualification and application for Full, Associate, Affiliate or Temporary Membership

- (a) A person who applies and is approved for membership as provided in these Rules is eligible to be a Member of the Club on payment of the joining fee and annual or half-year subscription payable under these Rules (if applicable).
 - (i) The application must state that the person:
 - (A) Wishes to become a member of the Club and;
 - (B) supports the purposes of the club and;
 - (C) agrees to comply with these Rules.
- (b) The application—
 - (i) must indicate the class of membership for which the application is being made;
 - (ii) must be signed by the applicant; and
 - (iii) may be accompanied by the joining fee.

Note: The joining fee is the fee (if any) determined by the Committee under rule 15(c)

14 Consideration of application for Membership

- (a) As soon as practicable after an application for membership is received, the Committee must decide by resolution whether to accept or reject the application.
- (b) The Committee may request that the applicant provide further information before deciding by resolution whether to accept or reject the application.
- (c) The Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- (d) If the Committee rejects the application, it must return any money accompanying the application to the applicant.
- (e) No reason need be given for the rejection of an application.
- (f) If an application for membership is approved by the Committee—
 - (i) the resolution to accept the membership must be recorded in the minutes of the committee meeting; and
 - (ii) the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- (g) A person becomes a member of the Association and, subject to rule 16(b), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which—
 - (i) the Committee approves the person's membership; or
 - (ii) the person pays the applicable joining fee.

15 Annual membership

- (a) The Committee may from time to time determine—
 - (i) the amount of the subscription (if any) for the following Financial Year; and
 - (ii) the date for payment of the subscription,for each class of membership.
- (b) Membership fees for Full Members and Associate Members shall become payable on:
 - (i) January 1 each year for racing members, or .
 - (ii) the anniversary of their membership commencement date for all other categories.
- (c) The Committee may determine that any new Full Member, Affiliate Member or Associate Member who joins after the start of a Financial Year must, for that Financial Year, pay a fee equal to—
 - (i) the full annual subscription; or
 - (ii) a pro rata annual subscription based on the remaining part of the Financial Year; or

- (iii) a fixed amount determined from time to time by the Committee.
- (d) The rights of a Member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

16 General rights of Members

- (a) A Full Member of the Club has the right—
 - (i) to receive notice of General Meetings and of proposed Special Resolutions in the manner and time prescribed by these Rules; and
 - (ii) to submit items of business for consideration at a General Meeting; and
 - (iii) to attend and be heard at General Meetings; and
 - (iv) to vote at a General Meeting; and
 - (v) to have access to the minutes of General Meetings and other documents of the Club as provided under rule 80; and
 - (vi) to inspect the register of Members.
- (b) A Member is entitled to vote if the Member is:
 - (i) a Full Member or a Life Member;
 - (ii) more than 10 business days have passed since he or she became a Member of the Club; and
 - (iii) the Member's membership rights are not suspended for any reason.
- (c) Temporary Members, Affiliate Member and Associate Members shall have the right to be present and to debate at General Meetings, but shall not be entitled to vote.
- (d) The Committee may determine and confer on membership classes such other rights as it deems appropriate from time to time.
- (e) The rights of a Member are not transferable and end when membership ceases.

17 Membership renewal

- (a) Full Members, Affiliate Members and Associate Members must renew their membership annually in accordance with the procedures set down by the Committee from time to time.
- (b) The Committee may expel or suspend a Full Member, Affiliate Members or an Associate Member who has failed to renew their membership under this rule within one month of such re renewal falling due.

18 Ceasing membership

- (a) The membership of a person ceases on resignation, expulsion or death.
- (b) If a person ceases to be a Member of the Club, the Secretary must, as soon as practicable, enter the date the person ceased to be a Member in the register of Members.

19 Resigning as a Member

A Member may resign by notice in writing given to the Club.

Note: Rule 79(c) sets out how notice may be given to the Club. It includes by post or by handing the notice to a member of the Committee.

20 Register of Members

- (a) The Secretary must keep and maintain a register of Members that includes—
 - (i) for each current Member—
 - (A) the Member's name;
 - (B) the address for notice last given by the Member;
 - (C) the date of becoming a Member;
 - (D) The class of membership held
 - (E) any other information determined by the Committee; and
 - (ii) for each former Member, the date of ceasing to be a Member.
- (b) Any Member may, at a reasonable time make a request to inspect the register of Members. Any such request will not be unreasonably refused.

Note: Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

Division 2—Disciplinary action

21 Grounds for taking disciplinary action

The Club may take disciplinary action against a Member in accordance with this Division if it is determined that the Member—

- (a) has breached, refused, failed or neglected to comply with:

- (i) these Rules;
- (ii) any by-laws set by CV;
- (iii) any by-laws set by BMXV or BMXA;
- (iv) any by-laws set by MTBA
- (v) Technical Regulations; or
- (vi) policies or codes of conduct of the Club or of CV; or
- (b) refuses to support the purposes of the Club; or
- (c) has engaged in conduct prejudicial to the Club; or
- (d) has acted in a manner unbecoming of a Member or prejudicial to the objects and interests of the Club and/or cycling; or
- (e) has brought the Club or cycling into disrepute.

22 Courses of Action

- (a) If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a Member they must:
 - (i) appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the Member
 - (A) The members of the disciplinary subcommittee—
 - may be Committee members, members of the Association or anyone else; but
 - must not be biased against, or in favour of, the member concerned.
 - (ii) , provide to the disciplinary subcommittee a report containing all relevant and material facts in relation to the conduct the subject of the disciplinary action;

23 Notice to Member

- (a) Before disciplinary action is taken against a Member, the Secretary must give written notice to the Member—
 - (i) stating that the Club proposes to take disciplinary action against the Member; and
 - (ii) stating the grounds for the proposed disciplinary action; and
 - (iii) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the *disciplinary meeting*), if any; and
 - (iv) advising the Member that he or she may do one or both of the following—

- (A) attend the disciplinary meeting, call witnesses and address the disciplinary subcommittee at that meeting;
 - (B) give a written statement to the Committee at any time before the disciplinary meeting; and
 - (V) setting out the Member's appeal rights under rule 25.
- (b) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

24 Decision of disciplinary subcommittee

- (a) At the disciplinary meeting, the disciplinary subcommittee, whichever is presiding over the meeting, must—
 - (i) give the Member and an opportunity to be heard; and
 - (ii) consider any written statement submitted by the Member.
- (b) After complying with subrule 23(a), the disciplinary subcommittee may—
 - (i) take no further action against the Member; or
 - (ii) reprimand the Member; or
 - (iii) fine the Member up to \$500; or
 - (iv) require that the Member attend or undergo training and education; or
 - (v) suspend:
 - (A) the Member from competitions, activities or events of the Club, on such terms and for such period as the disciplinary subcommittee thinks fit; or
 - (B) the membership rights of the Member for a specified period; or
 - (vi) exclude the Member from a particular competition, activity or event; or
 - (vii) expel the Member from the Club; or
 - (viii) require that the Member:
 - (A) undertake voluntary or community service; or
 - (B) issue a formal apology or other statement.
 - (ix) members who fail to comply with directions of the disciplinary subcommittee may be expelled from the Club.

25 Appeal rights

- (a) A Member has the right to appeal where:
 - (i) the Member's membership rights have been suspended;
 - (ii) the Member has been expelled from the Club;
 - (iii) the Member has been suspended from competitions, activities or events of the Club for a period of greater than four weeks; or
 - (iv) the Member has been fined an amount greater than \$250.

26 Appeal Process

- (a) Where a Full Member, Affiliate Member or an Associate Member has the right to appeal under rule 25, the Full Member, Affiliate Member or Associate Member may appeal the decision:
 - (i) if that Full Member, Affiliate Member or Associate Member is a member of CV or BMXV, under the appeals process applicable under the rules of either CV or BMXV; or
 - (ii) if that Full Member Affiliate or Associate Member is a member of MTBA, under the appeals process applicable under the rules of MTBA.
 - (iii) If the Affiliate Member is a member of Bicycle Network, under the Grievance Procedure applicable under the rules of Bicycle Network

27 Conduct of non-Members

- (a) Where a non-Member's conduct at an event organised or held by the Club would, if committed by a Member, give rise to a right to take disciplinary action under rule 21, the Committee may:
 - (i) give the non-Member an official warning; and/or
 - (ii) eject the non-Member from the event; and/or
 - (iii) suspend the non-Member from competitions, activities or events of the Club for a maximum of four weeks; and
 - (iv) if the conduct continues after the Committee takes action under any of paragraphs (i), (ii) or (iii) above, suspend the Member with whom the offending non-Member is associated.
- (b) In this rule, a reference to **non-Member** includes (but is not limited to) a parent, coach, volunteer or spectator.

Division 3—Grievance procedure

28 Application

- (a) The grievance procedure set out in this Division applies to disputes under these Rules, and to disputes in relation to or incidents occurring at competitions, activities or events of the Club between or involving—
 - (i) a Member and another Member;
 - (ii) a Member and the Committee;
 - (iii) a Member and the Club.
- (b) A Member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.
- (c) A Member must not initiate a grievance procedure in relation to a dispute with another Member unless the Member does so within the time frame set out in rule 30(a).

29 Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

30 Appointment of mediator

- (a) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 29, the parties must within 10 days—
 - (i) notify the Committee of the dispute; and
 - (ii) agree to or request the appointment of a mediator; and
 - (iii) attempt in good faith to settle the dispute by mediation.
- (b) The mediator must be—
 - (i) a person chosen by agreement between the parties; or
 - (ii) in the absence of agreement—
 - (A) if the dispute is between a Member and another Member—a person appointed by the Committee; or
 - (B) if the dispute is between a Member and the Committee or the Club—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (c) A mediator appointed by the Committee may be a Member or former Member of the Club but in any case must not be a person who—

- (i) has a personal interest in the dispute; or
- (ii) is biased in favour of or against any party.

31 Mediation process

- (a) The mediator to the dispute, in conducting the mediation, must—
 - (i) give each party every opportunity to be heard; and
 - (ii) allow due consideration by all parties of any written statement submitted by any party; and
 - (iii) ensure that natural justice is accorded to the parties throughout the mediation process.
- (b) The mediator must not determine the dispute.

32 Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 4—GENERAL MEETINGS OF THE CLUB

33 Annual General Meetings

- (a) The Committee must convene an annual General Meeting of the Club to be held on a date within 5 months after the end of each Financial Year.
- (b) The Committee may determine the date, time and place of the annual General Meeting.
- (c) The ordinary business of the annual General Meeting is as follows—
 - (i) to confirm the minutes of the previous annual General Meeting and of any special General Meeting held since then;
 - (ii) to receive and consider—
 - (A) the annual report of the Committee on the activities of the Club during the preceding Financial Year; and
 - (B) the financial statements of the Club for the preceding Financial Year submitted by the Committee in accordance with Part 7 of the Act; and
 - (iii) to elect the members of the Committee.
- (d) The annual General Meeting may also conduct any other business of which notice has been given in accordance with these Rules.

34 Special General Meetings

- (a) Any General Meeting of the Club, other than an annual General Meeting, is a special General Meeting.
- (b) The Committee may convene a special General Meeting whenever it thinks fit.
- (c) No business other than that set out in the notice under rule 36 may be conducted at the meeting.

Note: General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 36 and the majority of members at the meeting agree.

35 Special General Meeting held at request of Members

- (a) The Committee must convene a special General Meeting if a request to do so is made in accordance with subrule (b) by at least 5% of the total number of Full Members.
- (b) A request for a special General Meeting must—
 - (i) be in writing; and
 - (ii) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (iii) include the names and signatures of the Members requesting the meeting; and
 - (iv) be given to the Secretary.
- (c) If the Committee does not convene a special General Meeting within one month after the date on which the request is made, the Members making the request (or any of them) may convene the special General Meeting.
- (d) A special General Meeting convened by Members under subrule (c)—
 - (i) must be held within 3 months after the date on which the original request was made; and
 - (ii) may only consider the business stated in that request.
- (e) The Club must reimburse all reasonable expenses incurred by the Members convening a special General Meeting under subrule (c).

36 Notice of General Meetings

- (a) The Secretary (or, in the case of a special General Meeting convened under rule 35(c), the Members convening the meeting) must give to each Member of the Club—
 - (i) at least 21 days' notice of a General Meeting if a Special Resolution is to be proposed at the meeting; or

- (ii) at least 14 days' notice of a General Meeting in any other case.
- (b) The notice must—
 - (i) specify the date, time and place of the meeting; and
 - (ii) indicate the general nature of each item of business to be considered at the meeting; and
 - (iii) if a Special Resolution is to be proposed—
 - (A) state in full the proposed resolution; and
 - (B) state the intention to propose the resolution as a Special Resolution.

37 Proxies

- (a) A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- (b) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (c) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- (d) If the Committee has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- (e) Notice of a general meeting given to a member under rule 33 must—
 - (f) state that the member may appoint another member as a proxy for the meeting; and
 - (g) include a copy of any form that the Committee has approved for the appointment of a proxy.
- (h) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
 - (i) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

38 Use of technology

- (a) A Member not physically present at a General Meeting may be permitted to participate in the meeting by the use of technology that allows that Member and the Members present at the meeting to clearly and simultaneously communicate with each other.

- (b) For the purposes of this Part, a Member participating in a General Meeting as permitted under subrule (a) is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

39 Quorum at General Meetings

- (a) No business may be conducted at a General Meeting unless a quorum of Members is present.
- (b) The quorum for a General Meeting is the presence of at least 5% of Members eligible to vote.
- (c) If a quorum is not present within 30 minutes after the notified commencement time of a General Meeting—
 - (i) in the case of a meeting convened by, or at the request of, Members under rule 35—the meeting must be dissolved;

Note: If a meeting convened by, or at the request of, Members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If Members wish to have the business reconsidered at another special meeting, the Members must make a new request under rule 35.

- (ii) in any other case—
 - (A) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (B) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all Members as soon as practicable after the meeting.
- (d) If a quorum is not present within 30 minutes after the time to which a General Meeting has been adjourned under subrule (ii), the Members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

40 Adjournment of General Meeting

- (a) The Chairperson of a General Meeting at which a quorum is present may, with the consent of a majority of Members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (b) Without limiting subrule (a), a meeting may be adjourned—
 - (i) if there is insufficient time to deal with the business at hand; or
 - (ii) to give the Members more time to consider an item of business.

Example

The members may wish to have more time to examine the financial statements submitted by the Committee at an annual General Meeting.

- (c) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (d) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 36.

41 Voting at General Meeting

- (a) On any question arising at a General Meeting—
 - (i) subject to subrule (c), each Full Member has one vote; and
 - (ii) Members may vote personally or by proxy; and
 - (iii) except in the case of a Special Resolution, the question must be decided on a majority of votes.
- (b) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (c) If the question is whether or not to confirm the minutes of a previous meeting, only Members who were present at that meeting may vote.
- (d) A Member is not entitled to vote at a General Meeting unless all moneys due and payable by the Member to the Club have been paid.

42 Special resolutions

A Special Resolution is passed if not less than three quarters of the Full Members voting at a General Meeting (whether in person or by proxy) vote in favour of the resolution.

Note: In addition to certain matters specified in the Act, a Special Resolution is required—

- (a) to remove a Committee Member from office;
- (b) to alter these Rules, including changing the name or any of the purposes of the Club.

43 Determining whether resolution carried

- (a) Subject to subsection (b), the Chairperson of a General Meeting may, on the basis of a show of hands, declare that a resolution has been—
 - (i) carried; or
 - (ii) carried unanimously; or
 - (iii) carried by a particular majority; or
 - (iv) lost—

and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

- (b) If a poll (where votes are cast in writing) is demanded by three or more Members on any question—
 - (i) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - (ii) the Chairperson must declare the result of the resolution on the basis of the poll.
- (c) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (d) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

44 Minutes of General Meeting

- (a) The Committee must ensure that minutes are taken and kept of each General Meeting.
- (b) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (c) In addition, the minutes of each annual General Meeting must include—
 - (i) the names of the Members attending the meeting; and
 - (ii) proxy forms given to the Chairperson of the meeting under rule 34(6); and
 - (iii) the financial statements submitted to the Members in accordance with rule 33(c)(B); and
 - (iv) the certificate signed by two Committee Members certifying that the financial statements give a true and fair view of the financial position and performance of the Club; and
 - (v) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—COMMITTEE

Division 1—Powers of Committee

45 Role and powers

- (a) The business of the Club must be managed by or under the direction of a Committee of management.
- (b) The Committee may exercise all the powers of the Club except those powers that these Rules or the Act require to be exercised by General Meetings of the Members of the Club.
- (c) The Committee may—

- (i) Appoint and remove volunteer or paid staff of the organisation
- (ii) establish subcommittees consisting of Members with terms of reference it considers appropriate;
- (iii) determine the strategy of the Club;
- (iv) appoint and be accountable for Committee portfolios and all positions provided for in these Rules;
- (v) appoint and be accountable for volunteer or paid staff of the organisation;
- (vi) appoint suitable representatives for meetings of BMXV, CV and MTBA;
- (vii) purchase, transfer, sell, assign, mortgage, lease, hire or exchange land, equipment, plant, furniture, furnishings or any other property;
- (viii) borrow or raise funds or grant debentures over the property of the Club;
- (ix) invest and deal with moneys of the Club;
- (x) utilise the services of any person or organisation; and
- (xi) delegate to subcommittees any matter for decision, action, control, negotiation, investigation or report.

46 Delegation

- (a) The Committee may delegate to a member of the Committee, a subcommittee or staff, any of its powers and functions other than—
 - (i) this power of delegation; or
 - (ii) a duty imposed on the Committee by the Act or any other law.
- (b) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- (c) The Committee may, in writing, revoke a delegation wholly or in part.

Division 2—Composition of Committee and duties of members

47 Composition of Committee

- (a) The Committee consists of a maximum of nine members. Committee roles will be determined at the first regular committee meeting and should include, but are not limited to:
 - (i) President
 - (ii) Vice President
 - (iii) Secretary
 - (iv) Treasurer

- (v) General committee members

48 General Duties

- (a) As soon as practicable after being elected or appointed to the Committee, each Committee Member must:
 - (i) become familiar with these Rules of Association and the Act.
 - (ii) obtain and maintain a valid Working With Children Check (listing St Kilda Cycling Club, CV and CA)
 - (iii) acknowledge and accept the CV Code of Conduct,
- (b) The Committee is collectively responsible for ensuring that the Club complies with the Act and that individual members of the Committee comply with these Rules.
- (c) Committee Members must exercise their powers and discharge their duties with reasonable care and diligence.
- (d) Committee Members must exercise their powers and discharge their duties—
 - (i) in good faith in the best interests of the Club; and
 - (ii) for a proper purpose.
- (e) Committee Members and former Committee Members must not make improper use of—
 - (i) their position; or
 - (ii) information acquired by virtue of holding their position—

so as to gain an advantage for themselves or any other person or to cause detriment to the Club.

Note: See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

- (f) In addition to any duties imposed by these Rules, a Committee Member must perform any other duties imposed from time to time by resolution at a General Meeting.

49 President and Vice-President

- (a) Subject to subrule (b), the President or, in the President's absence, the Vice-President is the Chairperson for any General Meetings and for any Committee Meetings.
- (b) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—
 - (i) in the case of a General Meeting—a Member elected by the other Members present; or

- (ii) in the case of a Committee Meeting—a Committee Member elected by the other Committee Members present.

50 Secretary

- (a) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

Example: Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

- (b) The Secretary must—
 - (i) maintain the register of Members in accordance with rule 20; and
 - (ii) keep custody of the common seal (if any) of the Club and, except for the financial records referred to in rule 75(c) all books, documents and securities of the Club in accordance with rules 77 and 80; and
 - (iii) subject to the Act and these Rules, provide Members with access to the register of Members, the minutes of General Meetings and other books and documents; and
 - (iv) perform any other duty or function imposed on the Secretary by these Rules.
- (c) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

51 Treasurer

- (i) The Treasurer must—
 - (ii) receive all moneys paid to or received by the Club and issue receipts for those moneys in the name of the Club; and
 - (iii) ensure that all moneys received are paid into the account of the Club within 5 working days after receipt; and
 - (iv) make any payments authorised by the Committee or by a General Meeting of the Club from the Club's funds; and
 - (v) ensure cheques are signed by at least 2 Committee Members.
- (b) The Treasurer must—
 - (i) ensure that the financial records of the Club are kept in accordance with the Act; and

- (ii) coordinate the preparation of the financial statements of the Club and their certification by the Committee prior to their submission to the annual General Meeting of the Club.
- (c) The Treasurer must ensure that at least one other Committee Member has access to the accounts and financial records of the Club.

Division 3—Election of Committee Members and tenure of office

52 Who is eligible to be a Committee Member

A Member is eligible to be elected or appointed as a Committee Member if the Member—

- (a) is 18 years or over;
- (b) has not been expelled or suspended as a Member, or disqualified as a Committee Member by the Committee or disciplinary subcommittee (or anybody performing a similar role) for a period longer than five years, whether or not that period of disqualification, expulsion or suspension has expired;
- (c) demonstrates to the reasonable satisfaction of the Committee that the Member is not insolvent (within the meaning of the Corporations Act);
- (d) is a current Financial, Full Member of the Club.

53 Positions to be declared vacant

- (a) The Chairperson of any annual General Meeting must declare all positions on the Committee that are vacant pursuant to the operation of rule 56 vacant and hold elections for those positions in accordance with rules 54 and 55.
- (b) To the extent that such positions are vacant due to the operation of rule 56, a single election may be held to fill all of those positions.

54 Nominations and Elections

- (a) Nominations of candidates for election as a member of the Committee must be –
 - (i) Made not less than 30 days before the date fixed for the holding of the Annual General Meeting, in the form approved for the purpose by the Committee from time to time;
 - (ii) moved and seconded by a Member; and
 - (iii) accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (iv) delivered to the Secretary of the Club not less than 30 days before the date fixed for the holding of the Annual General Meeting.
- (b) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and the Committee will fill all other positions with co-opted individuals for the full term of office.

- (c) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (d) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held in accordance with rule 55.

55 Ballot

- (a) The ballot for the election of elected members of the Committee shall be by members entitled to vote, in attendance or by proxy at the annual General Meeting

56 Term of Office

- (a) Subject to subrule (c) and rule 59 a committee member holds office until the positions of the Committee are declared vacant at the next annual general meeting.
- (b) A committee member may be re-elected.
- (c) A general meeting of the Association may—
 - (i) elect an eligible member of the Association to fill the vacant position in accordance with this Division.

57 Appointment of Committee Roles

- (a) At the first meeting of the Committee following the annual election for Committee Members, the Committee shall appoint members of the committee to specific roles..
- (b) If an office referred in rule (a) falls vacant, the Committee may appoint one of their number to fill that office, or co-opt a member eligible to vote to fill the casual vacancy (according to Rule 60) for the balance of the term of the vacant office.

58 Removal of Committee Member

- (a) The Club may by Special Resolution remove any member of the Committee before the expiration of the member's term of office, upon the member being found after due process (rule 22), guilty of conduct unbecoming of a Member or conduct prejudicial to the interests of the Club and may appoint another Member in his or her place to hold office until the expiration of the term of the first-mentioned Member.
- (b) The Committee may, if in its reasonable opinion a Committee Member has:
 - (i) acted in a manner unbecoming or prejudicial to the purposes and the interests of the Club and/or cycling; or
 - (ii) brought the Club or cycling into disrepute,
- (c) remove the Committee Member and appoint a Member to replace that Committee Member, provided that the Member meets the eligibility criteria set out in rule 52.
- (d) The procedure for the removal from office shall be as is prescribed in rule 22, but in any event must accord with the rules of natural justice.

59 Vacation of office

- (a) A Committee Member may resign from the Committee by written notice addressed to the Committee.
- (b) A person ceases to be a Committee Member if he or she—
 - (i) ceases to be a Member of the Club; or
 - (ii) becomes insolvent (within the meaning of the Corporations Act); or
 - (iii) is removed under rule 58; or
 - (iv) fails to attend 3 consecutive Committee Meetings (other than special or urgent Committee Meetings) without leave of absence under rule 70; or
 - (v) otherwise ceases to be a Committee Member by operation of section 78 of the Act.

Note: A Committee Member may not hold the office of secretary if they do not reside in Australia.

60 Filling casual vacancies

- (a) The Committee may appoint an eligible Member of the Club to fill a position on the Committee that—
 - (i) has become vacant under rule 59; or
 - (ii) was not filled by election at the last annual General Meeting.
- (b) If the position of Secretary becomes vacant, the Committee must appoint a Member to the position within 14 days after the vacancy arises.
- (c) Rule 56 applies to any Committee Member appointed by the Committee under subrule (a) or (b).
- (d) The Committee may continue to act despite any vacancy in its membership.

Division 4—Meetings of Committee

61 Meetings of Committee

- (a) The Committee must meet at least once every two months at the dates, times and places determined by the Committee.
- (b) The date, time and place of the first Committee Meeting must be determined by the Members of the Committee as soon as practicable after the annual General Meeting of the Club at which the members of the Committee were elected.
- (c) Special Committee Meetings may be convened by the President or by any 4 members of the Committee.

62 Notice of meetings

- (a) Notice of each Committee Meeting must be given to each Committee Member no later than 7 days before the date of the meeting, unless all Committee Members consent to shorter notice (in which case such notice consented to shall be sufficient notice under this rule 62).
- (b) Notice may be given of more than one Committee Meeting at the same time.
- (c) The notice must state the date, time and place of the meeting.
- (d) If a special Committee Meeting is convened, the notice must include the general nature of the business to be conducted.
- (e) The only business that may be conducted at the meeting is the business for which the meeting is convened.

63 Urgent meetings

- (a) In cases of urgency, a meeting can be held without notice being given in accordance with rule 62 provided that as much notice as practicable is given to each Committee Member by the quickest means practicable.
- (b) Any resolution made at the meeting must be passed by an Absolute Majority of the Committee.
- (c) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

64 Procedure and order of business

- (a) The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
- (b) The order of business may be determined by the members present at the meeting.

65 Use of technology

- (a) A Committee Member who is not physically present at a Committee Meeting may participate in the meeting by the use of technology that allows that Committee Member and the Committee Members present at the meeting to clearly and simultaneously communicate with each other.
- (b) For the purposes of this Part, a Committee Member participating in a Committee Meeting as permitted under subrule (a) is taken to be present at the meeting and, if the Committee Member votes at the meeting, is taken to have voted in person.

66 Quorum

- (a) No business may be conducted at a Committee Meeting unless a quorum is present.
- (b) The quorum for a Committee Meeting is the presence (in person or as allowed under rule 65 of four Committee Members holding office.

- (c) If a quorum is not present within 30 minutes after the notified commencement time of a Committee Meeting—
 - (i) in the case of a special meeting—the meeting lapses;
 - (ii) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 62.

67 Voting

- (a) On any question arising at a Committee Meeting, each Committee Member present at the meeting has one vote.
- (b) A motion is carried if a majority of Committee Members present at the meeting vote in favour of the motion.
- (c) Subrule (b) does not apply to any motion or question which is required by these Rules to be passed by an Absolute Majority of the Committee.
- (d) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (e) Voting by proxy is not permitted.

68 Conflict of interest

- (a) A Committee Member who has a material personal interest in a matter being considered at a Committee Meeting must disclose the nature and extent of that interest to the Committee.
- (b) The Committee Member —
 - (i) must not be present while the matter is being considered at the meeting; and
 - (ii) must not vote on the matter.

Note: Under section 81(3) of the Act, if there are insufficient Committee Members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a General Meeting may be called to deal with the matter.

- (c) This rule does not apply to a material personal interest—
 - (i) that exists only because the Committee Member belongs to a class of persons for whose benefit the Club is established; or
 - (ii) that the Committee Member has in common with all, or a substantial proportion of, the Members of the Club.

69 Minutes of meeting

- (a) The Committee must ensure that minutes are taken and kept of each Committee Meeting.

- (b) The minutes must record the following—
 - (i) the names of the Committee Members in attendance at the meeting;
 - (ii) the business considered at the meeting;
 - (iii) any resolution on which a vote is taken and the result of the vote;
 - (iv) any material personal interest disclosed under rule 66.

70 Leave of absence

- (a) The Committee may grant a Committee Member leave of absence from Committee Meetings for a period not exceeding 3 months.
- (b) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Committee Member to seek the leave in advance.

71 Executive

- (a) There shall be an executive of the Committee consisting of the President, Vice President, Treasurer and Secretary
- (b) The Executive is fully accountable to the Committee and report directly to the Committee.

PART 6—FINANCIAL MATTERS

72 Source of funds

The funds of the Club may be derived from annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.

73 Affiliation, Capitation and Licence Fees

- (a) Membership and other fees will be set from time to time by the Committee under rule 45(c).

74 Management of funds

- (a) 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.
- (b) Subject to any restrictions imposed by a General Meeting of the Club, the Committee may approve expenditure on behalf of the Club.
- (c) The Committee may delegate to the Treasurer under rule 46 to expend funds on behalf of the Club (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (d) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 Committee Members.

- (e) All funds of the Club must be deposited into the financial account of the Club no later than 5 working days after receipt.
- (f) 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.

75 Financial records

- (a) The Club must keep financial records that—
 - (i) correctly record and explain its transactions, financial position and performance; and
 - (ii) enable financial statements to be prepared as required by the Act.
- (b) The Club must retain the financial records for 7 years after the transactions covered by the records are completed.
- (c) The Treasurer must keep in his or her custody, or under his or her control—
 - (i) the financial records for the current Financial Year; and
 - (ii) any other financial records as authorised by the Committee.

76 Financial statements

- (a) For each Financial Year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Club are met.
- (b) Without limiting subrule (a) those requirements include—
 - (i) the preparation of the financial statements;
 - (ii) if required, the review or auditing of the financial statements;
 - (iii) the certification of the financial statements by the Committee;
 - (iv) the submission of the financial statements to the annual General Meeting of the Club;
 - (v) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS

77 Common seal

- (a) The Club may have a common seal.
- (b) If the Club has a common seal—

- (i) the name of the Club must appear in legible characters on the common seal;
- (ii) a document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of two Committee Members;
- (iii) the common seal must be kept in the custody of the Secretary.

78 Registered address

The registered address of the Club is—

- (a) the address determined from time to time by resolution of the Committee; or
- (b) if the Committee has not determined an address to be the registered address—the postal address of the Secretary.

79 Notice requirements

- (a) Any notice required to be given to a Member or a Committee Member under these Rules may be given—
 - (i) by handing the notice to the Member personally; or
 - (ii) by sending it by post to the Member at the address recorded for the Member on the register of Members; or
 - (iii) by email or facsimile transmission.
- (b) Subrule (a) does not apply to notice given under rule 63.
- (c) Any notice required to be given to the Club or the Committee may be given—
 - (i) by handing the notice to a member of the Committee; or
 - (ii) by sending the notice by post to the registered address; or
 - (iii) by leaving the notice at the registered address; or
 - (iv) if the Committee determines that it is appropriate in the circumstances—
 - (A) by email to the email address of the Club or the Secretary; or
 - (B) by facsimile transmission to the facsimile number of the Club.

80 Custody and inspection of books and records

- (a) Members may on request inspect free of charge—
 - (i) the register of Members;
 - (ii) the minutes of General Meetings;
 - (iii) subject to subrule (b), the financial records, books, securities and any other relevant document of the Club, including minutes of Committee Meetings.

Note: See note following rule 20 for details of access to the register of Members.

- (b) The Committee may refuse to permit a Member to inspect records of the Club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Club.
- (c) The Committee must on request make copies of these rules available to Members and applicants for membership free of charge.
- (d) Subject to subrule (b), a Member may make a copy of any of the other records of the Club referred to in this rule and the Club may charge a reasonable fee for provision of a copy of such a record.
- (e) For purposes of this rule—
 - (i) **relevant documents** means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Club and includes the following—
 - (A) its membership records;
 - (B) its financial statements;
 - (C) its financial records;
 - (D) records and documents relating to transactions, dealings, business or property of the Club.

81 Indemnity

- (a) Every Committee Member, officer, auditor, manager, employee or agent of the Club shall be indemnified out of the property or assets of the Club against any liability incurred by him or her in his or her capacity as Director, officer, auditor or agent in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to him or her by the Court.
- (b) The Club shall indemnify its Committee Members, officers, managers and employees against all damages and costs (including legal costs) for which any such Committee Member, officer,

manager or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:

- (i) in the case of a Committee Member or officer, performed or made whilst acting on behalf of and with the authority (express or implied) of the Club; and
- (ii) in the case of an employee, performed or made in the course of, and within the scope of, his or her employment by the Club.

82 Winding up and cancellation

- (a) The Club may be wound up voluntarily by Special Resolution.
- (b) In the event of the winding up or the cancellation of the incorporation of the Club, the surplus assets of the Club must not be distributed to any Members or former Members of the Club.
- (c) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Club and which is not carried on for the profit or gain of its individual members.
- (d) The body to which the surplus assets are to be given must be decided by Special Resolution.

83 Alteration of Rules

These Rules may only be altered by Special Resolution of a General Meeting of the Club.

Note: An alteration of these Rules does not take effect unless or until it is approved by the Registrar. If these Rules (other than rule 1, 2 or 3) are altered, the Club is taken to have adopted its own rules, not the model rules.