

27<sup>th</sup> March 2019



# Veteran Cycling Victoria Inc.

*Constitution*



# Veteran Cycling Victoria Inc.

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## NAME and PURPOSE

### 1. NAME

The name of the incorporated association is “Veteran Cycling Victoria Incorporated” (in this Constitution called the “Association” or “Veteran Cycling Victoria” or “VCV”).

### 2. PURPOSES

- 2.1. To promote and foster the sport of cycling in Victoria for Veteran Cyclists meeting the minimum age limits, as defined by the Peak Veteran Cycling Council (Australian Veteran Cycling Council and its successors).
- 2.2. To provide an independent body to administer and control the sport of competitive cycling for any person meeting the age criteria set out in Clause 2.1.
- 2.3. To co-operate with similar bodies in other states through an independent National Association, the “Australian Veteran Cycling Council Inc”, for veteran age cyclists, as set out in Clause 2.1, and such other bodies as may be desirable to achieve these purposes.
- 2.4. To co-ordinate, review and provide a structure for the Member Clubs compliant with rules and regulations as amended from time to time by the National Association.
- 2.5. To conduct and control Association Championships and Open events and to assist in the conduct of any other competitions as may be required.
- 2.6. To promote co-operation between clubs, encourage and develop the standard of knowledge of officials in conducting cycling activities.
- 2.7. To formulate or adopt and implement appropriate policies in relation to, but not limited to, harassment, discrimination, equal opportunity, drugs in sport, health, safety, and such other matters as arise from time to time.
- 2.8. To build good relationship with key stakeholders for veteran cycling including but not limited to; State Government, Local Government, Police, Vic Roads, and other cycling bodies.
- 2.9. To seek opportunities through the association and others, including sponsorship, commercial activities and marketing opportunities to further grow and develop the sport of veteran cycling.
- 2.10. To keep true records of all matters pertaining to the Association.

## DEFINITIONS and INTERPRETATION

### 3. Definitions

In this Constitution, unless the contrary intention appears:

- 3.1. **Act** means the Associations Incorporations Reform Act 2012.
- 3.2. **Association** means the incorporated Association known as Veteran Cycling Victoria Inc.

- 3.3. **Associate Member** means any class of member affiliated to the association other than a Member Club, Associate Members include; Club Members, Life Members or any other class of member as may be determined by the Association under Clause 5.5.
- 3.4. **Club Member** means an individual registered with the association through one of the affiliated Member Clubs.
- 3.5. **Committee** means the Committee of Management of the Association incorporating elected officers and Member Club delegates as with Clause 17, 18 and 19.
- 3.6. **Committee Meeting** means a meeting of the Committee held in accordance with Clause 27.
- 3.7. **Committee Member** means a member of the Committee being either an elected officer of the Association or a Member Club Delegate to the Association.
- 3.8. **Delegate** means a representative appointed to the Committee by Member Clubs under Clause 19.1.2.
- 3.9. **Disciplinary Appeals Meeting** is a meeting of the Committee to hear an appeal against a decision of a Disciplinary Subcommittee.
- 3.10. **Disciplinary Subcommittee** is a subcommittee appointed by the Committee of the Association to hear a disciplinary matter as and when required.
- 3.11. **Executive** or **Executive Group** means the elected officers of the Association including; President, Vice President, Treasurer and Secretary.
- 3.12. **Executive Meeting** is a meeting of the elected officers of the association.
- 3.13. **Financial Year** means the year ending on December 31<sup>st</sup>.
- 3.14. **General Meeting** means a general meeting of the members of the Association and includes the Annual General Meeting and any Special General Meetings as may be called by the Association or the Membership as outlined in Clause 29.
- 3.15. **Life Member** means a person who has been recognised by the Association for their contribution to furthering the interests of the Association and veteran cycling in Victoria under Clause 5.13.
- 3.16. **Member** includes Member Club, Club Member, Life Member or any other category, see Clause 5.
- 3.17. **Member Club** means an affiliated club eligible for membership under Clause 5.3.
- 3.18. **Officers of the Association** are the Executive group of the committee, Clause 18.
- 3.19. **Regulations** means regulations under the Act.
- 3.20. **Secretary** means the person who holds office as the secretary of the Association, Clause 22, and
- 3.21. **Treasurer** means the person who holds office as the treasurer of the Association, Clause 23.

## 4. Interpretation

- 4.1. Words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 as amended from time to time.

## MEMBERS, MEMBERSHIP and MEMBER'S RIGHTS

### 5. Members

- 5.1. Members of the Association are the Member Clubs.
- 5.2. The Association must have minimum of five Member Clubs.
- 5.3. Membership of the Association is open to cycling clubs that support and promote the values and ideals of the Association and that satisfy the requirements of Application for Membership (Clause 5.9)
- 5.4. Associate Members of the Association are the individual members of the Member Clubs.
- 5.5. Associate Membership to the Association is open to individuals who meet the criteria set out in Clause 2.1 and who comply with Clause 5.11.
- 5.6. Other membership types as may be created in accordance with Clause 5.14 of this Constitution may be open to individuals, clubs, associations or organisations.
- 5.7. Members' Voting Rights
  - 5.7.1. The Member Clubs of the Association, subject to this Constitution, shall be represented on the Committee by their Delegates who have the right to be present, debate and vote at Committee Meetings for and on behalf of the Clubs with Clause 19.
  - 5.7.2. Life Members of the Association may attend and debate at Committee meetings but have no right to vote (unless also a Delegate or an Officer of the Association).
  - 5.7.3. Club Members may attend Committee Meetings on invitation from the Executive but otherwise have no right to debate, unless asked, or vote (unless also a Delegate or an Officer of the Association).
  - 5.7.4. Committee Members, Club Members and any other membership type as determined by the Committee have the right to be present, debate and vote at General Meetings.
  - 5.7.5. Proxy Voting is not allowed at any Association meeting be it Executive, Committee or General.
- 5.8. Transfer and Cessation of Members Rights
  - 5.8.1. A right, privilege or obligation of a Member (Member Club, Club Member, Life Member or other) cannot be transferred or transmitted to another Member (Member Club, Club Member, Life Member or other); and
  - 5.8.2. The rights, privileges and obligations of a Member (Member Club, Club Member, Life Member or other) terminate upon the cessation of the Member's membership, whether by lapse of affiliation, resignation or otherwise.

## 5.9. Clubs' Application for Membership

- 5.9.1. A Club which nominates for membership of the Association will make a written application that includes;
- 5.9.1.1. the name of the club;
  - 5.9.1.2. the names and contact details of the club Executive;
  - 5.9.1.3. contact details of the club;
  - 5.9.1.4. a copy of the club Constitution which is to be consistent with the Constitution of the Association (this document) and the Model Rules and is to be reviewed, and approved, by the Association;
  - 5.9.1.5. a copy of the club's proposed race program that must show a minimum four races for the year;
  - 5.9.1.6. a nomination by an existing Member Club of the Association to be signed by two Executives of the nominating Member Club's committee, and
  - 5.9.1.7. the application will be accompanied by any prescribed fee.

## 5.10. Acceptance of Club's Application for membership

- 5.10.1. A Member Club which is nominated for membership under this Constitution is eligible to be a member of the Association subject to approval by majority vote at a Committee Meeting and on payment of the annual affiliation fee.

## 5.11. Club Member's Application for Membership

- 5.11.1. A nomination of a Club Member for registration with the Association:
- 5.11.1.1. Shall be through a Member Club.
  - 5.11.1.2. Shall be made online in a form approved from time to time by the National Association.
  - 5.11.1.3. Shall include declaration to abide by the Rules and Regulations of the Association, and
  - 5.11.1.4. Shall be accompanied by the annual fee.

## 5.12. Acceptance of Club Member's Application for membership

- 5.12.1. An individual who nominates for membership through an affiliated Member Club is eligible for membership upon completion of the prescribed membership form, including declaration to abide by the Rules and Regulations of the Association, and upon payment of the prescribed fees to the Association.
- 5.12.2. An individual's application for membership must be approved by the Member Club within 14 days of application.
- 5.12.3. An individual's application for membership of the Member Club can be rejected by the Member Club at which time the individual's membership of the Member Club ceases.
- 5.12.4. An individual's application for membership of the Association through a Member Club can be rejected by the Association, at which time the individual's membership of the Member Club ceases.
- 5.12.5. An individual whose membership application has been rejected shall have all monies paid refunded.

## 5.13. Life Members

- 5.13.1. The Association may confer Life Membership on a person who has provided long and meritorious service to the Association in recognition of their efforts in furthering the interests of the Association and veteran cycling in Victoria.

- 5.13.2. Life Membership may only be conferred by Special Resolution at an Annual General Meeting.
- 5.13.3. Nominations for Life Membership must be submitted to the Association with written supporting reasons for the nomination and must be received by the Secretary no more than three weeks prior to the Annual General Meeting.
- 5.13.4. Upon Life Membership being conferred on a person, that person's details shall be entered upon the register. A person shall become a Life Member from the time the Special Resolution conferring the Life Membership is passed not from the time of entry of their details on the register.
- 5.13.5. Life members have privileges to attend and debate at Committee meetings but not to vote.

#### 5.14. Creation of New Categories of Membership

- 5.14.1. The Committee has the right and power from time to time to create new categories of membership with such rights (other than voting rights), privileges and obligations as are determined applicable, even if the effect of creating a new category is to alter rights, privileges or obligations of an existing category of Members.
- 5.14.2. No new category of membership may be granted voting rights without a Special Resolution being passed by a Special General Meeting convened for that purpose.

## ANNUAL SUBSCRIPTION

### 6. Fees

- 6.1. Fees including Member Club annual affiliation fees, Club Member fees, penalties and levies payable by Members (or any category of Member) to the Association shall be determined by the Committee from time to time as deemed appropriate.
- 6.2. Monies payable to the Association by the Members under Clause 6.1 shall be forwarded to the Association for use by such dates as are prescribed by the Committee.
- 6.3. The funds of the Association shall be derived from the annual membership fees of Member Clubs and Associate Members, infringement fees, levies, donations, sponsorships and such other sources as the Committee determines.

## REGISTER OF ASSOCIATION MEMBERS

### 7. Register of Members

- 7.1. The Secretary, or in their place the Treasurer, shall keep and maintain a register of members including Member Clubs, Club Members, Life Members and members of any other membership category as determined by the Committee under Clause 5.14 of this Constitution; in which shall be entered
  - 7.1.1. The Member's name
  - 7.1.2. In the case of Member Clubs
    - 7.1.2.1. Contact details of the club.



- 7.1.2.2. The names, contact details and positions of the club's Executive.
- 7.1.2.3. The name and contact details of the handicapper if not a member of the club's Executive.
- 7.1.2.4. The names and contact details of the club's delegates to the Association.

7.1.3. In the case of Club Members

- 7.1.3.1. Contact details for the member.
- 7.1.3.2. Emergency contact details; name and phone number.
- 7.1.3.3. Any history the member may have with the Association - disciplinary.
- 7.1.3.4. Any medical history of an Associate Member supplied to the Association will be kept separately to the Member register and will not be available for inspection other than by the specific Club Member.

7.1.4. In the case of Other Membership types any combination of the above and any additional information as may be determined by the Committee from time to time.

- 7.2. The register of all Member's details shall be available for inspection to members of the Committee on request to the keeper of the register.
- 7.3. The register of a Club Member shall be available for inspection by said Club Member on request to the keeper of the register.

## **RESIGNATION OF A MEMBER**

### **8. Resignation of a Member Club**

- 8.1. A Member Club of the Association, who has paid all monies due and payable by the Member Club to the Association, may resign from the Association by written notice from an Executive officer of the Member Club countersigned by two other committee members of the Member Club and sent to the Association Secretary. Preferably the written notice will comment on the reasons for resignation from the Association. Upon presentation of such notice the Member Club shall cease to be a member of the Association.
- 8.2. Any fees paid by the resigning Member Club shall be forfeit to the Association unless the resigning Member Club makes application, in writing, for refund of said fees and said application is approved by the Committee at the Committee Meeting where the notice of resignation is tabled.
- 8.3. Any fees paid to the Association by Club Members of the resigning Member Club shall be refunded pro-rata to the Club Member unless said member requests transfer to another affiliated Member Club.
- 8.4. Upon tabling of a notice of resignation of a Member Club from the Association the keeper of membership records (Clause 7) shall cause a record of such resignation to be entered in the record of memberships stating the date and reasons for the Member Club's resignation.

### **9. Resignation of a Club Member or other Member**

- 9.1. A Club Member or other Associate Member of the Association who has paid all monies due and payable to the Association may resign from the Association by written notice to the Secretary of the Association. On receipt of such notice by the Secretary of the Association the Member shall cease to be a member of the Association.
- 9.2. The Secretary of the Association is to forward a copy of the letter of resignation to the resigning member's club secretary.
- 9.3. Any fees paid to the Association by the resigning member shall be forfeit unless the resigning member makes application to the Association for refund of fees and that application is approved. Any application for refund of fees must be in writing giving justification for the request and is to be determined by a vote of the Committee at the first Committee Meeting after the letter of request is received by the Secretary.
- 9.4. Upon receipt of a notice under Clause 9.1, the Secretary is to instruct the keeper of membership records to make entry in the register of members recording the date on which the Member ceased to be a member of the Association and the reasons for that cessation.

## **DISCIPLINARY ACTION**

### **10. Grounds for taking disciplinary action**

- 10.1. The Association may take disciplinary action against a Member (Club, Individual, Life or any other category, see Clause 5) if it is determined that the member
  - 10.1.1. has failed to comply with this Constitution; or
  - 10.1.2. refuses to support the purposes of the Association; or
  - 10.1.3. has engaged in conduct prejudicial to the Association.

### **11. Disciplinary Subcommittee**

- 11.1. If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a Member, the Committee must appoint a Disciplinary Subcommittee to hear the matter and determine what action, if any, to take against the Member.
  - 11.1.1. The members of the Disciplinary Subcommittee
    - 11.1.1.1. Will be three or five in number, and
    - 11.1.1.2. shall be members of the Committee or other members of the Association as appointed by the Committee; but
    - 11.1.1.3. must not be connected to the Member concerned through club affiliation or related in any other way, or be biased against, or in favour of, the Member concerned, and
    - 11.1.1.4. must not be party to the action that instigated the disciplinary action.

### **12. Notice to member on disciplinary action**

- 12.1. Before disciplinary action is taken against a Member, the Secretary must give written notice to the Member;

- 12.1.1. stating that the Association proposes to take disciplinary action against the Member
  - 12.1.2. stating the grounds for the proposed disciplinary action
  - 12.1.3. advising them of the composition of the Disciplinary Subcommittee
  - 12.1.4. specifying the date, place and time of the meeting at which the Disciplinary Subcommittee intends to consider the disciplinary action (the disciplinary meeting); and
  - 12.1.5. advising the Member that they may do one or both of the following;
    - 12.1.5.1. attend the disciplinary meeting and address the Disciplinary Subcommittee at that meeting;
    - 12.1.5.2. give a written statement to the Disciplinary Subcommittee at any time before the disciplinary meeting; and
  - 12.1.6. advising the Member that they may have an advocate or advisor present at the Disciplinary Subcommittee
  - 12.1.7. advising the Member that they may have witnesses
    - 12.1.7.1. attend and address the subcommittee on matters pertaining to the reason for the disciplinary action or
    - 12.1.7.2. submit written statements on the matter to the Disciplinary Subcommittee
  - 12.1.8. setting out the Member's appeal rights under Clause 14.
- 12.2. The notice of intention to hold a disciplinary meeting must be given to the Member no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is to be held.

### **13. Proceedings of Disciplinary Subcommittee**

- 13.1. At the disciplinary meeting, the Disciplinary Subcommittee must;
  - 13.1.1. Detail the reasons for convening the disciplinary meeting.
  - 13.1.2. Table all evidence, documented or otherwise, pertaining to the matter that instigated the Disciplinary Meeting.
  - 13.1.3. Give the Member and any witnesses an opportunity to be heard; and
  - 13.1.4. consider any written statement submitted by the Member.
- 13.2. After complying with sub-Clause (13.1), the disciplinary subcommittee may;
  - 13.2.1. take no further action against the Member; or
  - 13.2.2. subject to this constitution -
    - 13.2.2.1. reprimand the Member; or
    - 13.2.2.2. suspend the membership rights of the Member for a specified period; or
    - 13.2.2.3. expel the Member from the Association
    - 13.2.2.4. apply other penalties as deemed appropriate by the Disciplinary Subcommittee.
- 13.3. The suspension of membership rights or the expulsion of a Member by the Disciplinary Subcommittee under this Clause takes effect immediately after the vote is passed.

- 13.4. Any fees paid to the Association by a Member who is expelled from the Association because of a Disciplinary Meeting shall be forfeit.
- 13.5. Any fees paid to the Association by Club Members of a Member Club that is expelled from the Association as a result of a Disciplinary Meeting shall be refunded pro-rata to the Club Member unless said Club Member requests transfer to another affiliated Member Club.

## **14. Appeal rights**

14.1. A Member whose membership rights have been suspended or who has been expelled from the Association under Clause 13 may give notice to the effect that they wish to appeal against the suspension or expulsion.

14.2. The notice, giving reasons for the appeal, must be in writing and be given;

14.2.1. to the Disciplinary Subcommittee immediately after the vote to suspend or expel the Member is taken; or

14.2.2. to the Secretary of the Association not later than 48 hours after the vote.

14.3. If a Member has given notice under sub-Clause 14.2, a Disciplinary Appeal Meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.

14.4. If a Member has given notice under sub-Clause 14.2 the penalty applied is suspended until the appeal is heard and decided upon.

14.5. Notice of the Disciplinary Appeal Meeting must be given to each Member of the Committee of the Association, as soon as practicable and must;

14.5.1. specify the date, time and place of the meeting;

14.5.2. and state;

14.5.2.1. the name of the Member against whom the disciplinary action has been taken; and

14.5.2.2. the reasons for the disciplinary action being taken including the evidence provided under Clause 13.1.2., and

14.5.2.3. the action taken and the grounds for taking that action; and

14.5.2.4. the reasons for the appeal as provided under Clause 14.2, and

14.5.2.5. that at the Disciplinary Appeal Meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

## **15. Conduct of Disciplinary Appeal Meeting**

15.1. Attendees at a Disciplinary Appeal Meeting shall be;

15.1.1. the Disciplinary Subcommittee

15.1.2. the Committee

15.1.3. the appellant and any witnesses they wish to make statement on their behalf.

## 15.2. Voting Rights;

- 15.2.1. Only members of the Committee have the right to vote on a matter before a Disciplinary Appeal Meeting except where they fall under clauses 15.2.2, 15.2.3, 15.2.4 or 15.2.5.
- 15.2.2. A Committee Member related to the Member concerned through club affiliation or in any other way may be present at the Disciplinary Appeal Meeting but is not entitled to vote on the matter.
- 15.2.3. A Committee Member that is party to the action that instigated the disciplinary action may be present at the Disciplinary Appeal Meeting but is not entitled to vote on the matter.
- 15.2.4. A Committee Member may not vote by proxy at a Disciplinary Appeal Meeting.
- 15.2.5. A member of the Disciplinary Subcommittee may not vote at the Disciplinary Appeal Meeting.

## 15.3. At a Disciplinary Appeal Meeting;

- 15.3.1. no business other than the question of the appeal may be conducted; and
  - 15.3.2. the Disciplinary Subcommittee must state the grounds for suspending or expelling the Member and the reasons for taking that action; and
  - 15.3.3. the Member whose membership has been suspended or who has been expelled must be given an opportunity to be heard along with any witnesses they invited, and any documents provided by the Member must be tabled, read and considered.
- 15.4. After complying with sub-Clause 15.1, the Members present, and entitled to vote (sub-Clause 15.2), at the meeting must vote by secret ballot on the question of whether the decision of the Disciplinary Meeting should be upheld or revoked.
  - 15.5. The decision of the Disciplinary Subcommittee is upheld if three quarters or more of the Members voting at the Disciplinary Appeal Meeting vote in favour of the decision.

## **GRIEVANCES**

### **16. Grievance Procedure**

16.1. The grievance procedure set out in this Clause applies to disputes between:

- 16.1.1. A Member Club and another Member Club;
- 16.1.2. A Member Club and the Association
- 16.1.3. A Club Member and the Association
- 16.1.4. A Club Member and a Member Club,
  - 16.1.4.1. A dispute between a Club Member and their own Club will be resolved by following procedures in the Member club constitution which may lead to Association involvement,
  - 16.1.4.2. A dispute between a Club Member and a Member Club other than their own Member Club will be resolved at Association level,

16.1.5. Another member category and the Association.

16.2. The parties to the dispute must notify the Association of the dispute and include the following details in the notification;

16.2.1. the parties to the dispute

16.2.2. a brief description of the nature of the dispute including the date the dispute was raised

16.2.3. the proposed date of the meeting to resolve the dispute

16.2.4. any efforts already taken to resolve the dispute.

16.3. The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

16.4. The parties to the dispute must notify the Association of the outcome of any meeting held to resolve the dispute.

16.5. 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 hold a meeting in the presence of a mediator.

16.6. The mediator must be:

16.6.1. A person chosen by agreement between the parties; or

16.6.2. In the absence of agreement:

16.6.2.1. In the case of a dispute between a Member Club and another Member Club, a person appointed by the Association;

16.6.2.2. In a dispute between a Member Club and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice); or

16.6.2.3. In a dispute between a Club Member, Life Member or new category Member and the Association, a person appointed by the Association.

16.6.3. A mediator may be a member or former member of the Association but must not be a person who—

16.6.3.1. is a party to the dispute,

16.6.3.2. has a personal interest in the dispute; or

16.6.3.3. is biased in favour of or against any party to the dispute

16.7. The parties to the dispute must provide to the mediator all available information concerning the dispute at the earliest possible time.

16.8. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

16.9. The mediator, in conducting the mediation must:

16.9.1. give the parties to the mediation process every opportunity to be heard;

16.9.2. allow due consideration by all parties of any written statement submitted by any party; and

16.9.3. ensure that natural justice is afforded to the parties to the dispute throughout the mediation process.

- 16.10. The mediator must not determine the outcome of the dispute.
- 16.11. 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.

## **COMMITTEE**

### **17. Committee Powers**

- 17.1. The affairs of the Association shall be managed by a Committee.
- 17.2. The Committee:
  - 17.2.1. must control and manage the affairs and business of the Association;
  - 17.2.2. may, subject to this Constitution, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by this Constitution to be exercised by General Meetings of the Member Clubs; and
  - 17.2.3. subject to this Constitution, the Regulations and the Act, has powers to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association.

### **18. Officers**

- 18.1. The Officers of the Association form the Executive Group and shall be:
  - 18.1.1. President;
  - 18.1.2. Vice President;
  - 18.1.3. Treasurer;
  - 18.1.4. Secretary;
  - 18.1.5. The positions of Secretary and Treasurer may be combined should the Committee so decide in which case a Committee Member may be appointed to the Executive by the Committee for any year in which the positions are combined. Further a new Committee member can be appointed within Clause 19.1.2.
- 18.2. The Officers of the Association, with the exception of the President, may also be Delegates to the Association, if the Member Club chooses and contribute to a Member Club's representation to the Committee under Clause 19.1.2
- 18.3. The provisions of this Clause 18, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in Clause 18.1.
- 18.4. Each officer of the Association shall hold office until the office is declared vacant at the next Annual General Meeting after the date of their election where they will be eligible for re-election.

- 18.5. The election of a new President or new Secretary should be made on alternate years to provide continuity. Preferably these positions shall be filled for a two-year period, the President being elected at one Annual Meeting, the Secretary being elected the following year, and so on.
- 18.6. The position of President shall not be held for more than four (4) consecutive years; however, a past President may be re-elected after a further period of twelve (12) months.
- 18.7. The position of Secretary shall not be held for more than four (4) consecutive years; however, a past Secretary may be re-elected after a further period of twelve (12) months.
- 18.8. The position of Treasurer shall not be held for more than four (4) consecutive years; however, a past Treasurer may be re-elected after a further period of twelve (12) months.
- 18.9. Upon the adoption of this Constitution the positions of President, Secretary and Treasurer shall have tenure of Office set to zero (0), from thereafter will comply with Clauses 18.6, 18.7 and 18.8
- 18.10. In the event of a casual or other vacancy in any office referred to in Clause 18.1 the Committee may appoint a Club Member or Committee Member to the vacant office and the Club Member so appointed may continue in office as required to cover the vacancy or until the office is declared vacant at the next Annual General Meeting following the appointment.

## 19. Composition of the Committee

19.1. Subject to section 77 of the Act, the Committee shall consist of:

19.1.1. the President of the Association and Non-Delegate Officers; and

19.1.2. Delegates appointed by each Member Club to attain representation as follows:

- 19.1.2.1. Member Clubs with 10 to 49 members – one (1) representative
- 19.1.2.2. Member Clubs with 50 to 99 members – two (2) representatives and
- 19.1.2.3. Member Clubs with 100 or more members – three (3) representatives.
- 19.1.2.4. Member Clubs will not by this appointment have more than their allocated representation of Committee Members including Delegates and Officers of the Association but excluding the President.

*Member Clubs will not by this appointment have more than their allocated representation of Delegate Committee Members but excluding the President.*

19.1.3. Each Delegate to the Committee shall hold office until the next Annual General Meeting of their Member Club.

19.1.4. Each Delegate to the Committee must be a financial member of the Association and must not be serving a penalty of suspension at the time of attending a Committee Meeting.

19.1.5. In the event of a casual or other vacancy occurring in the position of a Delegate to the Committee, the Committee shall accept a Club Member of the same Member Club to fill the vacancy and the Club Member so appointed shall hold office as required to cover the vacancy, subject to this Constitution, or until the position is declared vacant at the next Annual General Meeting of their Member Club following the date of their appointment.



- 19.1.6. In the event of a casual or other vacancy occurring in the position of a Delegate to the Committee the Secretary of the Member Club affected must notify the Association of the replacement prior to the first Committee Meeting that the replacement is to attend.
- 19.1.7. To ensure the independence of the Association, a person who is a Committee or Executive member of, or a delegate to, any other State or National cycling organisation, at club, State or National level (other than such body stated in 2.3) is not eligible for nomination to any VCV position as an officer or committee member at club or State level.
- 19.2. Each Officer of the Association (except the President) and each Delegate appointed in accordance with Clause 18.1 and 19.1.2 respectively shall have one vote on each decision at any meeting of the Committee.
- 19.3. In the case of an equality of voting on a question, the President of the Association is entitled to exercise a casting vote

## **ELECTION OF OFFICERS AND VACANCIES**

### **20. Elections**

- 20.1. Nominations of candidates for election as Officers of the Association:
- 20.1.1. must be made in writing, signed by two Members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
- 20.1.2. must be delivered to the Secretary not less than 14 days before the date fixed for the holding of the Annual General Meeting.
- 20.1.3. Candidates for Officers of the Association must be current financial members of the Association.
- 20.1.4. If insufficient nominations are received to fill the position of an Officer nominations may be received at the Annual General Meeting for those positions.
- 20.2. If the number of nominations received for a position is equal to the number of vacancies for that position, the persons nominated shall be deemed to be elected.
- 20.3. If the number of nominations for a position on the Committee exceed the number of vacancies for that position, a ballot shall be held.
- 20.4. The ballot for the election of Officers of the Committee shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.
- 20.5. Ordinary members of the Committee (Delegates) nominated by Member Clubs shall be added to the Committee following notification of their appointment by the Member Club to the Association during the year.

### **21. Committee Vacancies**

- 21.1. For this Constitution the office of an Officer of the Association or of a Delegate to the Committee becomes vacant if the Officer or Delegate:
- 21.1.1. ceases to be a Member of the Association;

- 21.1.2. becomes insolvent, under administration within the meaning of the Corporations Act 2001;
- 21.1.3. resigns his/her office by notice in writing given to the Secretary; or
- 21.1.4. is expelled from membership under this Constitution;
- 21.1.5. fails to attend or submit an apology to two consecutive meetings of the Association.

## **SECRETARY**

### **22. Secretary's Duties**

- 22.1. The Secretary shall cause notice of Meetings as detailed in Clauses 12, 26.2.1, 27.2, 27.4.4.2, 29.1.3 and 29.2.4 to be distributed to Members of the Association who are entitled to attend such Meetings in the appropriate time frame.
- 22.2. The Secretary of the Association shall keep minutes of the resolutions and proceedings of each Committee Meeting together with a record of the names of the persons present at Committee Meetings.
- 22.3. The Secretary of the Association shall keep minutes of the resolutions and proceedings of each General Meeting together with a record of the names of the persons present.
- 22.4. The Secretary of the Association shall keep a record of all correspondence received by or distributed from the Association and is to provide a report on such correspondence to the Committee at each Committee Meeting.
- 22.5. If requested by a Member (Club, Individual, Life or other), the Secretary shall provide copies of the minutes of a Committee or General Meeting to the Member.
- 22.6. The Secretary is entitled to charge an appropriate fee for providing a copy of minutes.

## **TREASURER**

### **23. The Treasurer:**

- 23.1. Must collect and receive all monies due to the Association and make all payments authorised by the Committee; and
- 23.2. Must keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- 23.3. Must present an audited annual financial report to the Committee at the Annual General Meeting and must present interim financial reports at each Ordinary General Meeting covering the period since the last tabled interim financial report.
- 23.4. Make the accounts and books referred to in Clause 23.2 available for inspection and copy by Members on request.

## REMOVAL OF MEMBER OF THE COMMITTEE

### 24. Removal of Committee Member

- 24.1. The Association, in Committee Meeting, may by special resolution remove any Delegate or Officer of the Committee before the expiration of their term.
- 24.2. In the case where a Delegate has been removed the committee shall request that the delegate's club elect a replacement Club Member in their stead until the expiration of the term of that Committee member
- 24.3. In the case where an Officer of the Committee has been removed the Committee shall elect a replacement from their midst. Where that Officer is also a delegate of the club then 24.2 applies.
- 24.4. Where the Committee member to whom a proposed resolution referred to in Clause 24.1 makes representation in writing to the Secretary or President (not exceeding a reasonable length) and requests that representation be notified to the members of the Committee, the Secretary or President may send a copy of the representations to each member of the Committee before the Committee Meeting at which the resolution is to be decided or, if they are not so sent, the member may require that they be read out at the next Committee Meeting.
- 24.5. A special resolution is passed if not less than three quarters (75%) of the Committee members vote in favour of the resolution.

## MEETINGS

### 25. Meetings of the Association

Meetings of the Association include;

- 25.1. Executive Meetings  
Meetings of the Executive of the Association may be convened before Committee Meetings of the Association to discuss matters on the agenda for that meeting or as required to conduct urgent business of the Association where a Committee Meeting cannot be organised.
- 25.2. Committee Meetings  
Committee meetings are regular meetings of the Committee at which the general running of the Association is discussed and decided.
- 25.3. Subcommittee Meetings  
Subcommittee meetings are meetings convened by subcommittees (Disciplinary or other) of the Association as deemed required by the Association from time to time.
- 25.4. Disciplinary Appeals Meetings  
Disciplinary appeals meetings are meetings convened by the Committee in response to an appeal against the decision of a Disciplinary Subcommittee as detailed in Section 15 of this document.
- 25.5. General Meetings  
General meetings are meetings open to the full membership of the Association; Member Clubs, Club Members, Other Members and include the Annual General Meeting and any Special General

Meeting as may be called by the Committee or by the membership of the Association – Member Clubs, Club Members or Other Members.

## 26. EXECUTIVE MEETINGS

26.1. Executive Meetings are convened by the Executive of the Association as they see fit and can be called by any member of the Executive.

26.2. Notification of Executive Meetings

26.2.1. The Secretary of the Association, once notified of the request for a meeting, shall inform all members of the Executive with a date, time and venue for the meeting.

26.3. Ordinary Business of Executive Meetings

26.3.1. To discuss the matters for which the meeting was called which may be

26.3.1.1. To discuss matters for the consideration of the Committee of the Association at the next Committee Meeting.

26.3.1.2. To consider the Executive's position on matters that are to be raised at the next Committee Meeting.

26.3.1.3. To make urgent decisions concerning the running of the Association where the convening of a Committee Meeting of the Association is not possible within the time constraints that the decision requires.

26.4. Proceedings at Executive Meetings

26.4.1. Business and Quorum

26.4.1.1. There is Quorum of three (3).

26.4.2. Presiding at Meetings

26.4.2.1. The President, or in their absence the Vice President, of the Association is to Chair the meeting.

26.4.3. Record of Meeting

26.4.3.1. The Secretary, or in their absence a member of the Executive appointed by the Chair, is to make record of the proceedings of the meeting

26.4.3.2. The record of the meeting is to record the Ordinary Business of the Meeting, and the results of any resolution voted upon.

26.4.3.3. The Record of the Executive Meeting is to be made available to the Secretary of the Association for inclusion in the Ordinary Business of the next Committee Meeting of the Association.

26.4.4. Adjournment of Executive Meetings

26.4.4.1. Executive Meetings cannot be adjourned

26.4.4.2. Any business not resolved at an Executive Meeting can be raised at the next Executive Meeting as business arising from the previous meeting.

26.4.5. Determination of Resolution

26.4.5.1. Resolutions put to the Executive shall be decided by a show of hands.

26.4.6. Voting

26.4.6.1. All members of the Executive have the right to vote on a resolution put to the Meeting.

## 26.5. Resolutions of Executive Meetings

- 26.5.1. A resolution of the Executive is effective from the time that the vote is settled.
- 26.5.2. A resolution of the Executive must be presented to the Committee where it is to be ratified or overturned by a vote of the Committee.
- 26.5.3. Where a resolution of the Executive is overturned by the Committee any action undertaken in effecting the resolution of the Executive must be reversed as quickly and completely as practical.

## 27. COMMITTEE MEETINGS

27.1. A minimum of four Committee Meetings must be convened by the Association in any calendar year.

### 27.2. Notification of Committee Meetings

- 27.2.1. The Secretary must give to each member of the Committee at least 7 days' notice of a Committee Meeting.
- 27.2.2. The notice must;
  - 27.2.2.1. specify the date, time and place of the meeting; and
  - 27.2.2.2. indicate the general nature of each item of business to be considered at the meeting; and
  - 27.2.2.3. if a resolution is to be proposed state in full the proposed resolution; and
  - 27.2.2.4. state the intention to propose the resolution as a special resolution.
- 27.2.3. A Member Club desiring to bring any business before a Committee Meeting will give notice of that business in writing to the Secretary who shall include that business in the notice calling the next Committee Meeting after the receipt of the notice.

27.3. The Ordinary Business of a Committee Meeting shall be;

- 27.3.1. recording of attendees and apologies to the meeting
- 27.3.2. to confirm the minutes of the previous Committee Meeting
- 27.3.3. to report on business outstanding from the previous Committee Meeting
- 27.3.4. to receive the Secretary's report on correspondence received and sent, membership, matters arising from Executive Committee meetings and other matters as may be relevant
- 27.3.5. to accept and discuss questions arising from the Secretary's report
- 27.3.6. to receive the Treasurer's report on financial transactions since the previous Committee Meeting or last financial report whichever is the longer period
- 27.3.7. to accept and discuss questions arising from the Treasurer's report
- 27.3.8. to table and confirm the minutes of any Special General Meeting that may have occurred after the previous Committee Meeting

- 27.3.9. to table and confirm the minutes and decisions of any Disciplinary Subcommittee and/or Disciplinary Appeal Meetings that may have occurred after the previous General Meeting
- 27.3.10. to receive reports from any sub-committee of the Association on the progress of the sub-committee's purposes
- 27.3.11. to discuss and decide upon business that has been brought before the Committee by the Member Clubs or Delegates as detailed in the agenda of the Committee Meeting
- 27.3.12. to appoint subcommittees as may be required to perform the business of the Association
- 27.3.13. to accept individual Member Club reports on the activities of each club
- 27.3.14. set the date, time and venue for the next Committee Meeting.

#### 27.4. Proceedings at Committee Meetings

##### 27.4.1. Business and Quorum

- 27.4.1.1. No business other than that set out in the notice convening the meeting may be transacted at the meeting.
- 27.4.1.2. No item of business shall be transacted at a Committee Meeting unless a quorum of Member Clubs is declared.
- 27.4.1.3. Five (5) Member Clubs personally present (being Member Clubs entitled under this Constitution to vote at a Committee Meeting) constitutes a quorum for the transaction of the business of a Committee Meeting.
- 27.4.1.4. If within half an hour after the appointed time for the commencement of a Committee Meeting a quorum is not present the Committee Meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairman at the time of the adjournment or by written notice to Member Clubs given before the day to which the meeting is adjourned) at the same place.
- 27.4.1.5. If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the Committee Meeting, the meeting shall be dissolved.
- 27.4.1.6. A member not physically present at a Committee Meeting may be permitted to participate in the Committee Meeting using technology that allows that member and the members present at the Committee Meeting to clearly and simultaneously communicate with each other.
- 27.4.1.7. For the purposes of this Clause 27, a member participating in a Committee Meeting as permitted under Clause 27.4.1.6 is taken to be present at the Committee Meeting and, if the member votes at the Committee Meeting, is taken to have voted in person.

##### 27.4.2. Presiding at Meetings

- 27.4.2.1. The President, or in the President's absence the Vice President, shall preside as Chairman at each Committee Meeting of the Association.
- 27.4.2.2. The President, or in the President's absence the Vice President, may request a Committee Member to preside.
- 27.4.2.3. If the President and Vice President are absent from a Committee Meeting the Member Clubs present must elect one of their number to preside as Chairman at the meeting.

### 27.4.3. Record of Meeting

- 27.4.3.1. The Secretary, or in the Secretary's absence a member of the Committee appointed by the Chair, is to make record of the proceedings of the meeting
- 27.4.3.2. The record of the meeting is to record the Ordinary Business of the Meeting, and the results of any resolution voted upon.

### 27.4.4. Adjournment of Committee Meetings

- 27.4.4.1. The Chairman of a Committee Meeting at which a quorum is present may, with the consent of the Committee Meeting, adjourn the Committee Meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the Committee Meeting at which the adjournment took place.
- 27.4.4.2. Where a Committee Meeting is adjourned for 14 days or more, a further notice of the adjourned Committee Meeting must be provided.
- 27.4.4.3. Except as provided in Clause 27.4.4.2 it is not necessary to give notice of an adjournment or the business to be transacted at an adjourned Committee Meeting.

### 27.4.5. Determination of Resolution

- 27.4.5.1. A question arising at a Committee Meeting of the Association must be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost an entry to that effect in the minute book of the Association is evidence of the fact without proof of the number or proportion of the vote recorded in favour of or against that resolution.

### 27.4.6. Voting

- 27.4.6.1. Upon any question arising at a Committee Meeting of the Association, a Delegate has one vote only.
- 27.4.6.2. A Committee Member is not entitled to vote at any Committee Meeting unless all monies due and payable by the Member to the Association have been paid.
- 27.4.6.3. In the case of an equality of voting on a question, the Chairman of the Committee Meeting is entitled to exercise a second (where the chair of the meeting is not the President) or casting vote (where the chair of the meeting is the President of the Association).
- 27.4.6.4. Proxy votes are not accepted at Committee Meetings of the Association.

### 27.4.7. Poll

- 27.4.7.1. If at a Committee Meeting a poll on any question is demanded by not less than 5 Member Clubs, it shall be taken at that Committee Meeting in such manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the Committee Meeting on that question.
- 27.4.7.2. A poll that is demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the Committee Meeting as the Chairman may direct.

## 28. SUBCOMMITTEE MEETINGS

- 28.1. Subcommittees (Disciplinary and other) convened by the Association will include the appointment of a Subcommittee Secretary.

28.2. Subcommittee meetings are convened as required by the Subcommittee.

28.3. Notification of Subcommittee Meetings

28.3.1. The Secretary of the subcommittee is to notify all members of the subcommittee of the date, time and venue of any meeting

28.3.2. The Secretary of the subcommittee is to notify the Secretary of the Association of any meeting of the subcommittee.

28.4. Ordinary Business of Subcommittee Meetings

28.5. Proceedings at Subcommittee Meetings

28.5.1. Business and Quorum

28.5.1.1. The quorum for a disciplinary subcommittee is the numbers of members in the subcommittee, i.e., three or five (see Clause 11.1.1.1.).

28.5.1.2. The quorum for a subcommittee (other) is a majority of subcommittee members.

28.5.2. Presiding at Meetings

28.5.2.1. The members of the subcommittee are to nominate one of their number to Chair the meeting.

28.5.3. Record of Meeting

28.5.3.1. The Secretary of the subcommittee is to make record of the proceedings of the meeting

28.5.3.2. The record of the meeting is to record pertinent discussions and decisions made by the subcommittee on.

28.5.3.3. The Secretary of the subcommittee is to make the Record of Meeting available to the members of the subcommittee at the earliest possible time.

28.5.3.4. The Secretary of the subcommittee is to make the Record of Meeting available to the Secretary of the Association for inclusion in the Ordinary Business of the next Committee Meeting of the Association.

28.5.4. Adjournment of Subcommittee Meetings

28.5.4.1. Subcommittee Meetings cannot be adjourned.

28.5.5. Determination of Resolution

28.5.5.1. Show of hands.

28.5.6. Voting

28.5.6.1. All members of a subcommittee have the right to vote on any resolution put to the subcommittee.

## **29. GENERAL MEETINGS**

29.1. Annual General Meeting

29.1.1. The Association must in each calendar year convene one Annual General Meeting.

29.1.2. The Annual General Meeting must be held before January 31st each year.



### 29.1.3. Notification of Annual General meeting

- 29.1.3.1. The Secretary must give to each member of the Association (Member Club, Club Member, Life member and any Other Member type as allowed by the Association) at least twenty-one (21) days' notice of the Annual General Meeting.
- 29.1.3.2. The notice must specify the date, time and place of the meeting,
- 29.1.3.3. The notice must specify the ordinary business of the Annual General Meeting including all nominations for positions on the Executive,
- 29.1.3.4. The Annual General Meeting must be specified as such in the notice convening it.

### 29.1.4. The ordinary business of the Annual General Meeting shall be:

- 29.1.4.1. to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting,
- 29.1.4.2. to receive from the Treasurer of the Association an audited financial statement of the financial affairs of the Association,
- 29.1.4.3. to receive from the Committee reports upon the business of the Association during the last preceding year;
- 29.1.4.4. to receive and consider the statement submitted by the Association in accordance with section 101(1) of the Act
- 29.1.4.5. to elect Officers of the Association; and
- 29.1.4.6. to set honorariums for the Executive for the upcoming term.

### 29.1.5. The Annual General Meeting shall be in addition to any other General Meeting of the Association that may be held in the same year.

## 29.2. Special General Meeting

### 29.2.1. Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.

### 29.2.2. A Special General Meeting may be called by the Executive at any time,

### 29.2.3. A Special General Meeting can be called by the Member Clubs at any time where an application for a Special General Meeting by the Member Clubs must;

- 29.2.3.1. Be in writing and submitted to the Association,
- 29.2.3.2. Be signed by one club Officer each from at least half of the Member Clubs of the Association,
- 29.2.3.3. Declare the reasons for requesting the Special General Meeting and,
- 29.2.3.4. Detail any special resolutions to be discussed and voted upon at the Special General Meeting.

### 29.2.4. A Special General meeting can be called by Associate Members (Club Members, Life Members or any Other type of membership as decided by the Committee), an application for a Special General Meeting by the Membership must;

- 29.2.4.1. Be in writing and submitted to the Association,
- 29.2.4.2. Be signed by at least ten percent (10%) of the membership of the Association,
- 29.2.4.3. Declare the reasons for requesting the Special General Meeting and,

29.2.4.4. Detail any special resolutions to be discussed and voted upon at the Special General Meeting,

29.2.5. Notification of Special General Meeting

29.2.5.1. Upon being notified of a request for a Special General Meeting the Secretary of the Association must, within one month of notification and at least twenty-one (21) days prior to the meeting, provide notification of the Special General Meeting to all Members of the Association (Member Clubs, Club Members, Life Members and any Other member type as created by the Association).

29.2.5.2. The notice must specify the date, time and place of the meeting,

29.2.5.3. The notice must indicate the general nature of each item of business to be considered at the meeting, and

29.2.5.4. if a resolution is to be proposed state in full the proposed resolution and state the intention to propose the resolution as a special resolution.

29.2.6. Ordinary Business of a Special General Meeting

29.2.6.1. The ordinary business of a Special General Meeting is to discuss, consider and vote upon the resolution(s) for which the Special General Meeting was convened.

29.3. Proceedings of General Meetings

29.3.1. No business other than the Ordinary Business of the General Meeting as detailed in the notice of meeting is to be transacted at a General Meeting.

29.3.2. No item of business shall be transacted at a General Meeting unless a Quorum of Members is declared.

29.3.3. Quorum and Participation;

29.3.3.1. Representation from 60% of the Member Clubs of the Association present at a General Meeting constitutes a Quorum for a General Meeting.

29.3.3.2. Participation at General Meetings of the Association is open to all financial members of the Association except where such Member is serving a suspension consequent to Disciplinary Action.

29.3.3.3. A member not physically present at a General Meeting may be permitted to participate in the General Meeting using technology that allows that Member and the Members physically present at the General Meeting to clearly and simultaneously communicate with each other.

29.3.3.4. For the purposes of this Clause 29.3.3 a Member participating in a General Meeting as permitted under Clause 29.3.3.3 is taken to be present at the General Meeting and, if the Member votes at the Meeting is taken to have voted in person.

29.3.4. If, within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting;

29.3.4.1. If an Annual General Meeting, shall stand adjourned to the same day in the following week, at the same time and, unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to members before the day to which the meeting is adjourned, at the same place,

29.3.4.2. If convened by the Executive, shall be dissolved and all resolution(s) proposed will be deemed accepted.

- 29.3.4.3. If convened upon the requisition of Member Clubs, shall be dissolved and all resolution(s) proposed will be deemed defeated,
- 29.3.4.4. If convened at the request of Associate Members, shall be dissolved and all resolution(s) proposed will be deemed defeated;
- 29.3.4.5. If at an adjourned meeting a quorum is not present within an hour after the time appointed for the commencement of the meeting, the meeting shall be dissolved and any resolution proposed is deemed accepted.

#### 29.3.5. Presiding at a General Meeting

- 29.3.5.1. At the Annual General Meeting the President of the Association, or in their absence, the Vice-President, shall chair the meeting until their position is spilt when the chair shall pass to the Secretary for the election of the new President after which the chair shall revert back to the President.
- 29.3.5.2. At a Special General Meeting convened by the Executive the President of the Association, or in their absence the Vice-President, shall preside at the meeting.
- 29.3.5.3. At a Special General Meeting convened by the Member Clubs the meeting is to be chaired by a Delegate of one of the Member Clubs calling the meeting.
- 29.3.5.4. At a Special General Meeting convened by the general membership the meeting is to be chaired by the President of the Association, or in their absence the Vice-President.
- 29.3.5.5. The President, or the Vice-President, may request another member of the Committee to chair a General Meeting in their stead.
- 29.3.5.6. If the President and Vice-President are not present at a General Meeting they are required to chair those present at the General Meeting must elect one of their number to chair the meeting.

#### 29.3.6. Record of General Meeting

- 29.3.6.1. At the Annual General Meeting or a Special General Meeting convened by the Executive the Secretary, or in their absence a member of the Committee appointed by the Chair, is to make record of the proceedings of the meeting.
- 29.3.6.2. At any other Special General Meeting the Chair of the meeting is to appoint a Member present at the Meeting to take Record of the Meeting.
- 29.3.6.3. The Record of the meeting is to record the Ordinary Business of the Meeting, and the results of any resolution voted upon.
- 29.3.6.4. The Record of a Special General Meeting is to be made available to the Secretary of the Association for inclusion in the Ordinary Business of the next Committee Meeting of the Association.

#### 29.3.7. Adjournment of General Meetings

- 29.3.7.1. Except as provided in Clause 29.3.4 General Meetings cannot be adjourned.

#### 29.3.8. Determination of Resolutions

- 29.3.8.1. A question raised or resolution tabled at a General Meeting of the Association may be determined on a show of hands and a declaration made by the Chair that a resolution has either been carried, carried unanimously, carried by a majority or lost with an entry to that effect in the minutes of the meeting providing conclusive proof of that fact.
- 29.3.8.2. If a poll (where votes are cast in writing) is demanded by three or more members on any question
  - 29.3.8.2.1. The poll must be taken at the meeting in the manner determined by the Chair of the meeting; and
  - 29.3.8.2.2. The Chair must declare the result of the resolution based on the poll.

- 29.3.8.3. A special resolution is passed if not less than three quarters (75%) of the members voting at a general meeting vote in favour of the resolution.

#### 29.3.9. Voting

- 29.3.9.1. All Members of the Association present at a General Meeting as allowed under Clause 29.3.3 are entitled to vote.
- 29.3.9.2. A Member is not entitled to vote at any Meeting unless all monies due and payable by the Member to the Association have been paid.
- 29.3.9.3. In the case of an equality of voting on a question (not a special resolution), the Chair of the Meeting is entitled to exercise a second vote (where the chair of the meeting is not the President of the Association) or casting vote (where the chair of the meeting is the President of the Association).

## FINANCIAL TRANSACTIONS

### 30. Means of transaction

- 30.1. All cheques, drafts, bills of exchange, promissory notes, online electronic transactions and other negotiable instruments shall be signed by two authorised members of the Committee.

## SEAL

### 31. Common Seal

- 31.1. The Common Seal of the Association shall be kept in the custody of the Secretary.
- 31.2. The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of Common Seal shall be attested by the signatures of two members of the Committee.

## ALTERATION OF CONSTITUTION AND STATEMENT OF PURPOSES

### 32. Alteration of Constitution

- 32.1. This Constitution and the statement of purposes of the Association shall not be altered except in accordance with the Act.

## NOTICES

### 33. Notices

- 33.1. A notice may be served by or on behalf of the Association upon any Member (Club, Individual, Life or other) either personally or by sending it by post or electronic means to the Club Member or Member Club at the address shown in the register of members.

- 33.2. Where a document is properly addressed, pre-paid and posted to a person as a letter or by electronic means, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

## **WINDING UP OR CANCELLATION**

### **34. Dissolution of Association**

- 34.1. In the event of the Association being dissolved, after such dissolution and the satisfaction of all debts and liabilities, all remaining assets shall be assigned by the Association in accordance with their powers to any fund, institution or authority which itself is exempt from income tax.

## **CUSTODY OF RECORDS**

### **35. Custody of Records**

- 35.1. Except as otherwise provided in this Constitution, the Secretary shall keep in their custody or under their control all books, documents and securities of the Association.

## **FUNDS**

### **36. Funds**

- 36.1. The funds of the Association will be derived from affiliation fees, race entries, annual subscriptions, donations, sponsorships and such other sources as the Committee determines.
- 36.2. The assets and income of the Association shall be applied solely in furtherance of its abovementioned purposes and no portion shall be distributed directly or indirectly to the members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

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