

CAMWEST Bicycle user Group INC

CONSTITUTION

2010

Part 1 – Preliminary

Name

The name of the association is CAMWEST Bicycle User Group Inc. hereinafter referred to as the association.

Objectives

- (a) To conserve and protect the natural environment through the promotion of cycling as an Environmentally beneficial means of transport
- (b) To promote the use of the Bicycle as a key element of ecologically sustainable development practices
- (c) To promote Bicycle transport as a means of reducing greenhouse gas emissions, improving air and water quality, reducing non-renewable energy consumption and improving land use
- (d) To recognise all forms of human powered and legal low wattage motor assisted transport that loosely fits under the 'bicycle' definition including, but not limited to, tandem, tricycles, recumbent & electrically assisted bicycles & personal mobility devices.
- (e) To promote the use of the Bicycle as a healthy, environmentally sustainable means of personal human powered transport, including tourism, recreation, riding to work or school and enhancing accessibility and personal mobility in the community
- (f) To promote the use of the bicycle as part of an integrated transport solution alongside motorised vehicles and pedestrian activities
- (g) To promote education of cyclists and other road users in the interest of road safety
- (h) To advocate enforcement of the rights and obligations of cyclists
- (I) to advocate engineering and equipment appropriate for the use of cyclists
- (j) To promote Bicycle NSW and the benefits of membership to the organisation
- (k) To use the Bicycle NSW logo on all type of communication where possible, in line with the style guide
- (l) Promote Bicycle NSW programs and events
- (m) To join with other environmental groups to promote cycling within the wider community whilst adhering to the above objectives

Incorporation and Affiliation

To further its objectives the association:-

- (1) Shall be registered as an Incorporated Association under the *Associations Incorporation Act, 1984*;
- (2) May affiliate with another organization provided such organization is an incorporated body.

1. Definitions

(1) In these rules:

Commissioner means the Commissioner of the Office of Fair Trading

Ordinary member means a member of the committee who is not an office-bearer of the association, as referred to in rule 14(2)

Secretary means:

- (a) The person holding office under these rules as secretary of the association, or
- (b) If no such person holds that office – the public officer of the association

Special general meeting means a general meeting of the association other than an annual general meeting

The Act means the *Associations Incorporation Act 1984*

The Regulation means the Associations Incorporation Regulation 1999.

(2) In these rules:

- (a) A reference to a function includes a reference to a power, authority and duty, and
- (b) A reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the *Interpretation Act 1987* apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

Recognised member means: a member of the association who is recognised by the committee as having authority to approve provisional members

Provisional member means: a person who has been approved for provisional membership as referred to in rule 3. A. (2)

Part 2 – Membership

2. Membership qualifications

A person is qualified to be a member of the association if he or she accepts the objects and rules of the association and has attained the age of 18 years, but only if:

The person has been approved for membership of the association by the committee of the association. The committee reserves the right to place a limit on the number of members of the association. Such a limit will be determined only at an Annual General Meeting or Special General Meeting. The limit will be determined on the grounds of safety in the conduct of bicycle rides.

2. A. Provisional Membership

A person is qualified to be a provisional member of the association if, and only if:

- (a) The person is a natural person;
- (b) They have been approved for provisional membership of the association by a recognised member.

3. Application for Membership

A person seeking membership of the association shall apply in writing through the secretary.

3A. Application for Provisional membership

- (1) A person seeking provisional membership of the association:
 - (a) Must apply in writing to a recognised member and
 - (2) A recognised member can approve provisional membership at the time of application
 - (3) as soon as practicable a recognised member will forward the approval to the secretary or other appointed committee member of the association.

4. Cessation of membership

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

- (a) Dies, or
- (b) Resigns membership, or
- (c) Is expelled from the association.
- (e) Fails to renew membership within six months of expiry of financial year of the association

4A. Cessation of Provisional Membership

- (1) A person ceases to be a provisional member of the association if the person:
 - (a) Dies, or
 - (b) Resigns their provisional membership, or
 - (c) Has their provisional membership withdrawn by a recognised member.
- (2) A person ceases to be a provisional member of the association at the end of the event where the nomination is made.

5. Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member or provisional member of the association:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) Terminates on cessation of the person's full membership or provisional membership.

6. Resignation of membership

- (1) A member of the association is not entitled to resign that membership except in accordance with this rule.
- (2) A member of the association who has paid all amounts payable by the member to the association in respect of the member's membership may resign from membership of the association by first giving to the secretary

written notice of at least 1 month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

(3) If a member of the association ceases to be a member under clause (2) and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

6A. Resignation of provisional membership

(1) A provisional member of the association is not entitled to resign that membership except in accordance with this rule.

(2) A provisional member of the association who wishes to resign their provisional membership must notify a recognised member of the association.

7. Register of members

(1) The public officer of the association must establish and maintain a register of members of the association specifying the name and address of each person who is a member of the association together with the date on which the person became a member.

(2) The register of members must be kept at the principal place of administration of the association and must be open for inspection, free of charge, by any member of the association at any reasonable hour.

(3) A member of the association may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied or, if some other amount is determined by the committee, that other amount.

7A. Register of provisional members

(1) The public officer must establish and maintain a register of provisional members of the association specifying name and contact details of each person who was at any stage a provisional member of the association.

(2) The register of provisional members must be kept at the principal place of administration of the association and must be open for inspection, free of charge, by any member of the association at any reasonable hour.

(3) A member of the association may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied or, if some other amount is determined by the committee, that other amount.

8. Membership Year, Fees and Subscriptions.

(1) The membership year runs from 1 July to 30 June

(2) The Annual General Meeting shall resolve upon a set of membership fees

(3) A person shall confirm his or her membership or continuing membership of the Association by the completion of a membership renewal form each year and the payment of the membership fee.

(4) Membership fees are due at the beginning of the membership year.

(5) A person who joins the Association for the first time within six months of the end of the current membership year is only liable for fifty percent of the membership fee for the year in which they join.

8A. Fees and subscriptions for provisional members

(1) There will be a subscription payable for provisional members. The amount of such subscription will be determined at the Annual General Meeting.

9. Members' liabilities

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by rule 8.

9A. Provisional members' liabilities

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by rule 8. A.

10. Resolution of internal disputes

(1) Disputes between members (in their capacity as members) of the association, and disputes between members and the association, are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983*.

(2) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

11. Disciplining of members

- (1) A complaint may be made to the committee by any person that a member of the association:
 - (a) Has persistently refused or neglected to comply with a provision or provisions of these rules, or
 - (b) Has persistently and wilfully acted in a manner prejudicial to the interests of the association.
- (2) On receiving such a complaint, the committee:
 - (a) Must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - (c) Must take into consideration any submissions made by the member in connection with the complaint.
- (3) The committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- (4) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, because written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under rule 12.
- (5) The expulsion or suspension does not take effect:
 - (a) Until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) If within that period the member exercises the right of appeal, unless and until the association confirms the resolution under rule 12(5), whichever is the latter.

12. Right of appeal of disciplined member

- (1) A member may appeal to the association in general meeting against a resolution of the committee under rule 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under clause (1), the secretary must notify the committee which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the association convened under clause (3):
 - (a) No business other than the question of the appeal is to be transacted, and
 - (b) The committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) The members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

Part 3 – The committee

13. Powers of the committee

The committee is to be called the committee of management of the association and, subject to the Act, the Regulation and these rules and to any resolution passed by the association in general meeting:

- (a) Is to control and manage the affairs of the association, and
- (b) may exercise all such functions as may be exercised by the association, other than those functions that are required by these rules to be exercised by a general meeting of members of the association, and
- (c) Has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

14. Constitution and membership

- (1) Subject in the case of the first members of the committee to section 21 of the Act, the committee is to consist of:
 - (a) The office-bearers of the association, and
 - (b) Two ordinary members, each of whom is to be elected at the annual general meeting of the association under rule 15.
- (2) The office-bearers of the association are to be:
 - (a) The president
 - (b) The vice-president
 - (c) The treasurer, and

(d) The secretary.

(3) Each member of the committee is, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

(4) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

(5) Provisional members cannot hold positions on the committee.

15. Election of members

(1) Officer bearers and the two ordinary members of the committee shall be nominated and elected at the Annual General Meeting;

(2) All positions, including those for which there is only one candidate, shall be filled by vote and each candidate shall obtain at least a simple majority vote of those members entitled to vote who are present and voting in order to be elected;

(3) A position to which no person is elected shall be declared vacant;

(4) There is no provision for proxy voting.

16. Secretary

(1) The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.

(2) It is the duty of the secretary to keep minutes of:

(a) All appointments of office-bearers and members of the committee

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

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

(3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

17. Treasurer

It is the duty of the treasurer of the association to ensure:

(a) That all money due to the association is collected and received and that all payments authorised by the association are made, and

(b) That correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.

18. Casual vacancies

For the purposes of these rules, a casual vacancy in the office of a member of the committee occurs if the member:

(a) Dies, or

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

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

(d) Resigns office by notice in writing given to the secretary, or

(e) Is removed from office under rule 19, or

(f) Becomes a mentally incapacitated person, or

(g) Is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

19. Removal of member

(1) The association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

(2) If a member of the committee to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representation be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

20. Meetings and quorum

(1) The committee must meet at least three times in each period of 12 months at such place and time as the committee may determine.

- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Any three members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (5) At a meeting of the committee:
 - (a) The president or, in the president's absence, the vice-president is to preside, or
 - (b) If the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

21. Delegation by committee to sub-committee

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
 - (a) This power of delegation, and
 - (b) A function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this rule, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn, as it thinks proper.

22. Voting and decisions

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to rule 20(5), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

Part 4 – General meeting

23. Annual general meetings – holding of

- (1) With the exception of the first annual general meeting of the association, the association must, at least once in each calendar year and within the period of 3 months after the expiration of each financial year of the association, convene an annual general meeting of its members.
- (2) The association must hold its first annual general meeting:
 - (a) Within the period of 18 months after its incorporation under the Act, and
 - (b) Within the period of 3 months after the expiration of the first financial year of the association.
- (3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Commissioner under section 26(3) of the Act.

24. Annual general meetings – calling of and business at

- (1) The annual general meeting of the association is, subject to the Act and to rule 23, to be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) To confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,

- (b) To receive from the committee reports on the activities of the association during the last preceding financial year,
 - (c) To elect office-bearers of the association and ordinary members of the committee,
 - (d) To receive and consider the statement which is required to be submitted to members under section 26(6) of the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

25. Special general meetings – calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee must, on the requisition in writing of at least 5 percent of the total number of members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting:
 - (a) Must state the purpose or purposes of the meeting, and
 - (b) Must be signed by the members making the requisition, and
 - (c) Must be lodged with the secretary, and
 - (d) May consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who consequently incurs expenses is entitled to be reimbursed by the association for any expense so incurred.

26. Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 24(2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

27. Procedure

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Five members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) If convened on the requisition of members, is to be dissolved, and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least three) is to constitute a quorum.

28. Presiding member

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.

(2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their numbers to preside as chairperson at the meeting.

29. Adjournment

(1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

(2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

(3) Except as provided in clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

30. Making of decisions

(1) A question arising at a general meeting of the association is to 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 chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or 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 votes recorded in favour of or against that resolution.

(2) At a general meeting of the association, a poll may be demanded by the chairperson or by at least three members present in person or by proxy at the meeting.

(3) If a poll is demanded at a general meeting, the poll must be taken:

(a) Immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or

(b) In any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

31. Special resolution

A resolution of the association is a special resolution:

(a) if it is passed by a majority which comprises at least three-quarters of such members of the association as, being entitled under these rules so to do, vote in person at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules, or

(b) Where it is made to appear to the Commissioner that it is not practicable for the resolution to be passed in the manner specified in paragraph (a), if the resolution is passed in a manner specified by the Commissioner.

32. Voting

(1) On any question arising at a general meeting of the association a member has one vote only.

(2) All votes must be given personally.

(3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

(4) A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

(5) Provisional members are not able to vote

Part 5 – Miscellaneous

34. Insurance

The association may effect and maintain insurance.

35. Funds – source

(1) The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations, grants and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.

(2) All money received by the association must be recorded as soon as practicable and without deduction as cash on hand.

(3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

36. Funds – management

(1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the committee determines.

(2) Three committee members shall be registered as signatories for expenditure from cash on hand. All expenditure must be authorised by any two of those three.

37. Alteration of objects and rules

The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the association.

38. Common seal

(1) The common seal of the association must be kept in the custody of the public officer.

(2) The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of two members of the committee or of one member of the committee and of the public officer or secretary.

39. Custody of books

Except as otherwise provided by these rules, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

40. Inspection of books

The records, books and other documents of the association must be open to inspection, free of charge, by a member of the association at any reasonable hour.

41. Service of notices

(1) For the purpose of these rules, a notice may be served on or given to a person:

(a) By delivering it to the person personally, or

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

(c) By sending it by facsimile transmission, email or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

(2) For the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:

(a) In the case of a notice given or served personally, on the date on which it is received by the addressee, and

(b) In the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and

(c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

42. Not for Profit

The assets and income of the Association shall be applied solely in furtherance of its above-mentioned objects 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.

43. Financial Year

The financial year of the association shall run from 1 July to 30 June

44. Dissolution.

In the event of the Association being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organization with similar purposes which is not carried on for the profit or gain of its individual members.

