

# **MANDURAH OVER 55 CYCLING CLUB INCORPORATED CONSTITUTION**

**NOTE: This is the amended Constitution containing the Special Resolutions approved at the 2016 AGM. All prior versions should be disposed of.**

**1.0 NAME:**

The name of the Club is the **MANDURAH OVER 55 CYCLING CLUB INCORPORATED**  
Hereinafter referred to as the "Club"

**2.0 OBJECTS:**

- 2.1 To promote an interest in cycling for persons over 55 years.
- 2.2 To promote good fellowship amongst the members of the Club.
- 2.3 To educate, train, coach and encourage members of the Club.
- 2.4 To solely apply the property and income of the Club towards the promotion of the objects of the Club and no part of that property or income shall be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of these objects.

**3.0 MEMBERSHIP:**

- 3.1 Membership shall be open to any person over the age of 55 years. Other persons may be admitted to membership at the discretion of the committee.
- 3.2 Each person admitted to membership shall be:
  - (a) bound by the constitution and by-laws of the Club.
  - (b) liable for such fees and subscriptions as may be fixed by the Club.
  - (c) Entitled to all advantages and privileges of membership.
- 3.3 Applications for membership shall be submitted to the committee in writing accompanied by the appropriate subscription in force at that time.
- 3.4 Membership Categories:
  - (a) **ORDINARY MEMBER**  
Any person who is a financial member of the Club is entitled to hold office and enjoy the privileges of the Club.
  - (b) **LIFE MEMBER**  
Any member who has given outstanding service to the Club may be elected by the committee as a life member. Any member may nominate a person to the committee for consideration for life membership.
  - (c) **PATRON**  
The Club may, at its discretion elect a patron/s or vice-patron/s of the Club for such period as may be deemed necessary. Patron/s or vice-patron/s shall not be eligible to vote unless they are current members of the Club under another category of membership.
- 3.5.1 The Secretary, on behalf of the Mandurah Over 55 Cycling Club Incorporated (hereafter referred to as 'the Club'), must comply with Division 5 of the Associations Incorporated Act of 2015 by keeping and maintaining in an up to date condition a register of the members of the Club and their postal or residential addresses and, upon the request of a member of the Club, shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.
- 3.5.2 The register must be so kept and maintained at the Secretary's place of residence, or at such other place as the members at a general meeting decide.

- 3.5.3 The Secretary must cause the name of a person who dies or who ceases to be a member under \*Rule 8 to be deleted from the register of members referred to in sub-rule (1).

#### **4.0 TERMINATION OF MEMBERSHIP**

- 4.1 Any person's membership may be terminated by any of the following events:
- 4.1.1 Resignation
- 4.1.2 False or inaccurate statements made in the member's application for membership of the Club or the committing of any act detrimental to the Club.
- 4.2 The Management Committee shall have the power to suspend or expel any member of the Club for any of the events in Item 4.1.
- 4.3 Any member who is disciplined under item 4.2 shall have the right to appeal by presenting their case to a Special General Meeting called for such purpose and the decision of the meeting shall be final.

#### **5.0 MANAGEMENT COMMITTEE**

- 5.1 Management of the Club shall be vested in the Management Committee elected by the members at the Annual General Meeting and shall consist of:

- 5.1.1 **President**
- 5.1.2 **Vice President**
- 5.1.3 **Secretary**
- 5.1.4 **Treasurer**
- 5.1.5 **Ride Captain**
- 5.1.6 **Publicity Officer**
- 5.1.7 **Social Coordinator**
- 5.1.8 **Three Committee Members**

- 5.2 No person shall hold more than one position on the Management Committee at any one time. Persons shall cease to be members of the Management Committee at the conclusion of the Annual General Meeting next following their election and they will be eligible for re-election.
- 5.3 A quorum of the Management Committee meetings shall be a half plus one of the elected members.
- 5.4 If a member of the Management Committee fails to attend three or more meetings of the Committee without leave of absence or is found to be not financial then that position may be declared vacant and filled as a casual vacancy
- 5.5 If for any reason a Committee Member fails to continue in office and thereby creates a casual vacancy on the Management Committee, the Committee is authorised to appoint an Ordinary Member of the Club to fill that vacancy. Consistent with all appointments to the Management Committee, such appointments shall cease to be members of the Management Committee at the conclusion of the Annual General Meeting next following their appointment but would be eligible for election by Members.

#### **6.0 POWERS OF THE MANAGEMENT COMMITTEE**

- 6.1 The Management Committee shall carry out the day to day running of the Club and shall meet as often as necessary to achieve this. The Management Committee shall have the power to: -
- 6.1.1 administer the finances, appoint bankers and direct the opening of bank accounts for specific purposes and to transfer funds from one account to another and to close any such account;
- 6.1.2 approve payments to be made by the Club;
- 6.1.3 fix fees and subscriptions payable by members and decide such levies and charges as is deemed necessary and advisable and to enforce payment;
- 6.1.4 adjudicate on all matters brought before it which in any way affect the Club;
- 6.1.5 cause minutes to be made of all proceedings at meetings of the Committee and General Meetings of members;

- 6.1.6 make, amend and rescind rulings and By-laws;
- 6.1.7 appoint any sub committee/s as required for specific purposes;
- 6.1.8 appoint members to fill casual vacancies occurring on the Management Committee, such appointments to be until the next Annual General Meeting.

## **7.0 DUTIES OF OFFICERS**

- (a) The Secretary shall carry out his or her duties under the direction of the Committee and keep a true record of all minutes of all meetings, attend to correspondence, issue notices for meetings, keep records and carry out such duties as the committee may from time to time direct.
- (b) The Treasurer shall receive all monies payable to the Club and give receipts for same. All monies so received shall be paid into the banking account of the Club. The Treasurer shall present at each general meeting a balance of the finances of the Club and shall keep proper books of account of all monies received and disbursed and generally perform the duties as directed by the committee from time to time.
- (c) Members may request to see the records of the Club provided reasonable notice is given of such request.

## **8.0 GENERAL MEETINGS**

### **8.1 ANNUAL GENERAL MEETING**

- 8.1.1 The Committee must convene annual general meetings within the time limits provided for the holding of such meetings by section 50 of the Associations Incorporated Act 2015, that is, in every calendar year within 6 months of the end of the Club's financial year or such longer period as may in a particular case be allowed by the Commissioner. Members shall be given fourteen days' notice in writing of such meeting. All financial members may attend the Annual General Meeting.
- 8.1.2 The quorum at the Annual General Meeting shall be twenty-five percent of the financial members of the Club. If at the end of the time stated in the written notice for the opening of the Meeting there be no quorum the meeting shall stand and adjourn for one week. If at such adjourned meeting there is no quorum those members present shall be competent to discharge the business of the meeting.
- 8.1.3 The agenda for the Annual General Meeting shall be:
  - a. Opening of Meeting
  - b. Apologies
  - c. Confirmation of Minutes of previous AGM
  - d. Presentation and adoption of Annual Report
  - e. Presentation and adoption of Financial Statement
  - f. Election of Officers
  - g. Determination of Annual Membership Fee
  - h. Notice/s of Motion
  - i. General Business
  - j. Close of Meeting
- 8.1.4 Office Bearers of the Club shall be elected by written vote of the Members at the Annual General Meeting and shall hold office from A.G.M to A.G.M.
- 8.1.5 Should only one Nomination be received that Member will be deemed and if agreed to by the meeting be duly elected.
- 8.1.6 Nominations for positions of Office Bearers must be in writing signed by Nominee, Proposer, and Secunder, and be presented to the Secretary 21 days prior to the start of the Annual General Meeting.
- 8.1.7 In the event of there being no Nominations for any Position or Positions on the Management Committee, Nominations may only then be moved and seconded from the floor at the Annual General Meeting.

## **8.2 SPECIAL GENERAL MEETINGS**

- 8.2.1 Special General Meetings may be called by the Management Committee or at the request of the President and Secretary or on the written request of ten members of the Club.
- 8.2.2 The Secretary shall give at least seven days' notice, in writing, of the date of a Special General Meeting to Members. Notice of Special General Meetings shall set out clearly the business for which the meeting has been called. No other business shall be dealt with at that Special General Meeting.
- 8.2.3 The quorum at the Special General Meeting shall be a minimum of fifty percent of the financial membership. If at the end of 30 minutes after the time stated in the written notice for the opening of the Meeting there be no quorum, the meeting shall stand adjourned for one week. If at such adjourned meeting there is no quorum those members present shall be competent to discharge the business of the meeting.

## **8.3 DISPUTES AND MEDIATION**

- 8.3.1 The grievance procedure applies to disputes under these rules between:
  - (a) a member another member or
  - (b) a member and the Club.
- 8.3.2 Within 28 Days after the secretary is given the notice, a committee meeting must be convened to consider and determine the dispute.
- 8.3.3 The Secretary shall give at least seven days' notice, in writing, of the date of a Special General Meeting to Members. The Notice given to each party to the dispute must state:
  - (a) when and where the committee meeting is to be held; and
  - (b) that the party or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute.Notice of the Special General Meeting shall be set out clearly the business for which the meeting has been called. No other business shall be dealt with at that Special General Meeting.
- 8.3.4 The quorum requirements of a Special General Meeting convened under Section 8.3 shall be the same as cited in Sub-Clause 8.2.3
- 8.3.5 If a dispute between members that relate to the rules of the Club cannot be resolved through the process in section 8.3, the Club will make an application for the dispute to be heard at the State Administrative Tribunal (SAT). Then it is open to the SAT to refer the dispute, or any aspect of it, for mediation or make orders for the resolution of the dispute.

## **8.4 VOTING**

- 8.4.1 At the Annual General Meeting and at Special General Meetings the Chairperson shall be entitled to a deliberate vote and in the event of a tied vote, the Chairperson shall exercise a casting vote. Each individual financial member present shall have one vote. In the event his/her absence from the Annual General Meeting, shall be entitled to deliver to the Secretary, in writing, his/her vote. This vote to be in the hands of the Secretary no later than 12 hours prior to the commencement of the meeting.
- 8.4.2 At Management Committee Meetings the Chairperson shall be entitled to a deliberate vote and in the event of a tied vote, the Chairperson shall exercise a casting vote. Each individual committee member present shall have one vote.

## **8.5 CONDUCT OF MEETINGS**

The President shall take the chair at the Annual General Meeting, at all Special General Meetings and at all Committee Meetings of the Club. In the absence of the President the Vice President will take the chair and in the absence of both President and Vice President the Meeting will appoint a member present as Chairperson.

## **9.0 FINANCE**

- 9.1 All funds of the Club shall be deposited into the Club's Accounts at such bank or recognized financial institution as the Committee may determine.
- 9.2 All accounts due by the Club shall be paid by cheque after having been passed for payment at a Management Committee Meeting and when immediate payment is necessary, accounts shall be paid and the action endorsed at the next Management Committee Meeting.
- 9.3 The Treasurer shall not spend more than a set amount of Petty Cash without the consent of the Management Committee and shall keep a record of all such expenditure in the Cash Book.
- 9.4 A statement showing the financial position of the Club shall be presented at each Management Committee Meeting by the Treasurer.
- 9.5 A statement of Income and Expenditure, Assets and Liabilities shall be submitted to the Annual General Meeting. The Auditor's report shall be attached to such financial report.
- 9.6 The financial year of the Club shall commence on the First of July each year.
- 9.7 The signatories to the Club's accounts will be the Treasurer and any one of President, Vice-President or Secretary.

## **10 AUDITOR**

The Annual General Meeting shall appoint an auditor who shall examine and audit all the books and accounts of the Club annually, and to report thereon to the Annual General Meeting.

## **11 AMENDMENTS TO THE CONSTITUTION AND BY-LAWS:**

- 11.1 No alteration, repeal or addition shall be made to the Constitution except at the Annual General Meeting, or Special General Meeting called for that purpose and notice of all motions to alter, repeal or add to the Constitution shall be given to members not less than fourteen days prior to the Annual General Meeting, or seven days prior to a Special General Meeting called for that purpose.
- 11.2 Alterations to the By-laws can only be made at Management Committee Meetings provided notice of the proposed alteration/s has been duly notified to Committee Members.
- 11.3 Such motions or any part thereof shall be of no effect unless passed by a seventy-five percent majority of those present and entitled to vote at the Annual General Meeting or Special General Meeting as the case may be.

## **12 COMMON SEAL**

The Secretary shall have the custody of the common seal of the Club and the same shall be affixed to all necessary instruments in the presence of the President and the Secretary. A record shall be kept of all instruments and documents to which the seal is affixed. Every such instrument shall be countersigned by the President and the Secretary.

## **13 DISSOLUTION**

If for any reason the Club is wound up, any member or person holding any moneys or property shall forthwith hand over the same to the Committee. If after satisfaction of the debts and liabilities of the Club and the costs and expenses of that winding up, any property remains, that property shall be distributed –

- (a) to another incorporated association having objects similar to those of the Club or
- (b) an organization that holds a current licence under the Charitable Collections Act 1946 and determined by a resolution of members.