

GEOGRAPHE CYCLE CLUB INC. CONSTITUTION

(As Amended 31st July 2017)

1 NAME

- 1.1 The name of the Club will be **Geographe Cycle Club Inc.**
- 1.2 The Club's postal address will be:
Geographe Cycle Club Inc.
Post Office Box 548
Busselton
Western Australia 6280.

2 DEFINITIONS

AGM means Annual General Meeting.

Club means Geographe Cycle Club Inc.

Club Ride(s) means Cycling in Supported Rides and Unsupported Rides

Convener means a member appointed at the AGM to Chair item 8.2.8.2 and 8.2.8.3

Cycling means riding a bicycle, tricycle or similar machine with pedalling, with or without power assistance, as the principle source of propulsion

GM means General Meeting.

Non-Riding Member means a member who does not engage in any Cycling events conducted by the Club.

Riding Member means a member who engages in Cycling on a regular or casual basis in Supported or Unsupported rides.

Supported Ride means a Club ride(s) briefed by the Ride Captain and usually supported with a back-up vehicle(s). Examples are the Monday and most camp rides.

Unsupported Ride means a Club ride(s) arranged by agreement of members on the day with or without a briefing by the Ride Captain and usually without back-up vehicle support. Examples are Monday public holidays, Saturdays, Wednesdays and excursion rides.

3 OBJECT AND PURPOSE OF THE CLUB

- 3.1 To organise and conduct Cycling events for its members.
- 3.2 To promote interest, educate, train and encourage Cycling.
- 3.3 To do all such things as are necessary and conducive to Clause 3.1 and 3.2.
- 3.4 The income and property of the Club wheresoever derived shall be applied solely towards the objects of the Club and no portion thereof shall be paid or transferred directly or indirectly by any method whatsoever to members of the Club, provided that nothing herein contained shall prevent the payment in good faith of remuneration of any officers or servants of the Club or to any member of the Club in return for services actually rendered to the Club or for goods supplied in the ordinary and usual course of business.

4 MEMBERSHIP AND REGISTER OF MEMBERSHIP

- 4.1 Membership will comprise the following classes: -
 - 4.1.1 Riding Member, being a person who participates in Supported Rides and/or Unsupported Rides on a regular or casual basis,
 - 4.1.2 Non-Riding Member, being a person who doesn't ride in any Club Rides,
 - 4.1.3 Life Member, and,
 - 4.1.4 Provisional Member, being a person who has submitted a membership application form and appointment is pending pursuant to Clause 4.5
- 4.2 Only Life Members and Riding Members, who are at least 50 years of age, are entitled to vote at any meeting of the Club, be appointed to the Committee or act as Convener.
- 4.3 Life Membership status may be granted to members who have made significant contributions to the objectives of the Club over a prolonged period. The granting of Life Membership can only be made with the endorsement of the Committee and an approved resolution at an AGM.
- 4.4 Custody of the Club's Membership Register will be with the Secretary, who is required to keep the Register current.
- 4.5 Membership applications are to be approved by the Committee prior to a person being admitted as a Riding or Non-Riding Member. The Committee may approve or reject membership applications at its absolute discretion. If the application is for Riding Member status, the

- applicant is permitted to participate in Club Rides pending the Committee's decision.
- 4.6 A Member can apply to change membership status, Non-Riding Membership to Riding Membership or vice versa, by submitting a new membership application form. The Committee may approve or reject the change in membership status at its absolute discretion. If the change is from Non-Riding Membership to Riding Membership, the applicant is permitted to participate in Club Rides pending the Committee's decision.
- 4.7 The Committee may, subject to the Member Protection By-law, impose reasonable behaviour conditions or expel a Member from the Club if it's of the opinion the Member's conduct is discreditable or injurious to the Club or members. Due process is to include reasonable notice and opportunity for the member called to account to defend and justify the conduct which caused the offence.
- 4.8 Membership ceases when: -
- 4.8.1 the member dies,
 - 4.8.2 the member resigns,
 - 4.8.3 the member is expelled under Clause 4.7
- 4.9 Pursuant to Clause 7.2 the Committee may delegate all or some of its powers regarding membership matters to a Membership Sub-Committee.

5 MEMBERSHIP FEES

- 5.1 Membership subscriptions for Riding and Non-Riding members are to be;
- 5.1.1 Approved at the Club's AGM
 - 5.1.2 Paid to the Club within one month of notification.
 - 5.1.3 Levied on an annual basis void of pro-rata variations other than for changes to a member's classification pursuant to Clause 4.6.
- 5.2 Life members are not required to pay Subscriptions.
- 5.3 Other non-subscription fees are to be;
- 5.3.1 Approved by the Committee, for a specific purpose(s),
 - 5.3.2 Either a one-off fee or an annual recurring fee, and if the latter, may include a pro-rata assessment.
 - 5.3.3 Paid to the Club within one month of notification,

6 COMMITTEE

- 6.1 The Committee shall consist of:
- President
 - Vice President
 - Secretary
 - Treasurer
 - Ride Captain
 - Vice Ride Captain
 - Other Committee Members, provided the Committee does not exceed twelve in total.
- 6.2 Subject to Clause 6.3, the Committee shall be elected at the AGM and will hold office until the next AGM.
- 6.3 A casual vacancy occurs on the Committee if a Committee member: -
- 6.3.1 Dies;
 - 6.3.2 Resigns by notice in writing delivered to the President, or if the resigning Committee member is the President, to the Vice President, and that resignation is accepted by resolution of the Committee;
 - 6.3.3 Is convicted of an offence under the Associations Incorporation Act 1987;
 - 6.3.4 Is permanently incapacitated by mental or physical ill-health;
 - 6.3.5 Is absent from more than three consecutive Committee meetings, or three Committee meetings in the same financial year, without tendering an apology to the Chairman at each of those Committee meetings, of which meetings the member received notice, and the Committee has resolved to declare the office vacant;
 - 6.3.6 Ceases to be a member, or
 - 6.3.7 Is the subject of a resolution passed at a GM of members terminating his or her appointment as a Committee member.
- 6.4 Half of the Committee members (rounded up if there are odd numbers) constitute a quorum at Committee meetings.

7 POWERS OF THE COMMITTEE

- 7.1 The issue of rules and regulations, and the control and conduct of the business of the Club shall be vested in the Committee.
- 7.2 The Committee shall have the power to delegate any of its powers to a Sub-Committee to deal with any particular matter(s) and upon such terms as the Committee deems.
- 7.3 The President and Secretary shall be members of all Sub-Committees.

8 ANNUAL GENERAL MEETINGS

- 8.1 Subject to Clause 8.8, an AGM will be held in October each year.
- 8.2 The order of business shall be:
 - 8.2.1 Opening of meeting
 - 8.2.2 Apologies
 - 8.2.3 Confirmation of Minutes of the previous AGM
 - 8.2.4 President's Report
 - 8.2.5 Treasurer's Report
 - 8.2.6 Secretary's Report
 - 8.2.7 Ride Captain's Report
 - 8.2.8 Election of Officers
 - 8.2.8.1 Nomination of Convener
 - 8.2.8.2 Standing down of current office holders
 - 8.2.8.3 Election of new office holders
 - 8.2.9 Determination of annual subscriptions
 - 8.2.10 Appointment of an auditor (if required by members)
 - 8.2.11 Notices of Motions
 - 8.2.11.1 Life Membership nomination (if any)
 - 8.2.12 Other business
 - 8.2.13 Closure of meeting
- 8.3 At least seven days before the AGM the Secretary will issue a notice of meeting by either serving it personally, sending it by post or electronic messaging (to the relevant address appearing in the register of members) to each member. A notice sent by post will be deemed to be properly effected if it is sufficiently addressed and posted to the member by ordinary prepaid mail. A notice sent by electronic messaging will be deemed to be properly effected in the absence of a failed delivery notification from the electronic media service provider. An accidental omission to give notice to any member shall not invalidate the meeting.
- 8.4 Notices of motions for all meetings must be notified in writing to the Secretary at least 21 days prior to the meeting.
- 8.5 Voting shall be by a show of hands. Matters will be decided by a simple majority. In the case of equal votes the Chairman of the meeting shall have a casting vote.
- 8.6 Voting entitlements are subject to Clause 4.2.
- 8.7 25% in number (rounded up if an odd number) of registered financial members shall constitute a quorum.
- 8.8 If a quorum is not present the meeting shall be postponed for a week. If on the second attempt a quorum is not present then those present shall be deemed a quorum and the meeting shall proceed.

9. GENERAL MEETINGS

- 9.1. GMs shall be called at the discretion of the President or Secretary.
- 9.2. Voting shall be by a show of hands. Matters will be decided by a simple majority. In the case of equal votes, the Chairman of the meeting shall have a casting vote.
- 9.3. 25% in number (rounded up if an odd number) of registered financial members shall constitute a quorum.
- 9.4. A notice of meeting is to be issued to members and associate members in accordance with the provisions of Clause 8.3.
- 9.5. In the event a quorum is not present at the meeting the provisions of Clause 8.8 can be applied.

10. SPECIAL GENERAL MEETINGS

- 10.1. A SGM shall be convened under the following circumstances:
 - 10.1.1. As called by the Committee.
 - 10.1.2. Upon receipt by the Committee of a petition signed by at least 12 financial Riding members requesting the convening of a SGM. The petition must set out all the reasons for convening the meeting and be signed by the Riding members.
- 10.2. Upon receipt of a petition the Secretary will convene a SGM within 28 days.
- 10.3. A notice of meeting is to be issued to members and associate members in accordance with the

- provisions of Clause 8.3
- 10.4. No business except the business stated in form of notice convening the meeting shall be transacted at any SGM.
 - 10.5. Voting shall be in accordance with the provisions of Clause 9.2.
 - 10.6. 25% in number (rounded up if an odd number) of registered financial members shall constitute a quorum.
 - 10.7. In the event a quorum is not present thirty minutes after the notified time of commencement, such meeting if convened by a petition of members, shall be dissolved. In any other case, an adjournment shall be ordered by the Chairman and the meeting held in accordance with Clause 8.8.

11. FINANCE AND ACCOUNTS

- 11.1. The Committee has the authority to raise income and approve expenditure.
- 11.2. Money received shall be deposited into bank accounts, or held by the Treasurer pending disbursement, as authorised by the Committee.
- 11.3. Drawing of funds and bank transfers: -
 - 11.3.1. General operating expenses are to be paid from money held pending disbursement or by bank drawings signed by two of six appointed signatories, being the President, Vice President, Secretary, Treasurer, Ride Captain and an appointed Committee member.
 - 11.3.2. Expenses drawn on special purpose bank accounts (eg tours) are to be paid by bank drawings signed by two of five appointed signatories, being the President, Vice President, Secretary, Treasurer or a member of a special purpose Sub-Committee.
 - 11.3.3. Signatory requirements for the transfer of funds between bank accounts, or to an authorised debit card account, are as per Clause 11.3.1.
 - 11.3.4. Expenses drawn on a special purpose bank debit cards are to be restricted to card holders appointed by the President or Treasurer.
- 11.4. The Treasurer shall: -
 - 11.4.1. Ensure the safe custody of the Club's financial records, statements and reports,
 - 11.4.2. Provide assistance to any auditor or reviewer appointed,
 - 11.4.3. Carry out any other duties given by the committee
- 11.5. The financial year of the Club shall be from the 1 September to 31 August.
- 11.6. The Treasurer shall submit formal financial statements at each AGM, and if an auditor has been appointed for the year, the auditor's certification regarding the formal financial statements.
- 11.7. The Club's accounts and financial records shall be available for reasonable inspection by any member of the Club.

12. THE PRESIDENT AND VICE PRESIDENT

- 12.1. Subject to Clause 8.2.8, the President shall chair all meetings of the Club
- 12.2. The President will consult with the Secretary regarding business to be conducted at each committee meeting and general meeting
- 12.3. The Vice President shall, in the absence of the President, assume all duties and responsibilities of the President.

13. THE SECRETARY

- 13.1. The Secretary shall: -
 - 13.1.1. Deal with the Club's correspondence,
 - 13.1.2. Consult with the President regarding business to be conducted at each committee meeting and general meeting
 - 13.1.3. Prepare notices required for meetings and for the business to be conducted at meetings,
 - 13.1.4. Maintain the register of members and record all changes in membership,
 - 13.1.5. Maintain a record of committee members,
 - 13.1.6. Ensure the safe custody of the books of the Club, other than the financial records, statements and reports,
 - 13.1.7. Maintain full and accurate minutes of committee meetings and general meetings,
 - 13.1.8. Carry out any other duties given by the committee.
- 13.2. Records and registers held by the Secretary shall be available for reasonable inspection by any member of the Club.

14. RIDE CAPTAIN AND VICE RIDE CAPTAIN

- 14.1. The Ride Captain shall organise all rides with particular emphasis on the welfare, safety and comfort of members and in accordance with any By-Law, regulations or rules issued by the

Committee. The responsibility includes the authority to: -

- 14.1.1. Vary or cancel any intended rides(s) due to adverse weather, road conditions or other factors,
 - 14.1.2. Prohibit a member or guest from participating in a ride if in his/her opinion the Cycling machine, riding equipment or apparel is unsafe or inappropriate for the ride,
 - 14.1.3. Impose restrictions, conditions or limitations on the use the Cycling machine, riding equipment or safety apparel.
- 14.2. The Ride Captain's decision in relation to Clauses 14.1.1 to 14.1.3 is absolute and cannot be overruled.
- 14.3. The Vice Ride Captain shall, in the absence of the Ride Captain, assume all duties and responsibilities of the Ride Captain.

15. ALTERING AND RESCINDING THE CONSTITUTION

- 15.1. Alterations to this Constitution can only be made at an AGM, GM or SGM especially convened for that purpose.
- 15.2. Alterations to this Constitution require the consent of at least **three-fourths** of the members present at an AGM, GM or SGM.

16. AUDIT

- 16.1. An auditor will be appointed at the AGM.
- 16.2. The auditor shall not have been a member of the Committee at any time during the year, or have been in any position of influence in the Club's business that would compromise an independent audit.
- 16.3. The auditor shall audit the accounts of the Club and certify as to the correctness or otherwise of the financial statement to be presented at the AGM.
- 16.4. If unable to so certify the auditor shall report to the AGM the reasons.

17. BY-LAWS

- 17.1. The Committee may promulgate By-Laws governing the management of the Club and may vary and interpret such By-Laws.

18. DISSOLUTION

- 18.1. The Club may be wound up by resolution of a SGM convened by not less than 28 days' notice.
- 18.2. The notice of the meeting shall specifically state the purpose of the meeting.
- 18.3. A resolution to dissolve the Club must be agreed to by **three-fourths** of the members present at the meeting.
- 18.4. If upon the dissolution or winding up of the Club there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to, transferred or distributed amongst the members of the Club. It shall be given to some other incorporated association, institution or body having objects similar wholly or in part to the objects of the Club, provided that the incorporated association, institution or body shall prohibit the distribution of its income and property among its members, or it shall be paid to or transferred to some charitable object, association, institution or body which shall be determined by Club members at or before the time of dissolution or winding up. In default of any such resolution such payment, transfer or distribution shall be determined by a Judge of the District Court