



Constitution of **Mildura-Coomealla Cycling Club Inc.**

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ASSOCIATIONS INCORPORATION ACT 1985 (SA)

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1. Description

1.1 The name of the incorporated association is Mildura-Coomealla Cycling Club Inc., referred to herein as the Club.

1.2 The Club is a properly constituted and incorporated sporting club. It is affiliated with the South Australian Cycling Federation (SACF) and comes under the auspices of the Australian Cycling Federation (ACF), the national governing body of cycling in Australia. Club administration is encumbered within the Coomealla Memorial Sporting Club (CMSC) at Dareton, NSW.

2. Definitions

- 'Committee' means the Executive committee of the club.
- 'General meeting' means a general meeting of members of the club convened in accordance with these rules
- 'Member' means a member of the club
- 'The Act' means the Associations Incorporation Act 1985
- 'special resolution' means a special resolution defined in the Act
- 'Month' shall mean a calendar month.
- 'Club' means Mildura-Coomealla Cycling Club
- 'CA' means Cycling Federation of Australia, trading as Cycling Australia
- 'CSA' means South Australian Cycling Federation, trading as Cycling South Australia
- 'Secretary' means Honorary Secretary
- 'Treasurer' means Honorary Treasurer
- 'Handicapper' means Honorary Handicapper
- 'Delegate' means an elected representative of the Club
- 'Rules' means the Constitution, By-Laws or Technical Regulations contained herein
- 'Act' means the Association Incorporation Act, 1985
- 'CMSC' means Coomealla Memorial Sporting Club

3. Purposes of the club

- a) To conduct the affairs of the club in the agreed best interests of the Members
- b) To provide and promote competitive cycling opportunities to Club Members
- c) To promote cycling as a sport and activity to Club Members and to all sectors of the general community

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4. Powers of the club

The Club shall have all the powers conferred by section 25 of the Act, as follows:

For the purpose of carrying out its objects, the club may, subject to this Act and its rules—

- (a) acquire, hold, deal with, and dispose of, any real or personal property; and
- (b) administer any property on trust; and
- (c) open and operate ADI accounts; and
- (d) invest its moneys—
 - (i) in any security in which trust moneys may, by Act of Parliament, be invested; or
 - (ii) in any other manner authorised by the rules of the club; and
- (e) borrow money upon such terms and conditions as the club thinks fit; and
- (f) give such security for the discharge of liabilities incurred by the club as the club thinks fit; and
- (g) appoint agents to transact any business of the club on its behalf; and
- (h) enter into any other contract it considers necessary or desirable.

5. Membership

5.1 Types

- 5.1.1 Full members – persons who are members of Coomealla Memorial Sporting Club’s Cycling IntraClub, having paid the prescribed annual fee.
- 5.1.2 Life members – persons who have been awarded Life Membership of the club, the conditions and privileges of which are listed in the M-CCC Handbook.
- 5.1.3 Members who are involved in competition or the organisation or administration of competition must also hold the appropriate CA licence.
- 5.2.3 Club members may not be a member of any other club affiliated with CSA or CA.
- 5.2.4 The club reserves the right to refuse membership to any person if he does not conform to CA or CSA or club guidelines.

5.2 Subscriptions

- a. The subscription fees for CMSC membership and CMSC Cycling IntraClub membership shall be such sum (if any) as CMSC shall determine from time to time.
- b. CMSC subscription fees, including CMSC IntraClub fees, shall be payable annually on 1 October or on a date determined by CMSC, and CMSC rules on currency of membership shall apply.

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5.3 Resignations

A member may resign from membership of the club by giving written notice to the secretary or public officer of the club. Any resigning member shall be liable for any outstanding subscriptions or fees which may be recovered as a debt due to the club.

5.4 Expulsion of a member

a. Subject to giving a member an opportunity to be heard or to make a written submission, the committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the club.

b. Particulars of the charge shall be communicated to the member at least one month before the meeting of the committee at which the matter will be determined.

c. The determination of the committee shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 5.4d below), cease to be a member 14 days after the committee has communicated its determination to the member.

d. It shall be open to a member to appeal the expulsion to the club at a general meeting. The intention to appeal shall be communicated to the secretary or public officer of the club within 14 days after the determination of the committee has been communicated to the member.

e. In the event of an appeal under 5.4d above, the appellant's membership of the club shall not be terminated unless the determination of the committee to expel the member is upheld by the members of the club in general meeting after the appellant has been heard by the members of the club, and in such event membership will be terminated at the date of the general meeting at which the determination of the committee is upheld.

5.5 Register of members

A register of members must be kept and contain:

- i. The name and address of each member
- ii. The date on which each member was admitted to the club, and
- iii. If applicable, the date of and reason(s) for termination of membership.

6. The committee

6.1 Powers and duties

a. The affairs of the club shall be managed and controlled by a committee which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the club, and are not by the Act or by these rules required to be done by the club in general meeting.

b. The committee has the management and control of the funds and other property of the club.

c. The committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the club on which these rules are silent.

d. The committee shall appoint a public officer as required by the Act.

Notice of appointment and any change in the identity or address of the public officer are to be lodged within one month after the change (Form 10) with: Consumer and Business Services, Chesser House, 91-97 Grenfell Street, Adelaide 5000; postal address: GPO Box 1719, Adelaide 5001.

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6.2 Appointment

- a. The committee shall be comprised of a 5 officers, namely president, vice president, secretary, assistant secretary, treasurer and five general committee members.
- b. A committee member shall be a natural person.
- c. President and secretary shall hold office for 2 years. These two officers shall retire but be eligible for re-election at the AGM on alternate years. All other officers and general committee members shall be subject to re-election at each AGM.
- d. A retiring committee member shall be eligible to stand for re-election. No person shall be eligible to stand for election unless a member of the club has nominated that person at least 7 days before the meeting by delivering the nomination of that person to the secretary of the club. The nomination shall be signed by the proposer and seconder, and by the nominee.
- e. Notice of all persons seeking election to the committee shall be given to all members of the club prior to the meeting at which the election is to take place.
- f. The committee may appoint a person to fill a casual vacancy, and such a committee member shall hold office until the next annual general meeting of the club and shall be eligible for election to the committee.

6.3 Proceedings of committee

- a. The committee shall meet together for the dispatch of business as often as necessary.
- b. Questions arising at any meeting of the committee shall be decided by a majority of votes, and in the event of equality of votes the chairperson shall have a casting vote in addition to a deliberative vote.
- c. A quorum for a meeting of the committee shall be five, of whom two must be officers.
- d. A member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract with the club must disclose the nature and extent of that interest to the committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the committee must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the club.

6.4 Disqualification of committee members

The office of a committee member shall become vacant if a committee member is:

- Disqualified from being a committee member by the Act
- Expelled as a member under these rules
- Permanently incapacitated by ill health
- Absent without apology from more than four meetings in a committee year.

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7. The seal

The club shall have a common seal upon which its corporate name shall appear in legible characters.

The seal shall not be used without the express authorisation of the committee, and every use of the seal shall be recorded in the minute book of the club. The affixing of the seal shall be witnessed by the president and the secretary.

8. General meetings

8.1 Annual general meetings

a. The annual general meeting shall be held on the first available meeting date in September of each year.

b. The order of the business at the meeting shall be:

- i. Acceptance of apologies and admission of visitors
- ii. The confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting
- iii. The consideration of reports from the president and the treasurer, and the auditor's report (if auditor's report is required)
- iv. The election of officers and committee members
- v. The election / appointment of race officials as required
- vi. The appointment of auditors (if required - see rule 11.5)
- vii. The acceptance or rejection of the recommendation to elect a Life Member of the club, if any
- viii. Any other business requiring consideration by the club in general meeting.

8.2 Special general meeting

a. The committee may call a special general meeting of the club at any time.

b. Upon a requisition in writing of not less than 15% of the total number of members of the club, the committee shall, within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.

c. Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.

d. If a special general meeting is not convened within one month, as required by 8.2b above, the requisitionists, or at least 50% of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the committee, and for this purpose the committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the club.

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8.3 Notice of general meetings

a. Subject to 8.3b, at least 14 days notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.

b. Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.

c. A notice may be given by the club to any member by serving the member with the notice personally, or by sending it by post or electronically, to the address appearing in the register of members. (See rule 5.5.)

d. Where a notice is sent by post or electronically:

i. The service is effected by properly addressing, prepaying and posting a letter or packet containing the notice, and

ii. Unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

iii. Where a notice is sent by email, service of the notice shall be deemed to be effected the next business day after it was sent.

8.4 Proceedings at general meetings

a. Ten members present personally or by proxy, shall constitute a quorum for the transaction of business at any general meeting.

b. If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.

c. Subject to 8.4d, the president shall preside as chairperson at a general meeting of the club.

d. If the president is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a committee member or one of their own number to be the chairperson of that meeting.

8.5 Voting at general meetings

a. Subject to these rules, every member of the club has only one vote at a meeting of the association.

b. Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person or, where proxies are allowed, by proxy, at that meeting.

c. Unless a poll is demanded by at least five members, a question for decision at a general meeting must be determined by a show of hands.

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8.6 Poll at general meetings

- a. If a poll is demanded by at least five members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- b. A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

8.7 Special and ordinary resolutions

- a. A special resolution as defined in the Act as a decision of particular importance made by the club, including decisions to
 - change the club's name or constitution
 - remove a committee member from office
 - amalgamate with another club
 - voluntarily wind up
- b. A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.
- b. An ordinary resolution is a resolution passed by a simple majority at a general meeting.

8.8 Proxies

A member shall be entitled to appoint in writing a natural person who is also a member of the club to be their proxy, and attend and vote at any general meeting of the club.

9. Minutes

- a. Proper minutes of all proceedings of general meetings of the club and of meetings of the committee, shall be entered within one month after the relevant meeting in a minutes file kept for the purpose.
- b. The minutes kept pursuant to this rule must be confirmed by the members of the club or the members of the committee (as relevant) at a subsequent meeting.
- c. The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- d. Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

10. Dispute resolution

- a. The dispute resolution procedure set out in this rule applies to disputes under these Rules between
 - i. A member and another member
 - ii. A member and the club.

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- b. 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.
- c. If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.
- d. In this rule 'member' includes any person who was a member not more than six months before the dispute occurred.
- e. Section 40 of the Act provides that where the committee exercises any power of adjudication in relation to a dispute between the members, or a dispute between itself and members of the club, the rules of natural justice must be observed.
- f. Section 61 of the Act provides that an application to the Court for an order under the section may be made by a member of an incorporated association or by a former member expelled from the club (provided that the application is made within six months of the expulsion), who believes that the affairs of the club are being conducted in a manner that is oppressive or unreasonable.

11. Financial reporting

11.1 Financial year

The financial year of the club is each period of 12 months ending on 31 July.

11.2 Accounts to be kept

The club shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the club in accordance with the Act. Refer to regulation 8 of the Associations Regulations.

11.3 Accounts and reports to be laid before members

The accounts, together with the auditor's report on the accounts, the committee's statement and the committee's report, shall be laid before members at the annual general meeting.

Refer to section 35(6) of the Act.

11.4 Annual returns

The annual (periodic) return shall be lodged with CMSC as soon as possible after the end of the club's financial year.

11.5 Appointment of auditor

CMSC shall audit the financial records of the club on an annual basis.

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12. Prohibition against securing profits for members

The income and capital of the club shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the club.

13. Winding up

The club may be wound up in the manner provided for in the Act.

14. Application of surplus assets

- a. If after the winding up of the club there remains 'surplus assets' as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members.
- b. Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.
- c. Section 43 of the Act prohibits the distribution of surplus assets at the completion of a winding up to members or former members, or associates of those persons.

15. Rules

15.1 These rules may be altered (including an alteration to the club's name) by special resolution of the members of the club. This includes rescission or replacement by substitute rules.

15.2 The alteration shall be registered with Consumer and Business Services, Corporate Affairs Commission, as required by the Act.

15.3 The registered rules shall bind the club and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.