

MANNING VALLEY CYCLE CLUB

INCORPORATED

CONSTITUTION

September 2011

CONTENTS

PART 1 PRELIMINARY	4
1. Definitions.....	4
PART 2 – NAME	4
PART 3 – OBJECTS	5
PART 4 – CLUB COLOURS.....	6
PART 5 – MEMBERSHIPS AND AFFILIATIONS	6
PART 6 - MEMBERSHIP.....	6
2. Membership generally	6
3. Nomination for membership	6
4. Categories of membership	7
5. Life membership.....	7
6. Cessation of membership	7
7. Membership entitlements not transferable	8
8. Resignation of membership.....	8
9. Register of members	8
10. Fees and subscriptions.....	9
11. Members’ liabilities.....	9
12. Disciplining of members	9
13. Right of appeal of disciplined member	10
14. Resolution of disputes	10
PART 7 - THE COMMITTEE	11
15. Powers of the committee	11
16. Composition and membership of committee	11
17. Election of committee members	12
18. Remuneration of committee members	12
19. Secretary	12
20. Treasurer.....	13
21. Casual vacancies	13
22. Removal of committee members	14
23. Committee meetings and quorum	14
24. Delegation by committee to sub-committee.....	15
25. Voting and decisions	15
PART 8 - GENERAL MEETINGS.....	16
26. Annual general meetings - holding of.....	16
27. Annual general meetings - calling of and business at.....	16
28. Special general meetings - calling of	16
29. Notice	17
30. Quorum for general meetings	17
31. Presiding member.....	18
32. Adjournment	18
33. Making of decisions	18
34. Special resolutions	19

35.	Voting	19
36.	Proxy votes	20
37.	Postal ballots	20
PART 9 - MISCELLANEOUS		20
38.	Insurance.....	20
39.	Funds - source	20
40.	Funds - management	20
41.	Change of name, objects and constitution.....	20
42.	Custody of books etc.	21
43.	Inspection of books etc.....	21
44.	Service of notices	21
45.	Financial year.....	21
PART 10 - CLUB RULES		22
46.	Club Rules	22
Appendix 1 Form of Appointment of Proxy		23

PART 1 PRELIMINARY

1. Definitions

(1) In this constitution:

Director-General means the Director-General of the Department of Services, Technology and Administration.

Club means the Manning Valley Cycle Club incorporated.

ordinary committee member means a member of the committee who is not an office-bearer of the Club.

Secretary means:

- (a) the person holding office under this constitution as Secretary of the Club, or
- (b) if no such person holds that office - the public officer of the Club.

special general meeting means a general meeting of the Club other than an annual general meeting.

the Act means the *Associations Incorporations Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2010*..

(2) In this constitution:

- (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 this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

PART 2 – NAME

The name of the Club shall be Manning Valley Cycle Club Incorporated (hereinafter referred to in this Constitution as ‘the Club’).

PART 3 – OBJECTS

- (a) To promote, foster, administer, and encourage the sport of cycling;
- (b) To encourage sport generally and sportsmanship and, in particular the sport of cycling;
- (c) To conduct cycle races in a manner which secures and enhances the safety of participants, officials, spectators and the public and which allows the sport to be competitive and fair;
- (d) To encourage and improve the standard of cycling and competition at Club level and higher:
- (e) To conduct social outings;
- (f) To operate in an environment that is free from hostile or intimidating or offensive conduct which is directed at an individual or group;
- (g) To organise and select members and teams to represent the Club in races and other activities against teams representing other Clubs and Associations including but not limited to teams representing other Clubs and Associations participating in competitions arranged by the New South Wales Cycling Federation Incorporated or such other bodies with whom the Club is affiliated;
- (h) To encourage members to learn and familiarise themselves with the racing rules as may be determined from time to time by the Club, the New South Wales Cycling Federation and the rules and regulations under the Motor Traffic Act (NSW);
- (i) To organise and conduct training or practice sessions with the aim of improving the cycling skills of the participants;
- (j) To obtain and maintain by way of rent, lease, purchase or otherwise, Club premises, training areas, cycling tracks and other such facilities as may be deemed necessary from time to time by the committee for the conduct development and promotion of the Club;
- (k) To provide and or organise racing and training facilities, equipment, gear and the like for members and teams under the Club's control and at the Club's discretion under the control of any affiliated or associated Clubs.

PART 4 – CLUB COLOURS

The colours of the Club shall be red, green and white, or such other colours as the Club may determine by special resolution at a General Meeting.

PART 5 – MEMBERSHIPS AND AFFILIATIONS

The Club shall be members of or affiliated with:

- (a) New South Wales Cycling Federation Incorporated;
- (b) Australian Cycling Federation;
- (c) Central Division Cycling NSW;
- (d) Such other bodies as the Club may from time to time determine.

PART 6 - MEMBERSHIP

2. Membership generally

- (1) A person is eligible to be a member of the Club if:
 - (a) the person is a natural person, and
 - (b) the person has been nominated and approved for membership of the Club in accordance with clause 3;
 - (c) the person agrees to be bound by the Constitution and rules of the Club.

3. Nomination for membership

- (1) A nomination of a person for membership of the Club:
 - (a) may be made in writing in the form as prescribed by the NSW Cycling Federation and the Australian Cycling Federation, and
 - (b) must be lodged with the Secretary of the Club or
 - (c) may be made “on-line” via the Cycling NSW or Cycling Australia web sites.
- (2) As soon as practicable after receiving a nomination for membership, the Secretary must refer the nomination to the committee which is to determine whether to approve or to reject the nomination, and
- (3) The Secretary must, on approval of the nomination referred to in subclause (2) within the period referred to in that provision, enter or cause to be entered the nominee’s name in the register of members and, on the name being so entered, the nominee becomes a member of the Club.

4. Categories of membership

4.1 The categories of membership of the Club shall consist of:

- (a) Junior members who shall have no attendance, voting or debating rights, at General Meetings except as set out in clause (d) herein;
- (b) Individual members and or Life Members of the Club who shall have the right to notice of, and to be present, debate and vote at General Meetings.
- (c) All membership applications will be in accordance with classifications stipulated from time to time by the New South Wales Cycling Federation and the Australian Cycling Federation;
- (d) Members under the age of 18 years have the right to debate and vote on matters that are concerned with their individual classification;
- (e) All racing members of the Club shall be amateurs as defined by the New South Wales Cycling Federation;
- (f) Notwithstanding anything set out in rule (4.1), the ages and respective divisions shall be subject to such directives and regulations as may be determined from time to time by the New South Wales Cycling Federation and the Australian Cycling Federation.

5. Life membership

- (a) The Committee may recommend to the Annual General Meeting that any person whose association with the Club extends for a minimum period of ten (10) years and whose service to cycling and or the Club is worthy of life membership may be granted life membership;
- (b) A resolution of the Annual General Meeting to confer life membership on the recommendation of the Committee must be passed by a Special Resolution.
- (c) Conditions, obligations and privileges of life membership shall be as prescribed by this Constitution.

6. Cessation of membership

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

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the Club, or

- (d) fails to pay the annual Club membership fee under clause 10 within 3 months after the fee is due.

7. Membership entitlements not transferable

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

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

8. Resignation of membership

- (1) A member of the Club may resign from membership of the Club by first giving to the Secretary written notice of at least one 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.
- (2) If a member of the Club ceases to be a member under subclause (1), 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.

9. Register of members

- (1) The Club must establish and maintain a register of members of the Club specifying the name and postal or residential address of each person who is a member of the Club together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales:
 - (a) at the main premises of the Club, or
 - (b) if the Club has no premises, at the Club's principal place of administration.
- (3) The register of members must be open for inspection, free of charge, by any member of the Club at any reasonable hour.
- (4) A member of the Club may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Club or other material relating to the Club, or

- (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

10. Fees and subscriptions

- (a) The membership fee payable by the members of the Club shall be such amount and paid in such manner as prescribed by the Committee in accordance with the by-laws of the New South Wales Cycling Federation and the Australian Cycling Federation.
- (b) The Committee may at its discretion waive payment of any membership subscription or fee payable by a member;
- (c) A person elected to Life Membership will thereafter be exempted from paying membership subscription fees.

11. Members' liabilities

The liability of a member of the Club to contribute towards the payment of the debts and liabilities of the Club or the costs, charges and expenses of the winding up of the Club is limited to the amount, if any, unpaid by the member in respect of membership of the Club as required by clause 10.

12. Disciplining of members

- (1) A complaint may be made to the committee by any person that is a member of the Club and if the committee forms the view that a member of the Club:
 - (a) has refused or neglected to comply with a provision or provisions of this constitution or rules, or
 - (b) has wilfully acted in a manner prejudicial to the interests of the Club;
 - (c) has brought the Club or cycling into disrepute.
- (2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the committee decides to deal with the 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.
- (4) The committee may, by resolution, expel the member from the Club or suspend the member from membership of the Club or suspend the member from participating in Club activities or other involvement in the operation of the Club, 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 and the expulsion or suspension is warranted in the circumstances.

- (5) If the committee expels or suspends a member, the Secretary must, within 7 days after the action is taken, cause 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 clause 13.
- (6) 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 Club confirms the resolution under clause 13, whichever is the later.

13. *Right of appeal of disciplined member*

- (1) A member may appeal to the Club in general meeting against a resolution of the committee under clause 12, 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 subclause (1), the Secretary must notify the committee which is to convene a general meeting of the Club to be held within 28 days after the date on which the Secretary received the notice.
- (4) At a general meeting of the Club convened under subclause (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) The appeal is to be determined by a simple majority of votes cast by members of the Club.

14. *Resolution of disputes*

- (1) A dispute between a member and another member (in their capacity as members) of the Club, or a dispute between a member or members and the Club, may be referred to Cycling NSW for mediation.
- (2) If a dispute is not resolved by mediation within 3 months of the referral of the dispute is to be referred to arbitration;
- (3) The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

PART 7 - THE COMMITTEE

15. Powers of the committee

Subject to the Act, the Regulation and this constitution and to any resolution passed by the Club in general meeting, the committee:

- (a) is to control and manage the affairs of the Club, and
- (b) may exercise all such functions as may be exercised by the Club, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Club, 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 Club.

16. Composition and membership of committee

(1) The committee is to consist of:

- (a) the office-bearers of the Club, and
- (b) the Club handicapper; and
- (c) at least 3 ordinary committee members, each of whom is to be elected at the annual general meeting of the Club under clause 17;
- (d) Committee members shall be over the age of 18 years.

(2) The office-bearers of the Club are as follows:

- (a) the President,
- (b) the Vice-President,
- (c) the Treasurer,
- (e) the Secretary.
- (f) The Public Officer

(3) A committee member may hold up to 2 offices (other than both the President and Vice-President offices).

(4) Each member of the committee is, subject to this constitution, 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.

17. Election of committee members

- (a) Nominations of candidates for election as office-bearers of the Club or as ordinary committee members:
- i. A member present at an annual general meeting may nominate himself or herself for election as an office-bearer of the Club or as an ordinary committee member;
 - ii. A member present at an annual general meeting may nominate another member present for election as an office-bearer of the Club or as an ordinary committee member;
 - iii. A member who is not able to attend an annual general meeting may nominate himself or herself for election as an office-bearer of the Club or as an ordinary committee member provided the nomination is:
 - In writing and signed by the candidate;
 - Tendered to the President 7 days prior to the annual general meeting.
- (b) The ballot for the election of office-bearers and ordinary committee members shall be conducted at the annual general meeting in such manner as the committee may direct;
- (c) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies;
- (d) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected;
- (e) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held;
- (f) The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct;
- (g) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the Club must be a member of the Club.

18. Remuneration of committee members

Remuneration or other benefit given by the Club to a committee member shall be subject to any resolution passed by the Club in general meeting.

19. Secretary

- (1) The Secretary of the Club must, as soon as practicable after being appointed as Secretary, lodge notice with the Club 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, and
 - (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.

20. Treasurer

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

- (a) that all money due to the Club is collected and received and that all payments authorised by the Club are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the Club, including full details of all receipts and expenditure connected with the activities of the Club.

21. Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the Club to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (2) 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 Club, 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 clause 22, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the committee from 3 consecutive meetings of the committee, or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

22. Removal of committee members

- (1) The Club 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) No resolution for the removal of a committee member from office is to be put to a general meeting unless a notice signed by a member duly qualified to vote at that meeting and signifying the intention of that member to propose that resolution and briefly stating the reasons for the proposed resolution is received by the Club Secretary not less than 14 days before the date appointed for the holding of the meeting;
- (3) If a member of the committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the Club, the Secretary or the President may send a copy of the representations to each member of the Club 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.

23. Committee meetings and quorum

- (1) The committee must meet at least 3 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) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) 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.

24. 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 Club 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 clause 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 clause 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 clause, 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 clause 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 clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

25. 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 clause 23 (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 8 - GENERAL MEETINGS

26. Annual general meetings - holding of

- (1) The Club must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The Club must hold its annual general meetings:
 - (a) within 6 months after the close of the Club's financial year, or
 - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

27. Annual general meetings - calling of and business at

- (1) The annual general meeting of the Club is, subject to the Act and to clause 26, 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 Club during the last preceding financial year,
 - (c) to elect office-bearers of the Club and ordinary committee members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

28. Special general meetings - calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the Club.
- (2) The committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the Club.
- (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 subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

29. Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, 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 Club, 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 subclause (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 clause 27 (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.

30. Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Five members present (being members entitled under this constitution 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 3) are to constitute a quorum.

31. *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 Club.
- (2) If the President and the Vice-President are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

32. *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 Club 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 subclauses (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.

33. *Making of decisions*

- (1) A question arising at a general meeting of the Club is to be determined by either:
 - (a) a show of hands, or
 - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined by a show of hands, 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 Club, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

34. Special resolutions

A special resolution may only be passed by the Club in accordance with section 39 of the Act to effect the following changes:

- i. An alteration of the Club's constitution.
 - ii. An alteration of or addition to the Club's objects.
 - iii. An alteration of the Club's name.
 - iv. An alteration of the Club's colours.
 - v. An amalgamation with another incorporation or association.
 - vi. To voluntarily wind up the Club and distribute its property
 - vii. To apply for registration as a company or co-operative.
- a) A resolution of the association is a special resolution if –
- i. a quorum of members are present at the meeting; and
 - ii. It is passed by a majority which comprises not less than three-quarters of such members at the meeting, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which not less than 21 days written notice specifying the intention to propose the resolution was given in accordance with these rules; or
 - iii. Where it is made to appear to the commission that it is not possible or practicable for the resolution to be passed in the manner specified by the commission.

35. Voting

- (1) On any question arising at a general meeting of the Club a member has one vote only.
- (2) 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.
- (3) A member is not entitled to vote at any general meeting of the Club unless all money due and payable by the member to the Club has been paid.
- (4) A member is not entitled to vote at any general meeting of the Club if the member is under 18 years of age.

36. Proxy votes

- (a) Each member shall be entitled to appoint another member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed;
- (b) The notice appointing the proxy shall be in the form set out in Schedule 1 of this constitution;

37. Postal ballots

Postal voting must not be undertaken in respect of a general meeting.

PART 9 - MISCELLANEOUS

38. Insurance

The Club may effect and maintain insurance.

39. Funds - source

- (1) The funds of the Club are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Club in general meeting, such other sources as the committee determines.
- (2) All money received by the Club must be deposited as soon as practicable and without deduction to the credit of the Club's bank or other authorised deposit-taking institution account.
- (3) The Club must, as soon as practicable after receiving any money, issue an appropriate receipt.

40. Funds - management

- (1) Subject to any resolution passed by the Club in general meeting, the funds of the Club are to be used in pursuance of the objects of the Club in such manner as the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the Club, being members or employees authorised to do so by the committee.

41. Change of name, objects and constitution

An application to the Director-General for registration of a change in the Club's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

42. Custody of books etc.

Except as otherwise provided by this constitution, 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 Club.

43. Inspection of books etc.

- (1) The following documents must be open to inspection, free of charge, by a member of the Club at any reasonable hour:
 - (a) records, books and other financial documents of the Club,
 - (b) this constitution,
 - (c) minutes of all committee meetings and general meetings of the Club.
- (2) A member of the Club may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.

44. Service of notices

- (1) For the purpose of this constitution, 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 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 this constitution, 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.

45. Financial year

The financial year of the Club is:

- (a) the period of time commencing on the date of incorporation of the Club and ending on the following 30 June, and

- (b) each period of 12 months after the expiration of the previous financial year of the Club, commencing on 1 July and ending on the following 30 June.

PART 10 - CLUB RULES

46. Club Rules

- a) The Club shall maintain and make available to all members the following Rules:
- i. Guidelines for Club Handicapping/Gradings
 - ii. Manning Valley Cycling Club Code of Conduct
- a) The Club reserves the right to amend such rules as may be deemed necessary from time to time provided that:-
- i. proper notice is given to all members of such changes; and
 - ii. subject to resolution at a general meeting; and
 - iii. if any Club rule is contrary to that set forth by the New South Wales Cycling Federation; the latter shall take precedence

Appendix 1 Form of Appointment of Proxy

(Clause 36 (a))

Full name _____

Address _____

Being a member of Manning Valley Cycling Club Incorporated hereby appoint:

Full name of proxy _____

Address _____

Being a Member of the Manning Valley Cycling Club incorporated, as my proxy to vote for me on my behalf at the general meeting of the Club (annual general Meeting, general meeting or special general meeting as the case may be) to be held on the

Date _____

And at any adjournment / management of that meeting.

My proxy is authorised to vote in favour of / against (delete as appropriate) the resolution (insert details*)

*to be inserted if desired

Signature of member appointing proxy _____

Date _____

Note: A proxy may not be given to a person who is not a member of the Manning Valley Cycling Club