



Constitution (Rules)

Adopted - 01/12/2015
Amended - 04/05/2022

GRAFTON CYCLE CLUB INCORPORATED RULES

1. NAME:

The name of the Club shall be Grafton Cycle Club Incorporated (referred to in these rules as "the Club")

2. OBJECTS:

The objects of the Club shall be:

- (a) To promote, encourage, foster, develop, extend, govern and control the sport of road and mountain bike cycling in Grafton and its surrounds;
- (b) To coordinate, encourage, assist and support road and mountain bike cycling activities of the members and their cooperation with each other;
- (c) To promote, organise and conduct competitions and other events pertaining to the sport of road and mountain bike cycling from time to time;
- (d) To establish and maintain standardised competition rules and regulations;
- (e) To select, support or sponsor any representative team or teams for any purposes associated with the sport of road and mountain bike cycling;
- (f) To represent the sport of road and mountain bike cycling in dealings with State and Federal Agencies, Local Government and with other sporting bodies in the Grafton area.
- (g) To keep accurate records of all times, results and handicaps at competitions, race meetings and other events conducted;
- (h) To affiliate with AusCycling (referred to in these rules as "AusCycling") and to operate under the Constitution and By-Laws of AusCycling and under these rules to control and promote road and mountain bike cycling in Grafton and its surrounds;

3. MEMBERSHIP:

- (a) Membership is open to all individuals who accept the objects and rules of the Club and abide by those rules. Only natural persons are capable of being a member of the Club;
- (b) Individuals wishing to become members of the Club shall apply to the Committee for membership;
- (c) The Committee shall determine whether or not to accept an application for membership. The Committee is not required to supply reasons for accepting or rejecting an application for membership;

- (d) Members shall pay such fees as are determined by the Club at the annual general meeting;
- (e) A register of members shall be kept by the Secretary of the Club showing the name, address and date of commencement of membership for each member. Provisions for noting the date of cessation of membership shall also be contained in the register. The register of members shall be available for inspection by any member, free of charge upon reasonable notice at any reasonable time;
- (f) Membership shall cease upon death, resignation, expulsion, or failure to pay outstanding membership fees within three months of the due date;
- (g) Only current financial members who hold an AusCycling membership of the relevant level set out by AusCycling shall be eligible to compete in any race meeting, competition, or other events organized by the Club.
- (h) The financial year of the Club shall run from 1 September to 31 August or such other period as is determined by the Committee.

4. CATEGORIES OF MEMBERSHIP:

There shall be the following categories of membership:

- (a) Ordinary Members: who shall be the persons who are members of the Club as at the date of adoption of these rules by the Club whilst ever those persons continue to be eligible for membership and all other individuals who make application to become and are accepted as members of the Club in accordance with Clause 3 of these rules.
- (b) Life Members: being the surviving life members of the Club at the time of adoption of these rules by the Club and persons subsequently elected to life membership in accordance with Clause 5 hereof.

5. LIFE MEMBERS:

Life members shall be members elected to membership for life without payment of the annual subscription. The name of any person proposed for life membership may be submitted in writing to any member of the Committee. On the recommendation of the Committee a member may be elected as a life member by secret ballot at any Annual General Meeting of the Club. Notice of the nomination of a person or persons for life membership at the said Annual General Meeting of the Club shall be given to all members not less than 21 days prior to the date of that Annual General Meeting. A 3/4 majority of those voting members present at such meeting shall be necessary to elect a member to life membership. Life membership shall only be granted for outstanding service to the club that warrants a member being granted life membership.

6. RESIGNATION OF MEMBERSHIP:

- (a) A member of the Club is not entitled to resign their membership except in accordance with this rule;
- (b) A member of the Club who has paid all amounts payable by the member to the Club may resign from membership of the Club by first giving notice in writing to the Secretary. The Club shall provide a clearance to the member if all monies payable by the member to the Club, by the member to AusCycling or to any of those bodies by the Club on the member's behalf have been paid and there are no outstanding disciplinary issues in respect of the member. Upon clearance being provided by the Club the member ceases to be a member of the Club.

7. MANAGEMENT - BY COMMITTEE:

- (a) The Club shall have its affairs controlled and managed by the office bearers and other members known as the Committee;
- (b) The Committee shall consist of the President, Vice President, Secretary (and Public Officer), Treasurer, Club Captain, Chief Commissaire, MTB Sub-Committee Convener, Road Race Sub-Committee Convener, and up to three (3) ordinary members;
- (c) The office bearers and other members of the Committee shall be elected at each annual general meeting. Any casual vacancy occurring in the Committee may be filled by a member appointed by the Committee;
- (d) Each member of the Committee shall hold office from the date of their election or appointment until the next annual general meeting;
- (e) Retiring Committee members are eligible for re-election. A member may hold more than one position on the Committee;
- (f) The Committee shall meet monthly on the first Tuesday of the month or such other regular date as may be determined from time to time by the Committee by resolution or as often as necessary to conduct the business of the Club;
- (g) The quorum for meetings of the Committee shall be four (4). No business shall be transacted by the Committee unless a quorum is present and if within thirty minutes of the time appointed for the meeting a quorum is not present the meeting shall be dissolved;
- (h) Notice of Committee meetings shall be given at the previous Committee meeting or by such other means as the Committee may decide upon;
- (i) Additional meetings of the Committee may be convened by the President upon not less than 48 hours notice or by any two members of the Committee giving notice in that respect to the secretary who shall then convene such additional meeting and give not less than 48 hours notice to the members of the Committee. Oral notice to the members of the Committee shall be sufficient;
- (j) The Committee may function validly provided its number is not reduced below the quorum;

- (k) The Committee may make by-laws for the good management of the Club and may from time to time amend, alter or repeal such by-laws;
- (l) Questions arising at any meeting of the Committee shall be decided by the majority of votes of those Committee members present. In the case of an equality of votes the person appointed to chair the meeting shall have a second or casting vote;
- (m) A casual vacancy in respect of the office of a particular office-bearer or member of the Committee occurs if the member who has been elected to that position ceases to be a member of the Club (as per Clause 3 (f)) or resigns office by notice in writing given to the secretary;
- (n) Any member may attend and participate in any Committee meeting but only office bearers and Committee members are entitled to vote on a resolution.

8. DELEGATION BY COMMITTEE:

- (a) The Committee may, by resolution at any Committee meeting or by appointment by those members present and voting at the Annual General Meeting of the Club, on such terms as the Committee deems appropriate, 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 the Committee thinks fit other than:-
 - (i) this power of delegation; and
 - (ii) a function which is a duty imposed on the Committee by the Association's Incorporation Act or any other Law;
- (b) Notwithstanding any delegation under this rule the Committee may continue to exercise any function delegated and in respect of any conflict between the Committee and the sub-Committee any resolution of the Committee shall prevail over any resolution, determination or decision made by the sub-Committee;
- (c) The Committee may by further resolution revoke wholly or in part any delegation under this rule;
- (d) Any sub-Committee may meet and adjourn as it thinks proper and shall report as and when required by the Committee to the Committee.

9. OFFICE BEARERS:

- (a) **The President** shall act as chairperson at each general meeting and Committee meeting of the Club. In the absence of both the President and the Vice President the meeting shall elect a Chairman. The Chairman of any meeting shall have a casting vote;
- (b) **The Vice-President** shall act as chairperson at any general meeting or Committee meeting of the Club in the absence of the President either for the duration or any part of that meeting. The Vice-President shall also act on the Executive Committee in the absence of any member of that Committee;

- (c) **The Secretary** shall keep records of the business of the Club including the rules, register of members, register of office bearers and members of the Committee, minutes of all general and Committee meetings and a file of correspondence. Except when there is a vacancy in the position of Secretary the Secretary shall also be the Public Officer. The records of the business of the Club shall be available for inspection by any member, free of charge upon reasonable notice at any reasonable time;
- (d) **The Treasurer** ensure that a receipt is issued for all money received by the Club and that all money received is paid into an account in the Club's name. Payments shall be made by cheque signed by 2 signatories authorised by the Committee. Major or unusual expenditures shall be authorised in advance by the Committee. The Treasurer shall ensure that correct books and accounts are kept showing the financial affairs of the Club. The books and accounts shall be available for inspection by any member, free of charge upon reasonable notice at any reasonable time;
- (e) **The Club Captain** shall assist all other Office Bearers in respect of the day to day running and management of the Club as and when called upon and shall act as a spokesperson for any Club member on any Club or competitive issue where that Club member feels that they require assistance and provide to any Club member assistance and guidance with any Club issue or competitive issue and be a "sounding board" for Club members, Office Bearers and Committee members;
- (f) **The Chief Commissaire**, shall represent the views, wishes and concerns of the Commissaires within the Club at meetings of the Club and its Committee and when officiating at any competition conducted by the Club shall act as referee and adjudicator of all disputes in all such competitions conducted by the Club and shall be ultimately responsible for the conduct of such competitions. In the absence of the Chief Commissaire from any competition the Commissaire on duty shall fulfill the roles of the Chief Commissaire at that competition.
- (g) **The MTB Sub-Committee Convener** shall be responsible for the scheduling and smooth running of all Club MTB races, events and activities, shall schedule and chair all meetings of the MTB sub-Committee which shall have the responsibility to construct, maintain and develop the MTB tracks and trails used by the Club at Bom Bom State Forest or such other locations approved by the Committee, develop the MTB race and recreational riding calendar, co-ordinate submission of approvals for the use of lands to State Forests NSW and for races to MTBA, develop and maintain any necessary risk management documents for MTB activities by the Club (map of circuits, requirements for volunteers, vehicles, traffic flow, signage, hazards and the like, schedule marshals and race volunteers for MTB races and report on incidents and risks at MTB races and ensure that accurate race records are kept including incident report forms, Commissaire report forms and results sheets;

- (h) **The Road Race Sub-Committee Convener** shall be responsible for the scheduling and smooth running of all Club road races, shall schedule and chair all meetings of the Road Race sub-Committee which shall have the responsibility to develop the road race calendar, co-ordinate submission of road approvals for road races to Council, Roads and Maritime Services and NSW Police Force, develop and maintain risk management documents for all road race circuits used by the Club (map of circuits, requirements for volunteers, vehicles, traffic flow, signage, hazards and the like, schedule marshals and race volunteers for club road and criterium races, ensure that reminders are provided for marshals and race volunteers and report on incidents and risks at races and ensure that accurate race records are kept including incident report forms, Commissaire report forms and results sheets;

10. EXECUTIVE COMMITTEE

The Executive Committee of the Club shall comprise the President, Vice-President, Secretary, Captain, MTB Convenor and Treasurer. The Executive Committee shall meet on an ad hoc basis as and when required. Three members of the Executive Committee shall constitute a quorum. The Executive Committee shall consider any urgent matter that cannot await the next monthly meeting of the Committee and shall seek ratification of any decision made at the next monthly meeting of the Committee.

11. PUBLIC OFFICER:

- (a) The Committee shall ensure that a person is appointed as Public Officer;
- (b) The position of Public Officer shall ordinarily held by the person who is elected as the Secretary of the Club. In the event of a continuing casual vacancy in the position of Secretary the Committee shall appoint one of their number to the position of Public Officer until the position of Secretary is filled and shall then appoint the new Secretary as Public Officer;
- (c) The Committee may at any time remove the Public Officer and appoint a new Public Officer provided the person appointed is 18 years of age or older and a resident of New South Wales;
- (d) The Public Officer shall be deemed to have vacated their position in the following circumstances:
- (i) Death;
 - (ii) Resignation;
 - (iii) Removal by the Committee or a general meeting;
 - (iv) Bankruptcy or financial insolvency;
 - (v) Mental illness;
 - (vi) Residency outside New South Wales;
- (e) When a change occurs in the position of Public Officer the Committee shall within 14 days notify the NSW Fair Trading by the prescribed form of the appointment a new Public Officer;

12. ELECTION OF OFFICE BEARERS AND COMMITTEE MEMBERS:

- (a) Nominations of candidates for election as office bearers or as ordinary members of the Committee:
 - (i) shall be made in writing signed by one member of the Club and accompanied by the written consent of the candidate either endorsed on the form of nomination or in a separate document; and
 - (ii) shall be delivered to the Secretary of the Club not less than 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place;
- (b) If only one valid nomination is received for any or each of the positions of the various office bearers of the Club then the candidate validly nominated shall be elected to the position for which the candidate was nominated without ballot and no further nominations shall be received at the Annual General Meeting;
- (c) If more than one valid nomination is received for any or each of the positions of the office bearers of the Club then the election of each such position shall be conducted at the annual general meeting by secret ballot scrutineered by two members not contesting such ballot appointed by the Chairperson of the meeting;
- (d) Where no valid nominations are received by the Secretary in respect of any or all positions of office bearers in accordance with (a) above then nominations of candidates for election in the relevant position shall be made orally from the floor at the annual general meeting;
- (e) If less than three valid nominations are received by the Secretary to fill vacancies on the Committee for the positions of the three ordinary members of the Committee then that candidate or those candidates validly nominated shall be elected and further nominations shall be received at the annual general meeting only in respect of the remaining vacancy or vacancies;
- (f) If three valid nominations are received by the Secretary to fill vacancies on the Committee for the positions of the three ordinary members of the Committee then those candidates validly nominated shall be elected and no further nominations shall be received at the annual general meeting;
- (g) If more than three valid nomination are received by the Secretary to fill vacancies on the Committee for the positions of the three ordinary members of the Committee then the election of the three ordinary members of the Committee shall be conducted at the annual general meeting by secret ballot scrutineered by two members not contesting such ballot appointed by the Chairperson of the meeting;

13. GENERAL MEETINGS:

- (a) The annual general meeting of the Club shall be held each year not earlier than one month after the expiration of the Club's financial year and not later than 20 December in each calendar year;
- (b) The Committee may, whenever it thinks fit, convene a special general meeting of the Club. A special general meeting must be convened by the Committee within 2 months of receiving a written request to do so from no less than five members. A requisition by members for a special general meeting:-
 - (i) shall state the purpose or purposes of the meeting;
 - (ii) shall be signed by the members making the requisition;
 - (iii) shall be lodged with the secretary;
 - (iv) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (c) At least 14 days written notice of all general meetings shall be given to members. In the case of general meetings where a special resolution is to be proposed, notice of the meeting and a copy of the proposed special resolution shall be given to members at least 21 days before the meeting;
- (d) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting. In the case of the annual general meeting the following business shall be transacted whether specified or not:
 - (i) Confirmation of the minutes of the last annual general meeting and any recent special general meeting;
 - (ii) Receipt of the President's Report upon the activities of the Club in the last financial year and Treasurers statement of the Club's financial affairs in the last financial year;
 - (iii) Election of office bearers and other members of the Committee;
 - (iv) Receipt and consideration of the statement which is required to be submitted to members by Section 26(6) of the Associations Incorporation Act; and
 - (v) Setting of annual membership fees in respect of the membership year commencing at the beginning of the next calendar year after the annual general meeting.
- (e) The quorum for a general meeting shall be Eight (8) members present in person. No business shall be transacted unless a quorum is present and if within thirty minutes of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place at the same hour of the same day in the following week. If at the adjourned meeting a quorum is not present within thirty minutes of the time appointed for the meeting, the meeting shall be dissolved;

- (f) Voting at general meetings shall be by a show of hands except for the election of any office bearer where the position is contested (such ballot to be conducted by secret ballot scrutineered by two members not contesting such ballot appointed by the Chairperson of the meeting) or otherwise where a secret ballot is determined by the Chairperson of the meeting to be appropriate. Decisions shall be made by a simple majority vote except for those matters which must be decided by special resolution where a 3/4 majority is required;
- (g) All votes shall be given personally. No proxy votes shall be accepted;
- (h) Only current financial members shall be eligible to vote at general meetings and only current financial members shall be eligible to nominate a member for election as an office bearer or Committee member, second such nomination and/or stand for election as an office bearer or Committee member. Nominees must indicate their willingness to accept the position either personally if in attendance or in writing delivered to the Secretary prior to the meeting. The validity of the nomination of a member for election or their election as an Office Bearer or Committee member shall not be affected if it is subsequently ascertained that the person who nominated that candidate or seconded the nomination of that candidate was not at the time a current financial member. The validity of the election of a person as an Office Bearer or Committee member shall not be affected if it is subsequently ascertained that at the time of their election that person was not a current financial member provided that within 14 days of it being ascertained by the Committee that the elected candidate was not at the relevant time a current financial member the elected member remedies the error by paying all monies and completing all relevant documentation so as to within the aforesaid period of 14 days become a current financial member;
- (i) In the case of an equality of votes the person appointed to chair the general meeting shall have a second or casting vote;

14. SPECIAL RESOLUTIONS:

- (a) A special resolution must be passed by a general meeting of the Club to effect the following changes:
 - (i) A change of the Club's name;
 - (ii) A change of the Club's rules;
 - (iii) A change of the Club's objects;
 - (iv) A change of the club's colours or logo;
 - (v) An amalgamation with another incorporated Association;
 - (vi) To voluntarily wind up the Club and distribute its property;
 - (vii) To apply for registration as a Company.

- (b) A special resolution shall be passed in the following manner:
- (i) A notice must be sent to all members advising that a general meeting is to be held to consider a special resolution;
 - (ii) The notice must give details of the proposed special resolution and give at least 21 days notice of the meeting;
 - (iii) A quorum must be present at the meeting;
 - (iv) At least 3/4 of those present in person must vote in favour of the resolution;
 - (v) In situations where it is not possible or practicable for a resolution to be passed as described above, a request may be made to the Corporate Affairs Commission for permission to pass the resolution in some other way;
 - (vi) Only a current financial member may propose or second a special resolution;

15. DISCIPLINING OF MEMBERS:

- (a) A complaint may be made to the Committee by any member or any number of members that a member of the Club:
- (i) Has persistently refused or neglected to comply with a provision or provisions of these Rules; or
 - (ii) Has persistently and wilfully acted in a manner prejudicial to the interests of the Club,
- (b) On receiving such a complaint, the Committee may dismiss the complaint if it determines that the complaint is, on the evidence available at the time the complaint is made, either;
- (i) so trivial as to not necessitate any sanction
 - (ii) frivolous; or
 - (iii) vexatious.
- (c) Otherwise, the Committee must cause notice in writing to be given to the member concerned:
- (i) Giving the member particulars of the complaint;
 - (ii) Giving the member at least fourteen day's notice of the meeting at which the Committee is to deal with the complaint and receive the members submissions and/or provide evidence to the Committee in connection with the complaint; and

- (iii) Inviting the member to attend that meeting and if the member wishes to make submissions (orally or in writing) and/or provide evidence (either oral or documentary) to the Committee in connection with the complaint.
- (d) The Committee may, after considering the complaint, evidence and submissions in support thereof and evidence and submissions by the member, if it is satisfied on the balance of probabilities that the complaint in respect of the member has been proved by resolution:
 - (i) Expel the member from the Club;
 - (ii) Suspend the member from membership of the Club for a specified period;
 - (iii) Fine the member; or
 - (iv) Take any other action deemed appropriate by the Committee.
- (e) There shall be no appeal from a resolution in accordance with this rule, although the Committee may by resolution revoke a resolution made in accordance with this rule if in its absolute discretion it receives fresh evidence or submissions in respect of such resolution.

16. RESOLUTION OF INTERNAL DISPUTES

Disputes between members (in their capacity of members) of the club, and disputes between members and the club are to be referred to a Community Justice Centre or other appropriately qualified mediator for mediation in accordance with the *Community Justice Centres Act, 1983*. At least seven days before a mediation session is to commence the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

17. CUSTODY OF BOOKS:

Except as otherwise provided by these rules, the Public Officer shall keep in their custody or under their control all records, books and other documents relating to the Club.

18. INSPECTION OF BOOKS:

The records, books and other documents of the Club shall be open to inspection, free of charge, by a member of the Club at any reasonable time.

19. MEMBERS LIABILITY:

The members of the Club shall have no liability to contribute towards the payment of debts and liabilities of the Club or the costs, charges and expenses of the winding up of the Club except to the amount of any unpaid membership fees.

20. MISCELLANEOUS:

- Insurance The Club shall effect and maintain insurance as required under section 44 of the Associations Incorporation Act together with any other insurance which may be required by law or regarded as necessary by the Club;
- Funds - Source The funds of the Club shall be derived from entry fees, the fees of the members, donations, grants and such other sources approved by the Club.
- Common Seal The Common Seal of the Club shall be kept in the custody of the Public Officer and shall only be affixed to a document with the approval of the Committee. The stamping of the Common Seal shall be witnessed by the signatures of the Public Officer and one other member of the Committee.
- Surplus Property Subject to compliance with paragraphs (a), (b) and (c) of sub-section 53(2) of the Associations Incorporation Act the Club shall if the Club is wound up pay any surplus property to CA to be held in trust for the sport of cycling in Grafton and it's surrounds and in the event that the Club is subsequently revived or recommences operation at which those surplus monies shall be released to the Club by CA for its objects.
- Interpretation Words importing the singular shall include the plural number and vice versa and words importing the masculine gender shall include the feminine gender and vice versa.