

Explanatory Notes for Members About the Proposed Constitution



Introduction

Members are advised that the Committee is recommending the adoption of a new Constitution for Grafton Cycle Club Incorporated at the forthcoming Special General Meeting.

The proposed Constitution is based on the current NSW Fair Trading Model Constitution for Incorporated Associations, adapted to reflect the governance needs and operating structure of Grafton Cycle Club.

The proposed Constitution is intended to modernise the Club's governance framework, align the Club with current legislative requirements, and provide a practical and sustainable structure for the Club's future operation.

Why is the Constitution being updated?

The Club's current Constitution has served Grafton Cycle Club well, however it was developed under an earlier governance framework and contains a number of provisions that are now outdated or unnecessarily operational in nature.

The proposed Constitution has been developed to:

- align Grafton Cycle Club with the current NSW incorporated associations legislative framework
- modernise the Club's governance structure
- improve clarity of governance roles and member rights
- provide greater administrative flexibility
- support contemporary meeting and voting practices
- separate governance functions from operational delivery roles

Importantly, the proposed Constitution is not intended to change the fundamental purpose or activities of the Club.

Grafton Cycle Club will continue to promote, encourage and support cycling and related activities in Grafton and surrounding areas, including recreational and competitive cycling.

Governance Structure Changes

One of the most significant changes in the proposed Constitution is the adoption of a more contemporary governance model.

The proposed Constitution adopts a governance-focused committee structure consistent with modern incorporated association practice.

This means the elected Committee will focus on governance, oversight and decision-making, while operational functions continue through committee-appointed roles and delegated responsibilities.

The current Constitution includes several operational positions as formal constitutional committee offices.

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Membership Options

The proposed Constitution introduces more flexible membership arrangements to better reflect the range of participation within the Club.

These changes are intended to support different types of involvement in cycling and Club activities while providing the Committee with greater flexibility in managing membership categories and participation.

The proposed arrangements are designed to better accommodate the Club's current and future activities and membership structure.

Operational Roles

Operational roles are not being abolished. Operational positions such as:

- Club Captain
- Chief Commissaire
- MTB Convenor
- Road Race Convenor

are intended to continue as important and essential operational roles within the Club.

The difference is that these positions will transition from constitutional committee offices to committee appointed operational roles along with the other positions appointed to support the club, unless the individual is separately elected to the Committee.

This approach allows:

- clearer separation between governance and operations
- greater flexibility in appointing and tweaking operational roles to meet the changing needs of the Club.
- simpler governance administration
- future operational changes without requiring constitutional amendment

This is an intentional governance design decision and is not intended to reduce the Club's operational capability or activities.

Member Rights and Governance Improvements

The proposed Constitution also introduces a number of governance and member protection improvements.

These include:

Improved disciplinary fairness

The proposed Constitution introduces a formal appeal mechanism for disciplinary decisions, providing members with a clearer and fairer process should disciplinary action be taken.

Updated dispute resolution

The proposed Constitution modernises dispute resolution arrangements to align with contemporary incorporated association governance practice.

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Privacy protections

The proposed Constitution includes clearer protections regarding access to member information held in the membership register.

Contemporary participation

The proposed Constitution allows the use of technology for meetings where appropriate, enabling more flexible participation by members and committee members.

Modern voting arrangements

The proposed Constitution allows postal or electronic voting where permitted, supporting contemporary participation while maintaining governance integrity.

Governance Participation Arrangements

The proposed Constitution includes updated governance participation arrangements to reflect the Club's revised governance structure and current operational needs.

These include:

- updated quorum requirements for Committee meetings
- updated quorum requirements for general meetings
- modernised arrangements for Special General Meetings
- contemporary meeting participation mechanisms

These changes are intended to provide practical governance arrangements appropriate to the Club's size and operating model.

Special General Meetings

Members will continue to retain the ability to require a Special General Meeting.

The proposed Constitution adopts the NSW model threshold of 5% of members, which is proportionate to membership size and broadly comparable to GCC's current arrangements.

Committee Recommendation

After reviewing the current Constitution and considering the governance needs of the Club, the Committee considers that adoption of the proposed Constitution is in the best interests of Grafton Cycle Club and will help ensure the Club's governance framework remains consistent with current incorporated association legislation and governance practices.

The Committee believes the proposed Constitution:

- provides a clearer and more contemporary governance framework
- aligns the Club with current NSW incorporated association requirements
- improves governance flexibility
- strengthens member procedural protections
- allows operational roles to continue in a more flexible and practical way through committee appointment and by-laws
- provides a sustainable governance framework for the future operation of the Club

Conclusion

Members are encouraged to review the proposed Constitution in full prior to the Special General Meeting.

The Committee recommends that members support the adoption of the proposed Constitution as a practical and sustainable governance framework for Grafton Cycle Club.