

CONSTITUTION OF THE CANBERRA OFF-ROAD CYCLISTS

Dated: August 1993

**CONSTITUTION  
OF THE  
CANBERRA OFF-ROAD CYCLISTS**

# CONSTITUTION OF THE CANBERRA OFF-ROAD CYCLISTS

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# CONSTITUTION OF THE CANBERRA OFF-ROAD CYCLISTS

## PART 1 - PRELIMINARY

### 1. Name

The name of the Association is the Canberra Off-Road Cyclists ("the Association").

### 2. Objects

The objects of the Association are -

- (a) to promote encourage foster develop extend govern and control the sport in the A.C.T.;
- (b) to promote organise and conduct A.C.T. Championships; competitions and other events pertaining to the sport as may from time to time be expedient;
- (c) to establish and maintain standardised competition rules and regulations within the A.C.T.;
- (d) to select support or sponsor any representative teams or groups for any purposes associated with the sport;
- (e) to act as the disciplinary and adjudicating body in respect to all matters pertaining to the sport in the A.C.T.;
- (f) to represent the sport in dealings with other cycling bodies in Australia, National Associations and Federations;
- (g) to encourage members to be aware of laws governing wilderness (conservation) areas that are environmentally sensitive and to respect the rights of other trail users.

### 3. Interpretation

- (1) In these rules, unless a contrary intention appears
  - "financial year" means the year ending on 30 June;
  - "member" means a member, however described, of the association;
  - "ordinary committee member" means a member of the committee who is not an officebearer of the association as referred to in paragraph 11(1)(a);
  - "rules" shall mean this constitution, bylaws, technical regulations and annexes.
  - "secretary" means the person or, where no such person holds that office, the public officer of the association;
  - "the Act" means the Associations Incorporation Act 1991;
  - "the Regulations" means the Associations Incorporation Regulations;
  - "the sport" means all terrain cycling.
- (2) In these rules
  - (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, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty.
- (3) The provisions of the "Act's" Interpretation Act 1967 apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

## PART 11 - MEMBERSHIP

### 4. Membership qualifications

- (1) A person is qualified to be a member if:
  - (a) the person is a person referred to in paragraph 21(2)(a) or (b) of the Act and has not ceased to be a member of the Association at any time after incorporation of the Association under the Act; or

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- (b) the person:
  - (i) has completed an application for membership and paid an annual membership fee in accordance with Rule 7; and
  - (ii) has been approved for membership of the Association by the committee of the Association.

### 5. Application for Membership

- (1) An application by a person ("the applicant") for membership of the association
  - (i) shall be made in writing in the form made available by the association from time to time; and
  - (ii) shall be lodged with the secretary of the association; and
  - (iii) shall be accompanied by payment in full of the amounts referred to in Rule 7.
- (2) As soon as is practicable after receiving an application for membership the secretary shall refer the application to the committee which shall determine whether to approve or to reject the application.
- (3) Where the committee determines to approve an application for membership, the secretary shall as soon as practicable after that determination notify the applicant of that approval and forward a receipt for the annual membership fee.
- (4) The secretary shall, upon approval of the application for membership by the committee, enter the applicant's name in the Register of Members, and upon the name being so entered, the applicant shall become a member of the Association.
- (5) The secretary shall, as soon as practicable after entering the applicant's name in the Register of Members, notify the applicant of that entry and forward a receipt for the annual membership fee.
- (6) The rights and obligations attaching to a member by virtue of his membership of the Association may not be transferred or assigned to any other person except by way of proxy.

### 6. Cessation of Membership

A person ceases to be a member of an association if the person

- (a) dies or, in the case of a body corporate, is wound up;
- (b) resigns from membership of the association;
- (c) is expelled from the association; or
- (d) fails to renew membership of the association.

### 7. Fee, Subscription Etc

- (1) The annual membership fee of the Association is \$10.00 or if any other amount has been determined by resolution of the committee that other amount.
- (2) The annual membership fee is payable:
  - (i) except as provided by sub paragraph (2) (ii), before 1 January in any calendar year; or
  - (ii) where a person becomes a member on or after 1 January in any calendar year then the annual membership fee should accompany the membership application.

### 8. Members' liabilities

The liability of a member to contribute towards the payment of debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is nil.

### 9. Disciplining of members

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- (1) Where the committee is of the opinion that a member -
  - (a) has persistently refused or neglected to comply with a provision of these rules; or
  - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the association, the committee may, by resolution
  - (c) expel the member from the association, or
  - (d) suspend the member from such rights and privileges of membership of the association as the committee may determine for a specified period.
- (2) A resolution of the committee under subrule (1) is of no effect unless the committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under subrule (3), confirms the resolution in accordance with this rule.
- (3) Where the committee passes a resolution under subrule (1), the secretary shall, as soon as practicable, cause a notice in writing to be served on the member -
  - (a) Setting out the resolution of the committee and the grounds on which it is based;
  - (b) stating that the member may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
  - (c) stating the date, place and time of that meeting; and
  - (d) informing the member that the member may do either or both of the following;
    - (i) attend and speak at that meeting;
    - (ii) submit to the committee at or prior to the date of that meeting written representations relating to the resolution.
- (4) Subject to section 50 of the Act, at a meeting of the committee mentioned in subrule (2), the committee shall -
  - (a) give to the member mentioned in subrule (1) an opportunity to make oral representations;
  - (b) give due consideration to any written representations submitted to the committee by that member at or prior to the meeting; and
  - (c) by resolution determine whether to confirm or to revoke the resolution of the committee made under subrule (1).
- (5) Where the committee confirms a resolution under subrule (4), the secretary shall, within 7 days after that confirmation, by notice in writing inform the member of that confirmation and of the member's right of appeal under rule 9.
- (6) A resolution confirmed by the committee under subrule (4) does not take effect -
  - (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
  - (b) where within that period the member exercises the right of appeal, unless and until the association confirms the resolution in accordance with subrule 9(4).

### **10. Right of appeal of disciplined member**

- (1) A member may appeal to the association in general meeting against a resolution of the committee which is confirmed under subrule 9(4), within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) Upon receipt of a notice under subrule (1), the secretary shall notify the committee which shall convene a general meeting of the association to be held within 21 days after the date on which the secretary received the notice or as soon as possible after that date.
- (3) Subject to section 50 of the Act, at a general meeting of the association convened under subrule (2)

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- (a) no business other than the question of the appeal shall be transacted;
  - (b) the committee and the member shall be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
  - (c) the members present shall vote by secret ballot on the question of whether the resolution made under subrule 9(4), that the resolution is confirmed
- (4) If the meeting passes a special resolution in favour of the confirmation of the resolution made under subrule 9(4), that resolution is confirmed.

### PART III - THE COMMITTEE

#### 11. Powers of the committee

The committee, subject to the Act, the Regulations, these rules, and to any resolution passed by the association in general meeting -

- (a) shall control and manage the affairs of the association;
- (b) may exercise all such functions as may be exercised by the association other than those functions that are required by these rules to be exercised by the association in general meeting; and
- (c) has the 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 association.

#### 12. Constitution and Membership

- (1) The committee shall consist of the office bearers of the association plus up to 4 "ordinary" committee members.
- (2) The office bearers of the association shall be -
  - (a) the chairperson;
  - (b) the vice chair;
  - (c) the treasurer;
  - (d) the secretary;
  - (e) the newsletter editor;
  - (f) the event coordinator;
  - (g) the marketing and promotion manager.
- (3) Each member of the committee shall, subject to these rules, hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (4) In the event of a vacancy in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting following the date of the appointment.

#### 13. Election of Committee Members

- (1) Nomination of candidates for election as office bearers of the association or as ordinary committee members -
  - (a) shall be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
  - (b) shall be delivered to the secretary of the association not less than 7 days before the date fixed for the annual general meeting at which the election is to take place.

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- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee shall be deemed to be vacancies.
- (4) If the number of nominations received is equal to the number vacancies to be filled, the persons shall be taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- (6) The ballot for the election of office bearers and ordinary committee members shall be completed at the annual general meeting in such manner as the committee may direct.
- (7) A person is not eligible to simultaneously hold more than 1 position on the committee.

### **14. Secretary**

- (1) The secretary of the association shall, as soon as practicable after being appointed as secretary, notify the association of his or her address.
- (2) The secretary shall keep minutes of
  - (a) all elections and appointments of office bearers and ordinary committee members;
  - (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 shall be signed by the person presiding at the meeting or by a person presiding at the next succeeding meeting.

### **15. Treasurer**

- (1) The treasurer of the association shall
  - (a) collect and receive all moneys due to the association and make payments authorised by the association; and
  - (b) keep correct accounts and books showing the financial affairs of the association with full details of all receipts and expenditure connected with the activities of the association.

### **16. Vacancies**

- (1) For the purposes of these rules, a vacancy in the office of a member of the committee occurs if the member -
  - (a) dies;
  - (b) ceases to be a member of the association;
  - (c) resigns from office;
  - (d) is removed from office pursuant to rule 17;
  - (e) becomes an insolvent under administration within the meaning of the Corporations Law;
  - (f) suffers from mental or physical incapacity;
  - (g) is disqualified from office under subsection 63(1) of the Act; or
  - (h) is absent without the consent of the committee members from all meetings of the committee held during a period of 6 months.

### **17. Removal of Committee Members**

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The association in general meeting may by resolution, subject to section 50 of the Act, remove any member of the committee from the office of member of the committee before the expiration of the member's term to office.

### **18. Committee Meetings and Quorums**

- (1) The committee shall meet at least 3 times in each calendar year at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by any member of the committee.
- (3) Oral or written notice of a meeting of the committee shall be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subrule (3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall 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 shall be transacted by the committee unless a quorum is present and if within half an hour after the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting shall be dissolved.
- (8) At meetings of the committee -
  - (a) the chairperson or in the absence of the chairperson, the vice chair shall preside; or
  - (b) if the chairperson and the vice chair are absent, 1 of the remaining members of the committee may be chosen by the members present to preside.

### **19. Delegation by Committee to Sub-committee**

- (1) The committee may, by instruction in writing, delegate to 1 or more subcommittees (consisting of such member or members of the association 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 function imposed on the committee by the Act, by any other law of the Territory, or by resolution of the association in general meeting.
- (2) A function, the exercise of which has been delegated to a subcommittee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the subcommittee in accordance with the terms of the delegation.
- (3) A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function, or as time or circumstances, as may be specified in the instrument of delegation.
- (4) Notwithstanding any delegation under this rule, the committee may continue to exercise any function delegated.

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- (5) Any act or thing done or suffered by a subcommittee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A subcommittee may meet and adjourn as it thinks proper.

### **20. Voting and decisions**

- (1) Questions arising at the meeting of the committee or any subcommittee appointed by the committee shall be determined by a majority of the votes of members of the committee or subcommittee present at the meeting.
- (2) Each member present at a meeting of the committee or of any subcommittee appointed by the committee (including the person presiding at the meeting) is entitled to 1 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 subrule 18(5), the committee may act notwithstanding 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 the subcommittee appointed by the committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or subcommittee.

## **PART IV - GENERAL MEETINGS**

### **21. Annual General Meetings - holding of**

- (1) With the exception of the first annual general meeting of the association, the association shall, at least once in each calendar year and within the period of 5 months after the expiration of each financial year of the association, convene an annual general meeting of its members.
- (2) The association shall hold its first annual general meeting
  - (a) within the period of 18 months after its incorporation under the Act; and
  - (b) within the period of 5 months after the expiration of the first financial year of the association.
- (3) Subrules (1) and (2) have effect subject to the powers of the Registrar of Incorporated Associations under section 120 of the Act in relation to extensions of time.

### **22. Annual General meetings - calling of and business at**

- (1) The annual general meeting of the association shall, subject to the Act, 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 shall be -
  - (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
  - (b) to receive from the committee reports on the activities of the association during the last preceding financial year;
  - (c) to elect members of the committee, including office bearers; and
  - (d) to receive and consider the statement of accounts and the reports that are required to be submitted to members pursuant to subsection 73(1) of the Act.

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- (3) An annual general meeting shall be specified as such in the notice convening it in accordance with rule 23.
- (4) An annual general meeting shall be conducted in accordance with the provisions of this Part.

### **23. General Meetings - calling of**

- (1) The committee may, whenever it thinks fit, convene a general meeting of the association.
- (2) The committee shall, on the requisition in writing of not less than 5 per cent of the total number of members, convene a general meeting of the association.
- (3) A requisition of members for a general meeting -
  - (a) shall state the purpose or purposes of the meeting;
  - (b) shall be signed by the members making the requisition;
  - (c) shall be lodged with the secretary; and
  - (d) may consist of several documents in a similar form, each signed by 1 or more of the members making the requisition.
- (4) If the committee fails to convene a general meeting within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, any 1 or more of the members who made the requisition may convene a meeting to be held not more than 3 months after that date.
- (5) A general meeting convened by a member or members referred to in subrule (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who thereby incurs expense is entitled to be reimbursed by the association for any reasonable expense so incurred.

### **24. Notice**

- (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by prepaid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in subrule (1) specifying, in addition to the matter required under that subrule, the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to subrule 21 (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 shall include that notice from the member.

### **25. General meetings - procedure and quorum**

- (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.

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- (2) At a general meeting of the Association, 5 members present in person (being members entitled under these rules to vote at a general meeting) shall 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 if convened upon the requisition of the members shall be dissolved and in any other case shall 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 not less than 3) shall constitute a quorum.

### **26. Presiding member**

- (1) The chairperson, or in the absence of the chairperson, the vice chair, shall preside at each general meeting of the association.
- (2) If the chairperson and the vice chair are absent from the general meeting, the members present shall elect 1 of their number to preside at the meeting.

### **27. Adjournment**

- (1) The person presiding at 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 shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a general meeting is adjourned for 14 days or more, the secretary shall give written or oral notice of the adjourned meeting to each member of the association 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 subrules (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.

### **28. Making of decisions**

- (1) A question arising at a general meeting of the association shall be determined on a show of hands and unless a poll is demanded, a declaration by the person presiding 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 association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting of the association, a poll may be demanded by the person presiding or by not less than 3 members present in person or by proxy at the meeting.
- (3) Where the poll is demanded at a general meeting, the poll shall be taken -
  - (a) immediately in the case of a poll which relates to the election of the person to preside at the meeting or to the question of an adjournment; or
  - (b) in any other case, in such manner and at such time before the close of the meeting as the person presiding directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

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### **29. Voting**

- (1) Subject to subrule (3), upon any, question arising at a general meeting of the association a member has 1 vote only.
- (2) All votes shall be given personally or by proxy but no member may hold more than 5 proxies.
- (3) In the case of an equality of votes on a question at a general meeting, the person presiding is entitled to exercise a second or casting vote.
- (4) A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid.

### **30. Appointment of Proxies**

- (1) 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.
- (2) The notice appointing the proxy shall be in the form set out in Appendix 1 to these rules.

## **PART V MISCELLANEOUS**

### **31. Funds - source**

- (1) The funds of the association shall be derived from race entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting and subject to section 114 of the Act, such other sources as the committee determines.
- (2) All money received by the association shall be deposited as soon as practicable and without deduction to the association's bank account.
- (3) The association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

### **32. Funds - management**

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association shall be used in pursuance of the objects of the association in such a manner as the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 members of the committee being members of the committee authorised to do so by the committee.
- (3) Not more than one member of any particular family may sign as signatory to any particular cheque.

### **33. Alteration of Objects and Rules**

Neither the objects of the association referred to in section 29 of the Act nor these rules shall be altered except in accordance with the Act.

### **34. Common seal**

- (1) The common seal of the association shall be kept in the custody of the secretary.
- (2) The common seal shall not be affixed to any instrument except by the authority of the committee and the affixing of the common seal shall be attested by the signatures either of 2 members of the committee or of 1 member of the committee and of the secretary.

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### **35. Custody of Books**

Subject to this Act, the Regulations and these rules, the secretary shall keep in his or her control all records, and other documents relating to the association.

### **36. Inspection of Books**

The records, books and other documents of the association shall be open to inspection at a place in the Territory, free of charge, by a member of the association at any reasonable hour.

### **37. Service of notices**

- (1) For the purpose of these rules, a notice may be served by or on behalf of the association upon any member at the member's address shown in the register of members.
- (2) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

### **38. Surplus Property**

- (1) At the first general meeting of the association, the association shall pass a special resolution nominating -
  - (a) another association for the purpose of paragraph 92(1)(a) of the Act; or
  - (b) a fund, authority or institution for the purpose of paragraph 92(1)(b) of the Act, in which it is to vest its surplus property in the event of the dissolution or winding up of the association.
- (2) An association nominated under paragraph (1)(a) must fulfil the requirements specified in subsection 92(2) of the Act

**APPENDIX 1**  
**FORM OF APPOINTMENT AS PROXY**

I, \_\_\_\_\_  
(Full Name)

of \_\_\_\_\_  
(address)

being a member of \_\_\_\_\_  
(name of incorporated association)

hereby appoint \_\_\_\_\_  
(full name of proxy)

of \_\_\_\_\_  
(address)

being a member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the association (annual general meeting or other general meeting, as the case may be) to be held on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_ and at any adjournment 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: \_\_\_\_\_