

# **SPOKES CYCLE CLUB (INC) CONSTITUTION**



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## CONSTITUTION

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# **SPOKES CYCLE CLUB (INC.) CONSTITUTION**

## **1.0 NAME**

- 1.1 THE NAME OF THE CLUB SHALL BE THE SPOKES CYCLE CLUB (INC.) hereinafter referred to as "THE CLUB".
- 1.2 THE CLUB SHALL BE INCORPORATED UNDER THE PROVISIONS OF "THE ASSOCIATIONS INCORPORATION ACT 1987".

## **2.0 OBJECTS**

- 2.1 THE OBJECTS OF THE CLUB SHALL BE:
  - 2.1.1 To encourage, promote and manage road cycling (within then Midwest region).
  - 2.1.2 To abide by the Official Rules and the interpretation thereof as determined by Cycling Australia and Cycle West or their equivalents.
  - 2.1.3 To ensure the proper representation of road cycling within Geraldton and Midwest Region.
  - 2.1.4 To promote and conduct individual and team events
  - 2.1.5 To act for its members in all matters pertaining to cycling and the control thereof.
  - 2.1.6 To do all such other things as are conducive or incidental to the attainment of the above objects or any of them.
  - 2.1.7 The income and property of the Club when so ever derived shall be applied solely towards the promotion of it objects as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever to its members provided that nothing herein shall prevent the payment in good faith or remuneration to any officer or servant of the Club for services rendered to the Club

## **3.0 POWERS**

- 3.1 THE CLUB SHALL HAVE THE FOLLOWING POWERS:
  - 3.1.1 To raise money by affiliation fees, registration fees, subscriptions and levies and by such other methods as from time to time the Executive shall see fit.
  - 3.1.2 To purchase, take on lease, exchange, hire or otherwise acquire any real or personal property which may be deemed necessary or convenient for any of the objects of the Club.
  - 3.1.3 To invest the monies of the Club not immediately required, in such manner as may be determined by the Executive.
  - 3.1.4 To manage, develop, lease, sell, convey, assure or otherwise dispose of either absolutely or by way of mortgage, any real or personal property for the time being vested in the Club and in case the Club shall take or hold any property which may be subject to any trust to deal with the same in such manner as allowed by law having regard to such trust.
  - 3.1.5 To borrow or raise upon loan any sums of money and for the purpose of securing repayment thereof to execute or give any mortgages, charges, bonds, debentures, bills of exchange, promissory notes or other securities over all or any of the

property of the Club as may be deemed necessary and to liquidate, redeem or pay off such obligations and securities or any of them.

3.1.6 To conduct appeals for funds and accept donations, whether of real or personal estate, and devises and bequests.

3.1.7 To employ, pay and dismiss servants as may be deemed necessary for furthering the objects of the Club and to define the duties of such servants as it sees fit.

3.1.8 To become affiliated with or subscribe to other Clubs or bodies whose objects are similar to the Club and if thought fit to withdraw or retire from any such Club or body.

3.1.9 If thought fit to obtain raffle permits and such other licences as may be considered of benefit to the Club.

3.2 It is the intention that each and all of the powers specified in the preceding sub clauses shall be in no **way** limited or restricted by reference to or inference from the terms of any other sub-clauses, or of the main objects as first mentioned.

#### **4.0 JURISDICTION**

4.1 The Club shall have sole jurisdiction throughout Geraldton in all matters pertaining to *Cycle West or its equivalent.*

#### **5.0 COLOURS**

5.1 The Colours of the Club shall be red, white and black.

#### **6.0 MEMBERSHIP**

6.1 A Club is a body wishing to organise and control its own affairs and members.

6.2 MEMBERSHIP OF THE CLUB SHALL BE OPEN TO:

- 6.2.1 (1) Officials or Social Members (Non Competing)  
(2) Senior Cyclists – 19 years and over at date 1 Jan each year  
(3) Junior Cyclists – 18 and under at date 1 Jan each year  
(4) Any other interested parties  
(5) Any sub committees of the Club

6.2.2 All members admitted to membership of the Club shall be amateurs according to the Cycling Western Australia definitions.

6.3 Committees shall consist of one or more persons elected at the Annual General Meeting or appointed by the Executive.

6.4 Life members shall be appointed at an Annual General Meeting by a two-thirds majority of those present and entitled to vote at that Meeting, and shall, during the continuance of their life, be entitled to all rights and privileges of membership.

## **7.0 ADMISSION TO MEMBERSHIP**

7.1 EACH MEMBER ADMITTED TO MEMBERSHIP WITH THE CLUB SHALL:

- 7.1.1 Be bound by the Constitution and Policies and Duties of the Club.
- 7.1.2 Become liable for such fees, subscriptions and levies as may be fixed by the Executive.
- 8.1.3 Comply with the regulations governing events as set out in the Policies and Duties

7.2 LIFE MEMBERSHIP

Any members of the Club may submit names to the Executive for consideration of life membership provided that such nominees shall have:

- (1) Served Ten (10) years as an active member of the Executive or
- (2) Given ten (10) years outstanding service to the Club

7.2.1 The Executive shall submit names in writing to the Annual General Meeting for approval.

## **8.0 REGISTER**

8.1 REGISTER OF MEMBERS OF THE CLUB

8.1.1 The Secretary (or Person nominated by Executive) shall, on behalf of the Club keep and maintain a Register of Members in accordance with section 27 of the Act and that register shall be so kept at his or her place of residence.

8.1.2 The Secretary shall cause the name of a person who dies or who ceases to be a member to be deleted from the register of members.

## **9.0 TERMINATION OF MEMBERSHIP**

9.1 MEMBERSHIP SHALL BE TERMINATED BY ANY ONE OF THE FOLLOWING EVENTS:

- 9.1.1 Resignation
- 9.1.2 Death
- 9.1.3 Disbandment of a club

9.2 Membership rights may be suspended or revoked by the Club at any time, with due cause as decided by an absolute majority of the Executive Committee.

## **10.0 APPOINTMENTS**

10.1 The appointment of Patron, Solicitor, Auditor and Protest and Disputes Committee shall be confirmed at the Annual General Meeting.

## **11.0 OFFICERS**

11.1 The Officers of the Club shall be the President and Vice President.

## 12.0 MANAGEMENT

12.1 Management of the Club shall be vested in the Executive, elected or appointed and consisting of:

- 12.1.1 President
- 12.1.2 Vice President
- 12.1.3 Treasurer
- 12.1.4 Secretary
- 12.1.5 Publicity Officer
- 12.1.6 Up to six (6) committee members

### 12.2 EXECUTIVE - NOMINATIONS AND APPLICATIONS

12.2.1 Nominations for the position of President shall be received by the Secretary prior to the Annual General Meeting.

12.2.2 Nominations for other Executive members may be received by the Secretary prior to or at the Annual General Meeting.

12.2.3 The prior consent of any nominee shall be necessary.

### 12.3 APPOINTMENTS

12.3.1 The Executive shall be elected at the Annual General Meeting. Members so elected shall assume office at the conclusion of that meeting and shall hold office until the conclusion of the Annual General Meeting in the following year or until the appointment is terminated by the Executive or by resignation.

### 12.4 CASUAL VACANCIES IN THE MEMBERSHIP OF COMMITTEE

12.4.1 If a vacancy remains on the Committee, or when a casual vacancy occurs in the membership of the Committee-

- (a) the Committee may appoint a member to fill that vacancy; and
- (b) a member appointed will
  - i. hold office until the election; and
  - ii. be eligible for election to membership of the Committee,

at the next following annual general meeting.

12.4.2 A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member-

- (a) dies;
- (b) resigns by notice in writing delivered to the Chairperson or, if the Chairperson is the Chairperson, to the Vice Chairperson and that resignation is accepted by resolution of the Committee.

(c) is convicted on an offence under the Act;

(d) is permanently incapacitated by mental or physical ill-health.

(e) is absent for more than-

- (i) 3 consecutive Committee meetings; or
- (ii) 3 Committee meetings in the same financial year without tendering an apology to the person presiding at each of those Committee meetings. Of which meetings the member received notice, and the Committee resolved to declare the office vacant;

(f) ceases to be a member of the Association; or

(g) is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a Committee member.

- 12.5 DUTIES OF THE EXECUTIVE  
Refer to Policies and Duties

### **13.0 POWERS OF THE EXECUTIVE**

- 13.1 The Executive may exercise all such powers of the Club and carry into effect all such objects of the Club as are not by these articles required to be exercised by the Club in general meeting. Without limiting the generality of the preceding words and in addition to the powers specifically conferred upon it, the Executive shall have power to:
- 13.1.1 Administer the finances of the Club.
  - 13.1.2 Appoint the bankers of the Club.
  - 13.1.3 Direct the opening of banking accounts for specific purposes and to transfer funds from one account to another, and to close any such account.
  - 13.1.4 Fix the manner in which such banking accounts shall be operated upon and nominate the members whose signatures shall be the authority for withdrawal of funds from each account.
  - 13.1.5 Fix fees and subscriptions payable by members and decide such levies, rates of fines and charges as it deems necessary and advisable, and to enforce payment thereof.
  - 13.1.6 Adjudicate on all matters brought before it which in any way affects the members or sport of road cycling.
  - 13.1.7 Cause minutes to be made of all proceedings at meetings of the Executive and General Meetings of members.
  - 13.1.8 Determine from time to time, the conditions on which and times when members or others may compete within the Club.
  - 13.1.9 Fix and collect charges for event entry where necessary.
  - 13.1.10 Make, amend and rescind rulings not consistent with this Constitution and Policies & Duties
  - 13.1.11 The Executive shall have the power to govern and deal with as is deemed necessary, all Protests, Disbandments, and any other matters pertaining to the control of road cycling in the Club.

## 14.0 MEETINGS

### 14.1 CHAIRPERSON

The President shall preside at all meetings of the Club and the Executive. In the absence of the President, the Vice-President shall preside. In the absence of both, the meeting shall be opened by the Secretary, who shall call for nominations for a Chairperson. Upon election, the Chairperson shall take the chair and continue with the meeting.

### 14.2 ANNUAL GENERAL MEETINGS.

14.2.1 The Annual General Meeting of the Club shall be held no later than the third week in January.

14.2.2 The Secretary shall give at least fourteen (14) days notice in writing of the date of the Annual General Meeting to each Executive Member and each club member.

(1) Notice of the Annual General Meeting shall be accompanied by copies of minutes of previous Annual General Meeting, Annual reports, nomination forms for office bearers and committees of the Club, and any proposed alterations or additions to the Constitution.

14.2.3 All members may attend the Annual General Meeting.

14.2.4 The quorum at the Annual General Meeting shall be delegates from one-third of membership, or 10 people entitled to vote, whichever is smaller. Should a quorum not be present at the time set for the meeting, those present and entitled to vote shall form a quorum to discuss business requiring simple majority decisions only.

### 14.2.5 THE BUSINESS OF THE ANNUAL GEERAL MEETING SHALL BE:

- (1) Roll Call and Apologies
- (2) Presidents Address and Report
- (3) Confirmation of minutes of previous Annual General Meeting
- (4) Adoption of Treasurer's Annual Report
- (5) Adoption of Audited Balance Sheet and Statement of Income and Expenditure
- (6) Notice of motion for alterations, repeal or addition to Constitution
- (7) Recommendations from the Executive
- (8) Election of Office Bearers and Committees:
- (9) Appointment of Life Members
- (10) Confirmation of Appointments of:
  - Patron
  - Solicitor
  - Auditor
  - Protests and Disputes Committee
- (11) General Business
- (12) Closure



#### 14.3 SPECIAL MEETINGS.

##### 15.3.1 Special Meetings may be called:

- (1) At the request of the Secretary and with the approval of the President or
- (2) At the written request of three (3) members and or three (3) Executive members.

14.3.2 The Secretary shall give at least fourteen (14) days notice in writing of Special Meetings to each Executive Member and each member except in unforeseen circumstances when it is impossible to give time stated.

- (1) Notice of a Special Meeting shall set out clearly the business for which the meeting has been called. No other business shall be dealt with at that Special Meeting.

14.3.3 All members may attend Special Meetings.

14.3.4 The quorum at Special Meetings shall be delegates from one-third of membership, or 10 people entitled to vote, whichever ever is smaller. Should a quorum not be present at the time set for the meeting, those present and entitled to vote shall form a quorum to discuss business requiring simple majority decisions only.

#### 14.4 EXECUTIVE MEETINGS.

14.4.1 The Executive shall meet at such times as may be deemed advisable for the efficient working of the Club.

14.4.2 A meeting of the Executive shall be called:

- (1) At the direction of the President, or in her absence the Vice President
- (2) On the written request of three (3) members of the Executive.

14.4.3 The Secretary shall give each Executive member at least seven (7) days notice of the date of any Executive meeting except in unforeseen circumstances when it is impossible to give the time stated. The notice shall specify the general nature of the business to be dealt with.

14.4.4 The quorum at Executive meetings shall be a simple majority of members. (Minimum 4)

14.4.5 Any Executive member absent from two (2) consecutive meetings without reasonable cause shall be replaced, the replacement to be decided by the Executive.

14.4.6 Proxy representatives shall be allowed for Executive members. The Secretary or President to be notified the identity of the proxy, prior to the commencement of the meeting, by the non-attending member.

14.4.7 THE BUSINESS OF EXECUTIVE MEETINGS SHALL BE:

- (1) Opening of Meeting
- (2) Apologies
- (3) Confirmation of minutes of previous meeting
- (4) Business arising from those minutes
- (5) Correspondence
- (6) Adoption of Financial Statement
- (7) Accounts for payment
- (8) Reports from Executive Members
- (9) General Business
- (10) Date of next meeting

## **15.0 VOTING**

### 15.1 VOTING POWERS AT THE ANNUAL GENERAL MEETING AND SPECIAL MEETINGS.

15.1.1 The President shall be entitled to a deliberative as well as a casting vote.

16.1.2 Each club member shall be entitled to one (1) vote.

16.1.3 Each executive member shall be entitled to one (1) vote.

16.1.4 Each Life Member shall be entitled to one (1) vote at the Annual General Meeting only.

### 15.2 VOTING POWERS AT EXECUTIVE MEETINGS.

15.2.1 The President shall be entitled to a deliberative as well as a casting vote.

15.2.3 Each Executive member (or Proxy) present shall have one (1) vote.

### 15.3 VOTING POWERS AT COMMITTEE MEETINGS

15.3.1 Each member present shall have one (1) vote.

17.3.2 The President shall be an Ex-officio member of all committees, but shall not, unless specifically elected or appointed as a member of a committee, be entitled to a vote.

### 15.4 METHOD OF VOTING

15.4.1 Voting shall be by voice or show of hands, unless a ballot be requested by any person present.

16.4.2 When more nominations than are required are received, a ballot shall be taken if requested by a nominee.

## **16.0 COMMITTEES**

16.1 The Executive shall have power to appoint special standing committees as required and delegate to such committees powers as it may deem necessary. Members so elected shall assume office at the conclusion of that meeting and shall hold office until the conclusion of the Annual General Meeting in the following year.

16.2 The Convenor of each committee shall be appointed by the Executive, except for those Convenors elected to the Executive at the Annual General Meeting.

16.3 The Secretary or Committee Chairperson to be notified the identity of the proxy, prior to the commencement of the meeting, by the non-attending member.

## **17.0 STANDING ORDERS**

### **17.1 THE CHAIRMAN**

The Chairperson shall:

- 17.1.1 Make sure that a quorum is present at all times.
- 17.1.2 Conduct the meeting in accordance with the rules.
- 17.1.3 Ensure that no speaker speaks for an undue length of time or unnecessarily repeats points that have already been put before the meeting.
- 17.1.4 Terminate any discussion which is not, at that time, relevant to the business before the meeting.
- 17.1.5 Decide who is entitled to the floor when two or more speakers rise to speak at the same time.
- 17.1.6 If desired, request the proposer of a motion or amendment to submit it in writing.

### **17.2 CONDUCT OF SPEAKERS**

- 17.2.1 All remarks shall be addressed to the Chairperson and any question to another person shall be put through the Chairperson.
- 17.2.2 On any person rising to a point of order during a discussion, the speaker shall resume her seat and the person rising shall state the point of order, when the Chairperson shall rule thereon.

### **17.3 CHAIRPERSON'S RULING**

The Chairperson's ruling on all points of order and procedure shall be final, unless a motion is moved and seconded "that the Chairperson's ruling be disagreed with". The mover may speak briefly in support of her motion and the Chairperson explains why her ruling is given. The Chairperson takes the vote.

### **17.4 MOTIONS**

- 17.4.1 A motion shall be seconded before it is debated, and shall not be withdrawn without the consent of the seconder and the unanimous consent of the meeting.
- 17.4.2 No speaker shall speak more than once to any one motion or amendment, except in personal explanation, unless he or she is the mover of the original motion exercising the right of reply.
- 17.4.3 No more than two speakers shall follow successively on the same side of the question. If the speaker having so spoken, there be then no speaker to take the opposite view, the question shall be put therewith.

### **17.5 AMENDMENTS**

- 17.5.1 An amendment moved and seconded is voted upon before the motion. The mover of the original motion may exercise his or her right of reply before the amendment is voted upon. The mover of an amendment has no right of reply.
- 17.5.2 No second or subsequent amendment shall be received until the first Amendment has been voted upon. An amendment which is carried becomes the motion and is open for further amendment.

19.5.3 The mover and seconder of the motion under discussion are not entitled to move or second an amendment to it.

17.5.4 The mover and seconder of a motion or amendment may speak to subsequent amendments. If the mover is in agreement with any proposed amendment he or she can accept it and may seek leave to alter the motion accordingly.

17.5.5 An amendment which is a direct negative of the motion shall not be allowed.

17.5.6 The Constitution can be amended only by a resolution advised in accordance with Clubs Act Clause 24 and Clause 25 of this constitution of the Spokes Cycle Club but this shall not preclude further amendments to such resolution from the floor of the meeting.

## 17.6 RESCINDING RESOLUTIONS

Upon evidence of a mistake in facts that have been presented to the meeting, or upon receipt of further information, a resolution may be rescinded, provided that all persons who voted on the motion are present and agree on the rescission. A resolution may be rescinded on notice of motion at a subsequent meeting.

## 17.7 CLOSURE

Any person may at any time move "that the question be now put" which motion shall be put without debate. If carried by a majority vote, the motion or amendment before the meeting shall be put at once. It does not prevent the mover of the original motion exercising the right of reply.

## 18.0 RESIGNATIONS

18.1 Resignations shall be submitted to the Secretary. Should any elected or appointed members resign before the expiry of their term of office, the Executive may appoint a substitute who shall hold office until the term of office expires.

## 19.0 EVENTS / RACES

19.1 IT SHALL BE THE POLICY OF THE MEMBERS TO:

20.1.1 Participate or support the Club events / races as specified in the Spokes Cycle Club calendar after 1 Jan each year.

20.1.2 Organise any other form of competition as deemed necessary.

## 20.0 FINANCE

20.1 All funds of the Club shall be deposited in the accounts of the Club. Night Safety Deposit facilities shall be used when necessary.

20.2 All accounts due by the Club shall be paid by cheque after having been passed for payment at the Executive meeting. When immediate payment is necessary, accounts shall be paid and the action endorsed at the next Executive meeting.

20.3 No Executive Member shall spend more than \$250.00 petty cash without the consent of the Executive, and shall keep a record of expenditure (with receipts) in a Petty Cash Book.

20.4 The Executive shall cause true accounts to be kept of all moneys received and expended and of matters in respect of which such receipts and expenditure take place, and of all properties, assets and liabilities.

- 20.5 A statement showing the financial position of the Club shall be tabled at each Executive meeting.
- 20.6 The Executive shall submit to the Annual General Meeting a statement of Income and Expenditure and a Balance sheet of Assets and Liabilities. The auditor's report shall be attached to such financial report.

## **21.0 FINANCIAL YEAR**

- 21.1 The Financial Year of the Club shall commence on the 1st day of January and end on the 31<sup>st</sup> day of December each year.

## **22.0 AUDIT**

- 22.1 The accounts, books and all financial records of the Club shall be audited each year.

## **23.0 COMMON SEAL**

- 23.1 The Club shall have a Common Seal which shall be kept in the custody of the Secretary at the headquarters of the Club and shall be used only by the President of the Club when authorised by the Executive, and every deed, instrument or document upon which the Seal is used shall be signed by the President and counter-signed by the Vice President. The Secretary shall keep a record of all such deeds, instruments or documents to which the Seal shall have been affixed.

## **24.0 ENFORCEMENT OF CONSTITUTION**

- 24.1 The authority of the Club shall extend to and be recognised by all members.
- 24.2 The Executive shall have the power to enquire into, deal with and adjudicate upon all questions and disputes as to the interpretation of the Constitution and Policies and Duties and any ruling made hereunder, and any breach or alleged breach of the Constitution or Policies and Duties, its rulings, and upon any complaint made to it of misconduct detrimental to the policy, interests or welfare of the Club by any person or member. The Executive may caution, suspend, fine or otherwise deal with the person or member concerned. Its decision shall be binding on all parties concerned.
- 24.3 All enquiries into any Club matter shall be conducted in a fair and impartial manner having regard to the principles of natural justice. All concerned parties shall be entitled to be heard.

## **25.0 ALTERATIONS TO CONSTITUTION**

- 25.1 No alteration, repeal or addition shall be made to the Constitution and except at the Annual General Meeting, and notice in writing of all motions to alter, repeal or add to the Constitution shall be signed by the proposer and seconder and sent to the Secretary at least four (4) weeks before the Annual General Meeting.
- 25.2 The Secretary shall forward such notices of motion to each Executive member and each club member at least fourteen (14) days prior to the Annual General Meeting.
- 25.3 Such motions or any part thereof shall be of no effect unless passed by Special Resolution and a three quarter majority of those present and entitled to vote at the Annual General Meeting.

## **26.0 DISBANDMENT**

- 26.1 The Club shall not disband unless by Special Resolution and with the consent of three quarters of people present and eligible to vote at a special meeting. Motion to disband the Club, signed by the proposer and seconder, and accompanied by a petition signed by one

third of members, shall be submitted in writing to the Secretary who shall give at least fourteen (14) days notice of such motion to all members. Such notice shall be dealt with at a Special Meeting called by the Club.

26.2 If carried by the necessary three quarters majority of all members, notice to disband the Club shall be forwarded to Cycling Western Australia, which shall decide the disbursement of the Club's property, books and money.

If upon the winding up of or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.

## **27.0 INSPECTION OF RECORDS**

27.1 A member may at any reasonable time inspect without charge the books, documents records and securities of the Club

## **28.0 INDEMNITY**

28.1 This constitution shall repeal all previous regulations, but except as specifically provided shall not affect any right, duty, liability or any matter or thing done or commenced, acquired or imposed under the previous constitution.