



CONSTITUTION OF BIKE SOUTH WEST INCORPORATED

1. Name

The name of the group is **Bike South West Incorporated** (referred to in these rules as "the group").

2. Objects

The objects of the group are the same as those of Bicycle New South Wales Inc. when the rules were adopted by the group, i.e.:

- a) to conserve and protect the natural environment through the promotion of bicycling as an environmentally beneficial means of transport;
- b) to promote the use of the bicycle as a key element of ecologically sustainable development practices;
- c) to promote bicycle transport as a means of reducing greenhouse gas emissions, improving air and water quality, reducing non-renewable energy consumption and improving land use;
- d) to promote the use of the bicycle as a healthy, environmentally sustainable means of recreation and tourism and enhancing accessibility and personal mobility in the community;
- e) to promote education of bicyclists and other road users in the interest of road safety;
- f) to advocate enforcement of the rights and obligations of bicyclists; and
- g) to advocate engineering and equipment appropriate for the use of bicyclists.

3. Membership

- a) **Eligibility.** Membership is open to all people and organisations (including members of Bicycle New South Wales Inc.) who accept the objects and rules of the group.
- b) **Application.** A person or organisations wishing to become a member of the group must apply to the committee for membership.
- c) **Determination.** The committee must determine whether or not to accept an application for membership. The committee need not supply reasons for accepting or rejecting an application for membership.
- d) **Fees.** Members must pay on joining and annually thereafter the fees determined by the group at a general meeting.
- e) **Register.** A register of members must be kept by the group. Showing the name, address and current status of membership for each member.
- f) **Cessation.** Membership ends on resignation, expulsion, or failure to pay outstanding membership fees by the time frame set by the committee.

4. Members' liability

The members of the group are not liable to contribute towards the payment of debts and liabilities of the group or the costs, charges and expenses of the winding up of the group except to the amount of any unpaid membership fees.

5. Disciplining of members

- a) **Expulsion.** A member may be expelled from membership of the group (or otherwise disciplined) by the committee, if in the opinion of the committee, (after affording the member an opportunity of offering an explanation of his/her conduct), the conduct is regarded as being detrimental to the interests of the group.

- b) **Appeal.** A member who wishes to appeal against a decision expelling or otherwise disciplining them may do so by notifying the secretary in writing that they wish the decision to be reviewed at the next general meeting of the group.

6. Disputes between members

- a) In the event of a dispute arising between members (in their capacity as members), or between a member and the group, or a member and the committee, the following procedure applies:
 - i. Each side of the dispute must nominate a representative who is not directly involved in the dispute. Those representatives must then attempt to settle the dispute by negotiation.
 - ii. If the nominated representatives are unable to resolve the dispute within 14 days (or such other period as they may agree) the dispute must be referred to a person mutually agreed on for mediation, or if not agreed, under paragraph iii below.
 - iii. If the dispute is not resolved by the above procedures, it must be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.

7. Management by committee

- a) The group must have its affairs controlled and managed by the office bearers and other members known as the committee. The committee must act in accordance with any resolution passed by a general meeting of the group.
- b) **The office bearers** shall include president, secretary and treasurer. There may be up to seven other members of the committee.
- c) The office bearers and other members of the committee are 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 holds office from the date of their election or appointment until the next annual general meeting.
- e) Retiring committee members are eligible for re-election.
- f) The committee must meet at least 3 times in each period of 12 months at such a place and time as the committee may determine. Additional meetings of the committee may be convened by the president or by any member of the committee.
- g) **Notice of committee meetings** must be given at the previous committee meeting or by such other means as the committee may decide upon. The notice must specify the general nature of the business to be transacted at the meeting and no other than that business is to be transacted at the meeting, except business which the committee members present at the meeting ~~unanimously~~ agree with a majority to treat as urgent business.
- h) A member of the committee ceases to hold office upon resignation in writing; removal as a member of the group; or absence from three successive committee meetings without approval by the committee.
- i) **The quorum** for meetings of the committee is half the number of committee members elected at the previous annual general meeting.
- j) The committee may function validly if its number is not reduced below the quorum. If committee numbers fall below the quorum the remaining committee members may act only to appoint new committee members.
- k) **Questions arising** at any meeting of the committee must be decided by the majority of votes of those present. In case of an equality of votes, the person appointed to chair the meeting has a second or casting vote.
- l) If within half an hour of the time appointed for a committee meeting a quorum is not present the meeting is dissolved.

- m) **Additional meetings** of the committee may be convened by the President or any two members of the committee.

8. General meetings

- a) An **annual general meeting** of the group must be held each year within 6 months from the end of the financial year of the group.
- b) The committee may, whenever it thinks fit, convene a general meeting of the group. A general meeting must be convened by the committee within 3 months of receiving a written request to do so from at least 5% of the membership of the group.
- c) **At least 14 days notice** of all general meetings and notices of motion must be given to members. (See service of notice in section 11) In the case of general meetings where a special resolution is to be proposed, notice of the resolution must be given to members at least 21 days before the meeting.
- d) In the case of the annual general meeting, the following business must be transacted.
 - i) confirmation of the minutes of the last annual general meeting and any recent special general meeting;
 - ii) receipt of the committee's report upon the activities of the group in the last financial year;
 - iii) election of office bearers and other members of the committee., and
 - iv) receipt and consideration of a statement from the committee which is not misleading and gives a true and fair view for the last financial year of the group's:
 - a) income and expenditure.
 - b) assets and liabilities.
 - c) mortgages, charges and other securities.
 - d) trust properties.
- e) **The quorum** for a general meeting is five members present in person. If within half an hour of the time appointed for a general meeting, a quorum is not present, the meeting must be dissolved.
- f) **Voting** is by a show of hands unless a secret ballot is demanded by the chairperson or at least 3 members present. Decisions are made by a simple majority vote, except for those matters which must be decided by special resolution where a three quarter majority is required.
- g) All voting must be done personally, or by proxy. Appointment of proxies to comply with the following:
 - i) Maximum of 5 proxies can be held by one member.
 - ii) Proxies need to be given to the secretary no later than 72 hours before the meeting
 - iii) The notice appointing a proxy is to be done using the Bike South West Proxy Voting Form.
- h) In the case of an equality of votes the person appointed to chair the general meeting has a second or casting vote.
- i) **Nominations of candidates** for election as office bearers or other committee members may be made at the annual general meeting or in such other ways as is determined by the group at a general meeting.
- j) Members who have items of business they wish considered at a general meeting must give written notice to the secretary. The secretary must include that business in the next notice calling a general meeting.

9. Office bearers

- a) **The president** (or, in the president's absence, the secretary or treasurer acts as Chairperson at each general meeting and committee meeting of the group.

- b) If the president or other office bearers are absent from a meeting or unwilling to act, the members present at the meeting elect one of their number to act as chairperson.
- c) The **secretary** shall ensure that records of the business of the group including the rules, registers of office bearers, minutes of all general and committee meetings and a file of correspondence are kept. These records must be available for inspection by any member and are held in the custody of the secretary.
- d) The **treasurer** must ensure that all money received by the group is paid into an account in the group's name. Transactions must be made through a petty cash system, by cheque or electronic funds transfer. Payments of cash, cheque or electronic funds transfer must be authorised by the committee and carried out by the 2 signatories of the group who are authorised by the committee. Major or unusual transactions must be authorised in advance by the committee or a general meeting.
The **treasurer** must ensure that books and accounts are kept showing correctly the financial affairs of the group. These records must be available for inspection by any member and must be held in the custody of the **treasurer**.
- e) The membership officer shall ensure that a register of members is kept.

10. Special resolutions

- a) A special resolution needs to be passed by a general meeting of the group to effect the following changes:
 - i) a change of the group's name;
 - ii) a change of the group's rules;
 - iii) a change of the group's objects;
 - iv) an amalgamation with another group;
 - v) to voluntarily wind up the group; or
 - vi) to apply for registration as a company or a co-operative.
- b) A special resolution is passed in the following manner:
 - i) a notice is served 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; and
 - iv) at least three-quarters of the votes cast, either by those present, or by proxy, must be in favour of the resolution.
- c) In situations where it is not possible or practicable for a resolution to be passed as described above, a request may be made to Office of Fair Trading for permission to pass the resolution in some other way.

11. Miscellaneous

- a) The funds of the group may be derived from the fees of members, donations, grants and such other sources approved by the group.
- b) If the group is wound up or otherwise ceases to exist or if it has its incorporation cancelled, any surplus funds from a Bicycle New South Wales Inc grant must be returned to Bicycle New South Wales Inc.
- c) The group must comply with the Bicycle New South Wales Local User Group guidelines.
- d) Service of documents on the group is effected by serving them on the secretary or by serving them personally on two members of the committee.
- e) For the purpose of these rules, a notice may be served on or given to a person:

- i) by delivering it to the person personally;
 - ii) by sending it by pre-paid post to the address of the person; or
 - iii) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- f) For the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:
- i. in the case of a notice given or served personally, on the date on which it is received by the addressee;
 - ii. in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post; and
 - iii. in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.
- g) The income and property of the group must be used only for promotion of the objects of the group and cannot be paid or transferred to members by way of dividend, bonus or profit.

12. Common seal

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