



SOUTH WEST CYCLE CLUB CONSTITUTION

1. The name of the Club shall be the *South West Cycle Club Inc* which shall hereinafter be referred to as “the Club”.

2. Objects of the Club

- 2.1. The objectives of the Club shall be:
 - 2.1.1. To promote and conduct activities connected with cycling.
 - 2.1.2. To encourage and provide opportunities for growth and development to members of the Club.
 - 2.1.3. To establish relations with clubs having similar objectives and to encourage exchanges with other groups of a like nature.
 - 2.1.4. To provide social and fundraising activities for its members.

3. Powers of the Club

- 3.1. The powers conferred on the Club are the same as those conferred by section 13 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Club-
- 3.2. may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may -
 - 3.2.1. acquire, hold, deal with, and dispose of any real or personal property;
 - 3.2.2. open and operate bank accounts;
 - 3.2.3. invest its money –
- 3.3. in any security in which trust monies may lawfully be invested; or
- 3.4. in any other manner authorised by the rules of the Club;
 - 3.4.1. borrow money upon such terms and conditions as the Club thinks fit;
 - 3.4.2. give such security for the discharge of liabilities incurred by the Club as the Club thinks fit;
 - 3.4.3. appoint agents to transact any business of the Club on its behalf;

- 3.4.4. enter into any other contract it considers necessary or desirable;
and
- 3.4.5. may act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Club.

4. Affiliation

- 4.1. The Club shall affiliate with the West Australian Cycling Association or its successors and will abide by the Constitutions of the same and shall continue to so affiliate each year during the life of the Club and pay the required Club affiliation fee.

5. Financial Year

- 5.1. The Club shall have a financial year commencing 1 October and ending on 30 September in the following year.

6. Qualifications for membership of Club

- 6.1. Membership of the Club is open to-
 - 6.1.1. All persons interested in cycling
- 6.2. A person who wishes to become a member must-
 - 6.2.1. apply for membership –
 - 6.2.1.1. in such form as the Committee from time to time directs;
- 6.3. Competing members shall be accepted as competitors on the condition that they race at their own risk.
- 6.4. Any member who desires to transfer to another club shall make written application to the Committee for clearance

7. Register of members of Club

- 7.1. The Secretary, on behalf of the Club, must comply with section 27 of the Act by keeping and maintaining-
 - 7.1.1. in an up to date condition a register of the members of the Club and their postal or residential addresses and, upon the request of a member of the Club, shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.
- 7.2. The register must be so kept and maintained at the Secretary's place of residence, or at such other place as the members at a general meeting decide.
- 7.3. The Secretary must cause the name of a person who dies or who ceases to be a member under rule 10 to be deleted from the register of members referred to in sub-rule (7.1.1).

8. Subscriptions of members of Club

- 8.1. The members may from time to time at a general meeting determine the amount of the subscription to be paid by each member.

- 8.2. Each member must pay to the Treasurer, annually on or before 31st December or such other date as the Committee from time to time determines, the amount of the subscription determined under sub-rule (8.1).
- 8.3. Subject to sub-rule (8.4), a member whose subscription is not paid within 3 months after the relevant date fixed by or under sub-rule (8.2) ceases on the expiry of that period to be a member, unless the Committee decides otherwise.
- 8.4. A person exercises all the rights and obligations of a member for the purposes of these rules if his or her subscription is paid on or before the relevant date fixed by or under sub-rule (8.2) or within 3 months thereafter, or such other time as the Committee allows.

9. Life Membership

- 9.1 A person may be granted life membership by ordinary resolution at an Annual General Meeting, and
- 9.2 Shall be entitled to the maximum rights as full members, and
- 9.3 Shall not be required to pay subscriptions.

10. Termination of Membership

- 10.1. Any person's membership may be terminated by the following events:
 - 10.1.1. resignation;
 - 10.1.2. expulsion;
 - 10.1.3. a member's annual membership fee remains unpaid after 3 months of falling due.
- 10.2. The Committee shall have the power to suspend or expel any member of the Club for:
 - 10.2.1. any of the events in Item 10.1
 - 10.2.2. false or inaccurate statements made in the member's application for membership of the Club;
 - 10.2.3. breach of any rule, regulation or by-law of the Club; and
 - 10.2.4. by any act detrimental to the Club, after having undertaken due inquiry.
 - 10.2.5. Any member who is expelled, suspended or has their membership terminated, shall have the right to appeal against their suspension or expulsion by presenting their case to a General Meeting called for such purpose, and the decision of the General Meeting shall be final.

11. Committee

- 11.1. Subject to sub-rule (11.4), the affairs of the Club will be managed exclusively by a Committee of Management consisting of:
 - a. President
 - b. Vice-President
 - c. Treasurer
 - d. Secretary
 - e. Not less than 3 other persons, all of whom must be members of the Club
- 11.2. The members of the Committee shall be elected at the Annual General Meeting, or as otherwise provided in this Constitution, and will hold office until the next Annual General Meeting. A person may be nominated in absentia provided they have consented in writing.
- 11.3. All members of the Committee must be financial members of the Club.
- 11.4. A member of the Committee shall vacate their office if they:
 - 11.4.1. Cease to be a member of the Club;
 - 11.4.2. Are absent, without, apology, from any two consecutive committee meetings;
 - 11.4.3. Tenders their resignation and such resignation is accepted by the Committee.
- 11.5. If any position on the Committee becomes vacant for any reason, the Committee may elect any member to fill such vacancy.
- 11.6. Each Committee member has a deliberative vote.
- 11.7. A question arising at a Committee meeting must be decided by a majority of votes, but, if there no majority, the person presiding at the Committee meeting will have a casting vote in addition to his or her deliberative vote.
- 11.8. Five Committee members shall constitute a quorum at a Committee meeting.
- 11.9. Subject to these rules, the procedure and order of business to be followed at a Committee meeting must be determined by the Committee members present at the Committee meeting.
- 11.10. As required under sections 21 and 22 of the Act, a Committee member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Committee (except if that pecuniary interest exists only by virtue of the fact that the member of the Committee is a member of a class of persons for whose benefit the Association is established), must-
 - 11.10.1. as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee; and

- 11.10.2. not take part in any deliberations or decision of the Committee with respect to that contract.
- 11.11. Sub-rule (11.10.1) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the Committee is an employee of the Association.
- 11.12. The Secretary must cause every disclosure made under sub-rule 11.10.1 by a member of the Committee to be recorded in the minutes of the meeting of the Committee at which it is made.

12. Chairperson and Vice-Chairperson

- 12.1. Subject to this rule, the Chairperson must preside at all general meetings and Committee meetings.
- 12.2. In the event of the absence from a general meeting of-
 - 12.2.1. the Chairperson, the Vice-Chairperson; or
 - 12.2.2. both the Chairperson and the Vice-Chairperson, a member elected by the other members present at the general meeting,
 - 12.2.3. must preside at the general meeting.
- 12.3. In the event of the absence from a Committee meeting of-
 - 12.3.1. the Chairperson, the Vice-Chairperson; or
 - 12.3.2. both the Chairperson and the Vice-Chairperson, a Committee member elected by the other Committee members present at the Committee meeting,
 - 12.3.3. must preside at the Committee meeting.

13. Secretary

- 13.1. The Secretary must-
- 13.2. co-ordinate the correspondence of the Club;
- 13.3. keep full and correct minutes of the proceedings of the Committee and of the Club;
- 13.4. comply on behalf of the Club with-
 - 13.4.1. section 27 of the Act with respect to the register of members of the Club, as referred to in rule 8;
 - 13.4.2. section 28 of the Act by keeping and maintaining in an up to date condition the rules of the Club and, upon the request of a member of the Club, must make available those rules for the inspection of the member and the member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and

13.4.3. section 29 of the Act by maintaining a record of -

- 13.4.3.1. the names and residential or postal addresses of the persons who hold the offices of the Club provided for by these rules, including all offices held by the persons who constitute the Committee and persons who are authorised to use the common seal of the Club under rule 24; and
- 13.4.3.2. the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Club,
 - 13.4.3.2.1. and the Secretary must, upon the request of a member of the Club, make available the record for the inspection of the member and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;
- 13.5. unless the members resolve otherwise at a general meeting, have custody of all books, documents, records and registers of the Club, including those referred to in paragraph (c) but other than those required by rule 15 to be kept and maintained by, or in the custody of, the Treasurer; and
- 13.6. perform such other duties as are imposed by these rules on the Secretary.

14. Treasurer

- 14.1. The Treasurer must-
- 14.2. be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Club and must issue receipts for those moneys in the name of the Club;
- 14.3. pay all moneys referred to in paragraph (a) into such account or accounts of the Club as the Committee may from time to time direct;
- 14.4. make payments from the funds of the Club with the authority of a general meeting or of the Committee and in so doing ensure that all cheques are signed by himself or herself and at least one other authorised Committee member, or by any two others as are authorised by the Committee;
- 14.5. comply on behalf of the Club with sections 25 and 26 of the Act with respect to the accounting records of the Club by-
 - 14.5.1. keeping such accounting records as correctly record and explain the financial transactions and financial position of the Club;
 - 14.5.2. keeping its accounting records in such manner as will enable true and fair accounts of the Club to be prepared from time to time;
 - 14.5.3. keeping its accounting records in such manner as will enable true and fair accounts of the Club to be conveniently and properly audited; and
 - 14.5.4. submitting to members at each annual general meeting of the Club accounts of the Club showing the financial position of the Club at the end of the immediately preceding financial year.

- 14.6. whenever directed to do so by the Chairperson, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
- 14.7. unless the members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Club, including those referred to in paragraphs (d) and (e); and
- 14.8. perform such other duties as are imposed by these rules on the Treasurer.

15. By-laws

- 15.1. The Committee of Management may promulgate By-Laws governing the management of the Club and may vary and interpret such By-laws.

16. Annual General Meeting

- 16.1. The Annual General Meeting shall be held prior to October 31 each year.
- 16.2. The order of business at the Annual General Meeting shall be:
 - 16.2.1. Minutes of the previous Annual General Meeting
 - 16.2.2. Presentation of:
 - 16.2.2.1. President's Report
 - 16.2.2.2. Treasurer's Report
 - 16.2.2.3. Election of office bearers:
 - 16.2.2.4. Nomination for each candidate for office bearers or election as committee members shall be proposed and seconded respectively by two members at the Annual General Meeting of the members present and voting thereon.
 - 16.2.2.5. Nominees must be financial members of the club to be eligible for election.
 - 16.2.2.6. The election for the office bearers and the other Committee members shall be by ballot of members present and voting thereon, held at the Annual General Meeting. No ballot shall be required when the number of candidates nominated for each office does not exceed the number of vacancies and they shall be declared duly elected.
 - 16.2.3. To nominate persons to sign cheques drawn against the Club's accounts.
 - 16.2.4. Appointment of an auditor
 - 16.2.5. Notices of Motion
 - 16.2.6. Correspondence
 - 16.2.7. General Business
- 16.3. At least fourteen days before the Annual General meeting a notice of such a meeting shall be advertised *in club and public media*.
- 16.4. Notices of Motions for the Annual General Meeting shall be in the hands of the Secretary in writing at least seven days prior to such meeting.

- 16.5. Voting at the Annual General Meeting shall be by show of hands. All matters shall be decided by a simple majority and, in the case of equality of votes, the President shall have a casting vote.
- 16.6. Ten members shall constitute a quorum at the Annual General Meeting.
- 16.7. In the event of a quorum not being present thirty (30) minutes after the advertised starting time, the meeting shall be adjourned to a date within fourteen (14) days thereafter.
- 16.8. In the event of a meeting being so adjourned, a notice of the adjourned meeting shall be given to all members of the club within seven (7) days.

17. Special General Meeting

- 17.1. Special General Meetings are convened under the following circumstances:
 - 17.1.1. Whenever in the opinion of a majority of members of the Management Committee such a meeting is deemed necessary.
 - 17.1.2. Upon receipt by the Management Committee of a petition signed by at least ten financial members of the Club requesting the convening of a Special General Meeting. Such a meeting shall set out the reason for convening the meeting.
- 17.2. Upon receipt of such a petition the Secretary will convene a Special General Meeting within twenty-eight days of receipt of the petition.
- 17.3. No business except the business stated in the form of notice convening the meeting shall be transacted at any Special General Meeting.
- 17.4. Voting at Special General Meetings shall be in accordance with the provision of Section 17.5
- 17.5. Ten members shall constitute a quorum at any Special General Meeting.
- 17.6. In the event of a quorum not being present thirty minutes after the notified time of commencement of a Special General Meeting, such a meeting, if convened by a petition of members, shall be forthwith dissolved. In any other case adjournment shall be ordered by the President and the meeting held in accordance with Sections 16.7 and 16.8.

18. Rules of Club

- 18.1. The Club may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 17, 18 and 19 of the Act, which is as follows-
 - 18.1.1. Subject to sub-rule 18.1.4 and 18.1.5, the Club may alter its rules by special resolution but not otherwise;

- 18.1.2. Within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the Club), the Club must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Committee certifying that the resolution was duly passed as a special resolution and that the rules of the Club as so altered conform to the requirements of this Act;
 - 18.1.3. An alteration of the rules of the Club does not take effect until sub-rule 0 is complied with;
 - 18.1.4. An alteration of the rules of the Club having effect to change the name of the Club does not take effect until sub-rules 18.1.1 to 18.1.3 are complied with and the approval of the Commissioner is given to the change of name;
 - 18.1.5. An alteration of the rules of the Club having effect to alter the objects or purposes of the association does not take effect until sub-rules 18.1.1 to 18.1.3 are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.
- 18.2. These rules bind every member and the Club to the same extent as if every member and the Club had signed and sealed these rules and agreed to be bound by all their provisions.

19. Income and Property

- 19.1. The income and property of the Club from whatsoever source shall be applied solely towards the promotion of the objectives of the Club and no part thereof shall be paid or transferred directly or indirectly by way of dividend or allowance to the persons who at any time are or have been members of the Club or any of them. Provided that nothing herein contained shall prevent the payment in good faith of interest on money borrowed from a member of the Club, or the utilization of such funds for providing from time to time a scholarship or bursary travel grant or other assistance to a member of the Club for the purposes of improving and/or developing their abilities and/or enabling them to participate in a competition approved by the Club.
- 19.2. The Club shall not carry on any trade or seek to secure pecuniary profit to or for its members.
- 19.3. In the event of the Club being wound up every Club member at the date and every person who has been a member of the Committee for a period of 12 months preceding such winding up shall contribute to the funds of the Club for the payment of its debts and liabilities and the costs and charges of such winding up such amount as may be required up to but not exceeding the sum of one dollar per member or part member.

20. Non Profit

- 20.1. The income and property of the Club wheresoever derived, shall be applied solely towards the objects of the Club and no portion thereof shall be paid or transferred directly or indirectly by any method whatsoever by way of profit to members of the Club provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Club or to any member of the Club in return for services actually rendered to the Club or for goods supplied in the ordinary and usual course of business.

21. Audit

- 21.1. The Annual General Meeting shall appoint an auditor who is not a member of the Committee. The auditor shall audit the accounts of the Club for the year and certify as to the correctness of the Statement of Accounts to be presented at the Annual General Meeting. If unable to so certify they shall report to the Annual General Meeting the particulars of any discrepancy.

22. Trustees

- 22.1. Unless otherwise determined by the members, the Committee of the Club for the time being shall be deemed to be the Trustees of the Club to hold any property real and personal belonging to the Club.

23. Common Seal

- 23.1. The Common Seal of the Club engraved with the name of the Club shall be kept in the care of the Secretary. The seal shall not be used or affixed to any deed or other document except pursuant to a resolution of the Committee and in the presence of the President and two members of the Committee both of whom shall subscribe their names as witnesses.

24. Disputes and mediation

- 24.1. The grievance procedure set out in this rule applies to disputes under these rules between-
- a) a member and another member; or
 - b) a member and the Club; or
 - c) if the Club provides services to non-members, those non-members who receive services from the Club, and the Club.
- 24.2. The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 24.3. If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

- 24.4. The mediator must be-
 - 24.4.1. a person chosen by agreement between the parties; or
 - 24.4.2. in the absence of agreement-
 - 24.4.2.1. in the case of a dispute between a member and another member, a person appointed by the Committee of the Club;
 - 24.4.2.2. in the case of a dispute between a member or relevant non-member (as defined by sub-rule (1) (c)) and the Club, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- 24.5. A member of the Club can be a mediator.
- 24.6. The mediator cannot be a member who is a party to the dispute.
- 24.7. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 24.8. The mediator, in conducting the mediation, must-
 - 24.8.1. give the parties to the mediation process every opportunity to be heard;
 - 24.8.2. allow due consideration by all parties of any written statement submitted by any party; and
 - 24.8.3. ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 24.9. The mediator must not determine the dispute.
- 24.10. The mediation must be confidential and without prejudice.
- 24.11. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

25. Dissolution

- 25.1. The Club may be wound up by resolution of a Special General Meeting convened by not less than Twenty-Eight days notice. The notice of the meeting shall specifically state the purpose of the meeting and to be effective the resolution must be agreed to be three-fourths majority of the members voting on the resolution.
- 25.2. If upon the winding up or dissolution of the Club 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 Club 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.