

1. Name

The name of this body shall be Mt Gambier Cycling Club **Incorporated**, and it shall be referred to as the 'Club'.

2. Interpretation

In this Constitution:

- (i) Words importing any gender include the other gender.
- (ii) Words importing plural include the singular where the context permits.
- (iii) 'In writing' or 'written' means and includes printing or other means of representing or reproducing words in visible form, **including messages sent by electronic mail.**

3. Objects

The objects of the club are:

- (i) To promote interest in cycling
- (ii) To promote good fellowship among those interested in cycling
- (iii) To educate, train, coach and encourage members of the Club
- (iv) To do all such things and acts conducive to the furtherance of the objects of the Club

4. Powers of the Association

For the purpose of carrying out its objects, the Club may:

- (i) Purchase, sell, hold, lease or rent real or personal property and to enter into any arrangements with any government or local government authority.
- (ii) Borrow, raise or secure the payment of money, to secure the repayment or performance of any debt or liability, contract or guarantee.
- (iii) Invest the money of the Club.
- (iv) Amalgamate, associate or affiliate with any other cycling club or sporting association, and
- (v) Do all such things as are incidental or conducive to the objects of the Club.

5. Membership

- (a) Any person who is interested in cycling shall be eligible for membership
- (b) Members of the 'Club' shall be understood to be those that pay a subscription not less than the full annual membership fee for active members, or Life Members who possess in full the rights and privileges of financial members.
- (c) The annual membership fee for all categories of membership shall be determined by the Committee.
- (d) Membership ends on 31st December of the year for which membership was paid.
- (e) Any member may transfer or resign from the Club subject to the By-Laws of the Club. Such request must be in writing and forwarded to the Secretary of the Club.
- (f) Upon any person ceasing to be a member of the Club for any reason whatsoever he shall not be entitled to the return of his membership subscription or any portion thereof.

6. Life Membership

- (a) **The Committee may appoint any person as a life member** of the club in recognition of distinguished service in promoting the aims of the Club.
- (b) A maximum of 1 person shall be awarded life membership annually.
- (c) Nominations for life membership may be lodged with the Secretary, and should include a resume of the nominees service to the Club.
- (d) All Committee members shall be given at least **7 days notice in writing, of the intention to vote to award life membership.**
- (e) **A nominee must accept or reject the club's resolution to confer life membership in writing.**
- (f) Life membership medals must be as uniform in design as is practical, and presented to the member elected at a suitable time.

7. Committee

- (a) The business and affairs of the Club shall be under the management and control of a Management Committee provided that the Committee shall not take any action contrary to decisions made at a General Meeting.
- (b) The Committee may, subject to the decisions made at general meetings, exercise all the powers of the Club and do all such acts and things as may be done by the Club or which it considers necessary or expedient to carry out the objects of the Club.
- (c) The **Committee shall have the power to make new by-laws**, and alter or rescind existing ones. Such new rule or alteration is to be circulated to members.
- (d) The Committee shall consist of:
 - (i) The President, Vice-President, Secretary and Treasurer, hereinafter called the Office Bearers.
 - (ii) Up to 10 members of the Club, elected at the Annual General Meeting as provided herein, which includes a Minute Secretary if appointed.
- (e) All members of the Committee shall be over the age of 18, and either financial or life members of the Club.
- (f) If any member of the Executive, or Management Committee shall absent himself from three consecutive meetings without satisfactory explanation his place may be declared vacant by such Committee.
- (g) Should any vacancy occur in the Committee or Office-bearers of the Club other than in the normal course of elections, the Committee shall fill the vacancy from the financial members of the Club and such member duly elected shall hold office for the unexpired portion of his predecessor's term.

8. Executive Committee

- (a) The Executive Committee of the Club shall be the President, Vice-President, Secretary and Treasurer, with any 3 to form a quorum.
- (b) The Executive Committee will be responsible for handling any matters deemed to be urgent by the President and Secretary.
- (c) Any actions taken are to be reported to the next Management Committee for confirmation.

9. General Meetings

- (a) Financial members and life members shall be given notice in writing, sent to their last known address, at least 14 days before any general meeting. The notice shall specify where and when the meeting will be held, and the business to be transacted at the meeting.
- (b) The President of the Club shall be the Chairman at every general meeting except in relation to any election for which the president is a nominee. Should he not be present then the Vice-President will chair the meeting, and if he is not present the members shall elect a member to take the chair.
- (c) Only members over the age of eighteen years and present at the meeting shall be entitled to vote. Other people may take part in business procedure at meetings of the Club with the permission of the Chairman.
- (d) The quorum for a meeting shall be five members entitled to vote at the general meeting.

10. Annual General Meetings

The order of the business at the meeting shall be:

- i) confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting
- ii) consideration of the accounts and reports of the Committee and the auditor
- iii) election of committee members
- (iv) appointment of a patron
- (iv) appointment of an auditor
- (v) any other business requiring consideration by the association in general meeting

11. Election of Committee

- (a) Nominations for the election of office bearers and other committee members shall be proposed and seconded by the members present at the Annual General Meeting.
- (b) A ballot shall not 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.
- (c) Only financial members and life members of the club shall be eligible for election.

12. Special General Meetings

- (a) A special meeting of members shall be called at the request of the President or Secretary or a majority of members of the Committee, or at the written request of **12 members** of the Club entitled to vote at General Meetings.
- (b) These meetings shall be held within 30 days of such request and will only deal with the matter on request.

13. Committee Meetings

- (a) Committee Meetings of the Club will be held whenever necessary to conduct the affairs of the Club. At least 10 meetings are to be held annually, excluding the Annual General Meeting.

- (b) The President or the Secretary or 3 members of the Committee shall have the power to call a meeting of the Committee.
- (c) All notices of Committee Meetings shall be in writing and given to committee members at least 7 days before the date of such meeting.
- (d) The quorum for a meeting shall be five committee members. Of these committee members, one of these must be an executive member.
- (e) If at any meeting there be no quorum within 30 minutes of the time appointed for the meeting then the meeting shall lapse unless a majority of the members present decide to adjourn the meeting for a period not exceeding 14 days. If there be no quorum within 30 minutes after the time appointed for such adjourned meeting then the meeting shall lapse altogether.
- (f) The President of the Club shall take the Chair at all committee meetings, or in his absence the Vice-President. Should he not be present then a Chairman shall be elected from members.
- (g) The Chairman's decision on points of order shall be final.
- (h) The Chairman shall only have a casting vote.
- (i) Only members present in person shall be entitled to vote.
- (j) The Committee shall have the power to delegate any of its powers to a sub-committee to deal with any particular matter or matters and upon terms that the Committee shall set out in writing. The President shall be ex-officio member of all sub-committees.
- (k) All acts done or decisions made by any meeting of the Committee or any member thereof shall be valid and effective, even if it is discovered afterwards that there was some defect in the appointment of any or all members of the Committee, unless it is proved that the appointment was made in fraud or bad faith.

14. Discipline

- (a) The Committee may expel from the Club or otherwise punish or penalise any member whose conduct, in the opinion of the Committee, is discreditable or injurious to the character or interests of the Club.
- (b) A member may also be penalised under the Disciplinary Rules of Cycling South Australia and Cycling Australia.
- (c) Before any member is expelled or otherwise punished, he shall be given the opportunity to defend himself and to justify or explain his conduct at an enquiry held by the Committee.
- (d) Should any member fail to appear at any enquiry conducted under clause 14 (c) after being given 7 days notice in writing, the Committee may proceed in that member's absence to conduct the enquiry and to make its findings.
- (e) Any member being suspended or disqualified or otherwise penalized by the Committee shall not ride in any race or attend any meetings, or represent the Club, until such disqualification or suspension be lifted or penalty complied with.
- (f) Any member so penalised shall have the right to appeal to Cycling South Australia.

15. Duties

- (a) The President will be the Clubs' Representative at all outside organizations and meetings, unless otherwise determined by the Management Committee
- (b) The Vice-President will undertake all duties in the absence of the President and any other duties as may be designated by the Executive or Committee.
- (c) The Secretary shall carry out his duties under the direction of the Committee and keep or have kept a true record of all Minutes of all meetings, attend to correspondence, issue notices of meetings, keep records and carry out such duties as the Committee may from time to time direct.
- (d) The Treasurer shall receive all moneys payable to the Club and give receipts for same. All moneys so received shall be paid into the banking account of the Club. The Treasurer shall present at each general meeting a balance of the finances of the club and shall keep proper books of account of all moneys received and disbursed and generally perform all such duties as are directed by the Committee from time to time.
- (e) The Chairman of any club meeting shall have unlimited authority on every question of order and shall be the sole interpreter of the rules of the club for the purpose of that meeting. An appeal from this ruling shall be referred to a subsequent Executive meeting. In cases of doubt or difficulty the usual mode of Parliamentary order and meeting will be adopted, but no suspension of the Standing Orders shall be allowed. The Chairman shall only have a casting vote.
- (f) **The Public Officer** will be the Secretary, except in special circumstances when the Executive Committee will appoint one from the Management Committee.

16. Finance

- (a) The financial year shall be from 1st July until 30th June.
- (b) All money of the Club shall be paid into the account of the Club at such Bank as the Committee may from time to time direct.
- (c) No cheque shall be signed or money withdrawn unless withdrawal has been approved by the Committee, or in the case of urgency by the Executive.
- (d) The 4 office bearers shall be signatories for the club and any 2 shall be required to sign.
- (e) The books and accounts of the Club shall be audited annually by an auditor appointed by the Annual General Meeting.
- (f) The treasurer will have access to electronic banking.

17. Racing

All competitions will be held under the Technical Regulations of Cycling South Australia and Cycling Australia.

18. Constitution

A. Amendments

- (g) This shall be the only Constitution of the Mt Gambier Cycling Club Incorporated and shall come into force forthwith and shall not be altered, varied, added to or replaced

unless two-thirds of financial members present at an Annual General Meeting or at a Meeting specifically convened for that purpose are in favour of such alteration, variation, addition or repeal.

- (h) No such rules of the Constitution or By-Laws shall be in conflict with Cycling South Australia or Cycling Australia.
- (i) When advice is received by the Club that Cycling South Australia or Cycling Australia has approved a new rule, or an amendment to the Technical Regulations the Committee may recommend to the next General Meeting the adoption of the new rule, or amendment.

B. Interpretation of Rules

Any question arising as to the correct interpretation of any Rules of the Constitution of the Club shall be referred to the Executive, who shall report their decision to the Club.

19. Dissolution

The Club may be dissolved or wound-up only upon a resolution carried by a majority of three-quarters of the members present, voting at a Special Meeting called for such purpose. If upon dissolution or winding up of the Club there remains, after the satisfaction of all debts and liabilities, any property whatsoever, these assets shall not be paid to or distributed among the members of the Club, but shall be distributed according to the wishes of the majority of the members.