



# Adelaide Hills Cycling Club Inc.

## Constitution

### Contents

Definitions and Interpretation.....	2
Objects of the Club .....	2
Powers.....	2
Affiliations .....	2
Membership.....	3
Subscriptions .....	3
Expulsion of Members .....	4
Register of Members .....	4
The Committee .....	5
General Meetings .....	6
Prohibition Against Securing Profits for Members .....	8
Winding Up.....	8
Alteration .....	8
Severance .....	8

## Name

1. The name of the incorporated association is the “Adelaide Hills Cycling Club Incorporated”, referred to herein as “**the club**”.

## Definitions and Interpretation

2. The following words used in this constitution are defined as follows:
  - 2.1 “**committee**” means the committee of management of the club;
  - 2.2 “**annual general meeting**” means an annual general meeting of members of the club convened in accordance with this constitution;
  - 2.3 “**member**” means a full financial member of the club, including both ordinary and associate members, and life members;
  - 2.4 “**the Act**” means the clubs *Associations Incorporation Act* 1985 (SA);
  - 2.5 “**special resolution**” means a special resolution as defined by the Act;
  - 2.8 “**cycle**” means a bi-cycle, whether ridden as a single rider or where one rider is disabled a tandem bicycle, and does not include any form of bi-cycle that uses a motor of any type whatsoever.
3. Words indicating the singular are to be read in the plural and vice versa.
4. It is the intention that this constitution is consistent in every way with the Act. Where there is an inconsistency between this constitution and the Act the Act is to prevail.
5. Relevant matters not provided for in this constitution are provided for in the Act.

## Objects of the Club

6. The Club in the totality of its activities, pursuits and operations shall advance the following purposes and objects:
  - 6.1 The fostering and conduct of safe cycle racing of men and women, who fulfil the membership criteria.
  - 6.2 To foster an environment conducive to friendship amongst members; and
  - 6.3 To raise money to aid any cause considered appropriate by the committee.

## Powers

7. The club shall have all the powers conferred by section 25 of the Act.

## Affiliations

8. The Committee may, at its absolute discretion, affiliate the Club with any organisation providing that such affiliation is consistent with the objects of the club.

## **Membership**

9. There shall be three types of members:

- 9.1 Ordinary members;
- 9.2 Associate members; and
- 9.3 Life members.

10. Any member may resign from the club by providing one month's written notice to the Secretary.

### ***Ordinary Members***

11. Membership is open to any person

11.1 abiding by and furthering the objectives of the club

11.2 who pays the membership subscription

11.3 who falls within the age range as determined by the Committee

and is accepted by the committee as an ordinary member (the “**membership criteria**”).

12. Upon acceptance by the committee and payment of the subscription fee the applicant shall be an ordinary member of the club.

### ***Associate Members***

13. An associate member is any person who is a current licence member of another cycling club and complies with clauses 11 and 12 above except upon payment of the subscription fee that shall be an “associate member”.

### ***Life Members***

14. Life membership may be bestowed upon any current or former ordinary or associate member at an annual general meeting if a majority of members should vote in favour of bestowing life membership on that person.

15. No more than one member may be elected to life membership in any year.

16. No person can be bestowed life membership unless they have been a member of the club for a continuous period of not less than five years and has given significant services to the club.

## **Subscriptions**

17. The subscription fee shall consist of:

- 17.1 The club membership fee; and

#### 17.2 Associated costs

as determined by the committee at its absolute discretion.

18. Subscription fees shall be payable at a frequency determined by the committee.
19. Life members shall not be liable for the club membership fee but must pay any associated costs that the committee deems that life members should pay.
20. Any member whose subscription fee is outstanding for more than two months shall automatically cease to be member of the club although the committee may determine that a member who has failed to pay their subscription fee for two months may remain a member on whatever terms the committee dictates.
21. “**associated costs**” includes but is not limited to the race licence fee, riders’ insurance and other external fees.

### **Expulsion of Members**

22. The committee may:
  - 22.1 expel a member;
  - 22.2 place any condition on their membership; or
  - 22.3 take any other action legally open to themwhere that member has engaged in conduct that is in the committee’s opinion against the objects of the club or brings the club into disrepute.
23. Prior to expelling any member the committee must particularise the conduct said to justify the expulsion and send the same to the member (“**the letter of allegation**”). The member must be provided with at least 21 calendar days to respond to the letter of allegation. That response must be in writing.
24. The committee must consider the member’s response to the letter of allegation. Should the member not provide such a response within the time period set by the committee the committee may determine the member’s membership regardless.
25. The decision of the committee is effective upon it being communicated to the member.
26. In making a decision under clause 22 the committee is to proceed on the papers.

### **Register of Members**

27. The club shall maintain a register of members containing each members’
  - 27.1 Name;
  - 27.2 Date of birth;
  - 27.3 Contact details: including but not limited to a postal address, email address and phone number;
  - 27.4 The date at which each member became a member of the club; and

27.5 Where applicable the date of and reason for the termination of a member's membership.

## **The Committee**

28. The Committee shall have

28.1 Absolute discretion and undertake any act or exercise any power necessary for the proper management of the club providing that such conduct is allowed by this constitution and the Act; and

28.2 The management and control of the funds and other property of the club.

29. In furtherance of clause 28 the committee will:

29.1 Exercise any power on behalf of the club as set out in s 25 of the Act;

29.2 Call a special meeting on its own motion or on receiving a request for a special meeting signed by at least 15 members;

29.3 Call an annual general meeting on its own motion or on receiving a request for an annual general meeting signed by at least 15 members.

30. The committee shall comprise a:

30.1 A President;

30.2 A Secretary;

30.3 A Treasurer; and

30.4 Any other position(s) the committee determines, providing that at all times there is a minimum of six (6) members on the committee.

31. One person may hold multiple positions on the committee except that no person can hold more than one of the positions in clauses 30.1 to 30.3.

32. Committee members shall hold office for the period between one annual general meeting and the subsequent annual general meeting.

33. Upon either written nomination or nomination from the floor at any annual general meeting a member shall be appointed to the committee if half of all members present at a general meeting vote in favour of that person being appointed.

34. The committee may appoint a person to fill a casual vacancy, and such a committee member shall hold office until the next annual general meeting of the club and shall be eligible for election to the committee without nomination.

35. The office of a committee member shall become vacant if a committee member is:

35.1 Disqualified from being a committee member by the Act;

35.2 Expelled as a member under this constitution;

35.3 Permanently incapacitated by ill health;

35.4 Absent without apology from more than four meetings in a financial year.

### ***Proceedings of the Committee***

36. The committee shall meet as and when the committee deems fit.
37. A quorum of three need be present to convene any meeting of the committee.
38. Motions of the committee are to be passed by majority of the committee members present. In the event of a tied vote the President shall exercise a casting vote.

### **General Meetings**

#### ***Annual General Meetings***

39. The committee shall call an annual general meeting in accordance with the Act and this constitution.
40. One annual general meeting is to occur in each financial year.
41. The order of the business at the meeting shall be:
  - 41.1 The confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting;
  - 41.2 The election of committee members; and
  - 41.3 Any other business requiring consideration by the club in general meeting.

#### ***Special General Meetings***

42. The committee may call a special general meeting of the club at any time.
43. Upon a requisition in writing of not less than five (5) per cent, of the total number of members of the club, the committee shall, within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
44. Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting. If a special general meeting is not convened within one month the requisitionists, or at least fifty (50) per cent of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the committee, and for this purpose the committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the club.

### ***Notice of General Meetings***

45. At least:

45.1 Fourteen (14) days notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting; except that

45.2 Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting

46. A notice may be given by the club to any member by serving the member with:

46.1 The notice personally;

46.2 By sending it by post to the address appearing in the register of members;  
or

46.3 By sending it by email to an email address appearing in the register of members.

46.4 Where a notice is sent by post:

46.4.1 the service is effected by properly addressing, prepaying and posting a letter or packet containing the notice, and

46.4.2 unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

46.5 Where notice is sent by email service will be taken to be effective at the time that the email enters the email system.

### ***Proceedings at General Meetings***

47. The President or their delegate is to preside at a general meeting.

48. 20 members present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting.

49. Every member of the club has only one vote at a meeting of the club. A member shall be entitled to appoint in writing a natural person who is also a member of the club to be their proxy, and attend and vote at any general meeting of the club.

50. A question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person or by proxy at that meeting.

51. If a poll is demanded by at least five members, it must be conducted in a manner specified by the person presiding at the general meeting and the result of the poll is the resolution of the meeting on that question.

51.1 A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

### **Prohibition Against Securing Profits for Members**

52. The income and capital of the club shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the club, or as prizes and awards to members for performance in club events.

### **Winding Up**

53. The club may be wound up in the manner provided for in the Act.

54. If after the winding up of the club there remains surplus assets as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members. The club may determine to distribute surplus assets to nominated charities.

55. Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.

### **Alteration**

56. This constitution may be altered (including an alteration to the club's name) by special resolution of the members of the club. This includes recession or replacement by substitute rules.

57. The alteration shall be registered as required by the Act. The registered rules shall bind the club and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

### **Severance**

58. Any clause or sub-clause of this constitution can be severed without affecting the enforceability and effect of any other clause or sub-clause.

The above clauses constitute the constitution of the Adelaide Hills Masters Cycling Club Inc as adopted at the Annual General Meeting of the Club on 19 April 2015 and amended at the Annual General Meeting of the Club on 8 October 2020.