

**PORT ADELAIDE CYCLING CLUB
INCORPORATED
CONSTITUTION**



**EST. 1885
WWW.PACC.ORG.AU**

Updated: April 2014

1. NAME

The name of the incorporated association is the “Port Adelaide Cycling Club Incorporated” referred to herein as the Club. The Club was previously known as the “Port Adelaide and District Amateur Cycling Club” and has been an incorporated body under the Act. The Club will assume the assets, liabilities and responsibilities of the Port Adelaide and District Amateur Cycling Club.

2. DEFINITIONS

“committee” means the committee of management of the association

“general meeting” means a general meeting of members of the Club convened in accordance with these rules

“member” means a member of the Club

“the Act” means the Associations Incorporation Act 1985

“special resolution” means a special resolution defined in the Act

“month” shall mean a calendar month.

3. OBJECTS OR PURPOSES OF THE ASSOCIATION

The objects of the Club are

1. To provide an enjoyable, supportive and professional environment for Club members wishing to participate in road, track, cyclo-cross and mountain bicycle racing;
2. To cooperate with Cycling Australia, Cycling South Australia, Mountain Bike Australia and affiliated clubs in the support and promotion of road, track cyclo-cross and mountain bicycle racing;
3. To enable members of all skill levels and all age groups to participate in road, track, cyclo-cross and mountain bicycle racing;
4. To promote road, track, cyclo-cross and mountain bicycle racing as a worthwhile sporting and recreational activity.

4. POWERS OF THE ASSOCIATION

The Club shall have all the powers conferred by section 25 of the Act. (See Appendix A for a copy of section 5 of the Act.)

5. MEMBERSHIP

5.1 Membership – General

Any person may apply to be a member of the Club by completing a membership form prescribed by the Club. All membership is subject to

approval by the committee. Upon acceptance of the membership and payment of the first annual subscription, the applicant shall be a member of the Club. There will be two classes of members – ordinary and life members.

5.2 Membership Fees

- a) The subscription fees for ordinary membership shall be such sum, (if any), as the members shall determine from time to time in general meeting.
- b) The Subscription fees shall be payable annually on 1 January or at such other time as the committee shall determine.
- c) Any member joining after 1 January in a given year will pay the full subscription fee.
- d) Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the Club, provided always that the committee may reinstate such a person's membership on such terms as it thinks fit.

5.3 Resignation

A member may resign from membership of the Club by giving written notice thereof to the secretary or public officer of the Club. Any member so resigning shall be liable for any outstanding subscriptions which may be recovered as a debt due to the association.

5.4 Expulsion of a Member

- a) Subject to giving a member an opportunity to be heard or to make a written submission, the committee may resolve to expel a member upon a charge of misconduct determinantal to the interests of the association.
- b) Particulars of the charge shall be communicated in writing to the member at least one month before the meeting of the committee at which the matter will be determined.
- c) The determination of the committee shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 5.4d below), cease to be a member 14 days after the committee has communicated its determination to the member.
- d) It shall be open to a member to appeal to the Club at a general meeting against the expulsion. The intention to appeal shall be communicated to the secretary or public officer of the Club within 14 days after the determination of the committee has been communicated to the member.
- e) In the event of an appeal under 5.4d above, the appellant's membership of the Club shall not be terminated unless the determination of the committee to expel the member is upheld by the members of the Club in general meeting after the appellant has been heard by the members of the Club, and in such event membership will be terminated at the date of the general meeting at which the determination of the committee is upheld.

5.5 Register of Members

The Club shall maintain a register of:

- a) The name, postal address and email address (where it exists) of each member;
- b) The date when the member first joined the Club; and
- c) If applicable, the date of, and reason(s) for termination of membership.

5.6 Life Membership

Life membership of the Club may be granted to a member who, in the opinion of a majority of Club members present at a duly constituted general meeting, has given the Club meritorious service. Any member may propose another member for life membership of the Club by submitting a proposal in writing to the committee who will consider the proposal and make a recommendation to be considered at a general meeting of the Club. Life members will have the same rights as ordinary members except they will not be required to pay annual subscriptions.

6. THE COMMITTEE

6.1 Powers and Duties

- a) The affairs of the Club shall be managed and controlled by a committee which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the association, and are not by the Act or by these rules required to be done by the Club in general meeting.
- b) The committee has the management and control of the funds and other property of the association.
- c) The committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the Club on which these rules are silent.
- d) The committee shall appoint a public officer as required by the Act.

6.2 Appointment

- a) The committee shall comprise of four office holders (President, Vice-President, Secretary, Treasurer) and an additional two committee members elected at a general meeting. The President will normally be the chairperson of committee meetings. The functions of the four office holders will be determined by the committee.
- b) A committee member shall be a natural person.
- c) All committee positions shall be subject to re-election at each Annual General Meeting.
- d) A retiring committee member shall be eligible to stand for re-election without nomination.
- e) No other person shall be eligible to stand for election unless a member of the Club has nominated that person at least 28 days before the meeting by

delivering the nomination of that person to the secretary of the association. The nomination shall be signed by the proposer and by the nominee.

- f) Notice of all persons seeking election to the committee shall be given to all members of the Club with the notice calling the meeting at which the election is to take place.
- g) 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.

6.3 Proceedings of Committee

- a) The committee shall meet together for the dispatch of business at least every two months. Questions arising at any meeting of the committee shall be decided by a majority of votes of those present, and in the event of equality of votes, the chairperson shall have a casting vote in addition to a deliberative vote. A quorum for a meeting of the committee shall be one half of the members of the committee.
- b) A member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract, with the Club must disclose the nature and extent of that interest to the committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the committee must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the association
- c) The office of a committee member shall become vacant if a committee member is:
 - Disqualified from being a committee member by the Act;
 - Expelled as a member under these rules;
 - Permanently incapacitated by ill health;
 - Absent without apology from more than three committee meetings in a financial year.

7. THE SEAL

The Club shall have a common seal upon which its corporate name shall appear in legible characters. The seal shall not be used without the express authorisation of the committee, and every use of the seal shall be recorded in the minute book of the Club. The affixing of the seal shall be witnessed by any two of the President, Secretary and Treasurer of the Club.

8. GENERAL MEETINGS

8.1 Annual General Meeting

- a) The committee shall call an annual general meeting in accordance with the Act and these rules.

- b) The annual general meeting will be held in the period 1 April to 31 May each year.
- c) The order of the business at annual general 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) the consideration of the accounts and reports of the committee and the auditor's report'
 - iii) the election of committee members;
 - iv) the appointment of an auditor;
 - v) any other business requiring consideration by the Club in a general meeting.

8.2 Special General Meeting

- a) The committee may call a special general meeting of the Club at any time.
- b) Upon a requisition in writing of not less than 10% of its members 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.
- c) Every requisition for a special general meeting shall be signed by the relevant members and shall state of the purpose of the meeting.
- d) If a special general meeting is not convened within one month, as required by 8.2b above, the Club members requesting the meeting, or at least 50% 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 Club members requesting the meeting 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.

8.3 Notice of General Meetings

- a) Subject to 8.3b, at least 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.
- b) 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.
- c) A notice may be given by the Club to any member by serving the member with the notice personally, or by sending it by post to the address or by sending an email to an email address provided by the member for recording in the register of members (see rule 5.5).

8.4 Proceedings at General Meetings

- a) Ten members, present personally shall constitute a quorum for the transaction of business at any general meeting

- b) If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum. Subject to 8.4d, the chairperson shall preside as chairperson at a general meeting of the association.
- c) If the chairperson is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a committee member or one of their own number to be the chairperson of that meeting.
- d) Proxies are not permitted at General Meetings.

8.5 Voting at General Meetings

- a) Subject to these rules, every member of the Club has only one vote at a meeting of the association.
- b) Subject to these rules, 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 at that meeting.
- c) Unless a poll is demanded by at least five members, a question for decision at a general meeting must be determined by a show of hands.

8.6 Poll at General Meetings

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

8.7 Special and Ordinary Resolutions

- a) A special resolution is a resolution passed at a duly convened meeting of the members of the association if:
 - i. at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all members of the association; and
 - ii. it is passed at a general meeting referred to in this paragraph by a majority of not less than three quarters of such members of the association as being entitled to vote;
- b) An ordinary resolution is a resolution passed by a simple majority at a general meeting.

9. MINUTES

- a) Proper minutes of all proceedings of general meetings of the Club and of meetings of the committee, shall be entered within one month after the relevant meeting in minute books kept for that purpose.
- b) The minutes kept pursuant to this rule must be confirmed by the members of the Club or the members of the committee (as relevant) at a subsequent meeting.
- c) The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- d) Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

10. FINANCIAL REPORTING

10.1 Financial year

The financial year of the Club shall be 12 month period ending on 31 March each year.

10.2 Accounts to be kept

The Club shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Club in accordance with the Act.

10.3 Accounts and Reports to be laid before members

The accounts, together with the auditor's report on the accounts shall be laid before members at the annual general meeting.

10.4 Appointment of auditor

- a) At each annual general meeting, the members shall appoint a person to be auditor of the association.
- b) The auditor shall hold office until the next annual general meeting and is eligible for re-appointment.
- c) If an appointment is not made at an annual general meeting, the committee shall appoint an auditor for the current financial year

11. PROHIBITION AGAINST SECURITY PROFITS FOR MEMBERS

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 association.

12. WINDING UP

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

13. APPLICATION OF SURPLUS ASSETS

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

14. RULES

These rules may be altered (including an alteration to the association’s name) by special resolution of the members of the association. This includes rescission or replacement by substitute rules.

The alteration shall be registered by the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch, 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.

APPENDIX A

25 – Powers of an Incorporated Association

For the purpose of carrying out its objects, an incorporated association may, subject to this Act and its rules –

- (a) acquire, hold, deal with, and dispose of, any real or personal property; and
- (b) administer any property on trust; and
- (c) open and operate ADI accounts; and
- (d) invest its moneys-
 - i. in any security in which trust moneys may, by Act of Parliament, be invested;
or
 - ii. in any other manner authorised by the rules of the association; and
- (e) borrow money upon such terms and conditions as the association thinks fit; and
- (f) give such security for the discharge of liabilities incurred by the association as the association thinks fit; and
- (g) appoint agents to transact any business of the association on its behalf; and
- (h) enter into any other contract it considers necessary or desirable.