

THE ADELAIDE MOUNTAIN BIKE CLUB INCORPORATED

CONSTITUTION 5 JUNE 2002

1. NAME

The name of the incorporated body is The Adelaide Mountain Bike Club, referred to herein as "the Club".

2. DEFINITIONS

"Committee" means the committee of management of the Club.

"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 CLUB

- a) To promote and encourage interest in mountain biking as a recreational, fitness and sporting activity.
- b) To conduct and encourage mountain biking events.
- c) To establish and maintain good relations with the various authorities controlling land used for mountain biking.
- d) To encourage the understanding, appreciation and preservation of the natural environment.
- e) To conduct fundraising activities.
- f) To do all such things and acts conducive to the furtherance of the objects and interests of the Club.

4. POWERS OF THE CLUB

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

5. MEMBERSHIP

5.1. Any person who is interested in the objects and interests of the Club shall be eligible for membership.

There shall be four (4) types of membership:

- a) Single membership - Any one person.
- b) Family membership - Any related family members living at one address. All such members shall have full membership, but only one newsletter (if electing postal correspondence instead of email). All other postal correspondence shall be sent to the one (1) nominated address.
- c) Student/Pensioner - Any person who is a full-time student or pensioner. Proof of which shall be required.
- d) Honorary/Honorary life member - A membership bestowed by the Club in recognition for special services performed by a person. An Honorary member shall not pay any membership fees for a period determined by club members. An honorary life member shall not pay any membership fees for life. Both classes of membership have all the rights of a member.

5.2 Subscriptions

- a) The subscription fees for membership shall be the sum that the Committee determines from time to time in the course of its dispatch of Club business.
- b) The subscription fees shall be payable annually on 31 December or at such other time as the Committee shall determine.
- c) Any members whose subscription is outstanding for more than one (1) month 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. Resignations

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

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 detrimental to the interests of the Club.
- b) Particulars of the charge shall be communicated to the Member at least one (1) 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.d 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 in 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.d 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

A register of members must be kept and contain:

- a) the name and address of each member;
- b) the date on which each member was admitted to the Club; and
- c) if applicable, the date of, and reason(s) for termination of membership.

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 Club, 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 Club.
- 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 be comprised of a President, Secretary, Treasurer and a maximum of seven (7) Committee members.
- b) All members of the Committee must be financial members of the Club.
- c) All Committee positions shall be subject to re-election at each Annual General Meeting or as otherwise provided herein. Contested positions shall be subject to ballot at the annual general meeting of the members present.
- d) 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.

6.3. Proceedings of Committee

- a) The Committee shall meet together for the dispatch of business at least every three (3) months.
- b) The Secretary shall carry out duties under the direction of the Committee, keep a true record of all meetings, issue notices for meetings, keep records and carry out such duties as the committee may from time to time direct.
- c) The Treasurer shall receive all moneys payable to the Club, and keep a register of members. The Treasurer shall present at each general meeting a balance of the finances of the Club and shall keep proper records of all moneys received and disbursed and generally perform all such duties as are directed by the Committee from time to time.
- d) Questions arising at any meeting of the Committee shall be decided by a majority of votes, and in the event of equality of votes the President shall have a casting vote in addition to a deliberative vote.
- e) A quorum for a meeting of the Committee shall be one half of the members of the Committee.
- f) 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 such terms as the committee may think fit.
- g) 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.

6.4. Disqualification of Committee Member

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 the rules;
- permanently incapacitated by ill health;
- absent without apology for more than four 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 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 the Treasurer and the Secretary.

8. GENERAL MEETINGS

8.1. Annual General Meetings

- a) The Committee shall call an annual general meeting in accordance with the Act and these rules, within five months of the end of its financial year.
- b) The month that the Annual General Meeting of the members is held shall be determined by the Committee each year.
- c) The order of the business at the meeting shall be:

- i) the consideration of the accounts and reports of the Committee.
- ii) the election of Committee members
- iii) any other business requiring consideration by the Club in General Meeting.

8.2. Special General Meetings

- 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 5% of the total number of members of the Club, the Committee shall within three months of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- c) Every requisition for a special meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- d) If a special general meeting is not convened within one month, as required within three (3) months, as required by 8.2b above, the requisitionists, 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 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.

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 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 or email to the address appearing in the register of members.
- d) Where a notice is sent by post:
 - i) The service is effected by properly addressing, prepaying and posting a letter or packet containing the notice; and
 - ii) 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.

8.4. Proceedings at General Meetings

- a) Ten members, present personally or by proxy 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 be adjourned to the same day in the next month, 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 shall form a quorum.
- c) Subject to 8.4d, a nominated Committee representative shall chair at a General Meeting of the Club.
- d) If the chairperson is not present within 15 minutes after the time appointed for holding the meeting, or he or she is present but declines or 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.

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 Club.
- 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 or, where proxies are allowed, by proxy, at the meeting.
- c) Unless a poll is demanded by at least five (5) members, a question for decision at a general meeting must be determined by a show of hands.
- d) A member being a body corporate shall be entitled to appoint one person, who shall not be a member of the club, to represent it at a particular General Meeting or at all General Meetings of the Club. That person shall be appointed by the corporate member by a resolution of its board, which may be authenticated under its seal. Such a person shall be deemed to be a member of the Club for all purposes until the authority to represent the corporate member is revoked.

8.6. Poll at General Meetings

- a) If a poll is demanded by at least five (5) members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- b) A poll demanded for the election of a person presiding and the result of the poll is the resolution of the meeting on that question.

8.7. Special and ordinary resolutions

- a) A special resolution is a special resolution as defined by the Act. A special resolution is a resolution passed at a duly convened meeting of members of the club 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 club; and
 - (ii) it is passed at a meeting referred to in this paragraph by a majority of not less than three-quarters of such members of the club as, being entitled to do so, vote in person or, where proxy are allowed, by proxy, at that meeting.
- b) An ordinary resolution is a resolution passed by a simple majority at a general Meeting.

8.8. Proxies

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.

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 a meeting folder determined by the Committee.
- 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 must 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 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 the appointments made at the meeting shall be deemed to be valid.

10. FINANCIAL YEAR

10.1. The financial year of the Club shall be from December the 1st to November 30th each year.

10.2. 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. The accounts, the Committee's statement and the Committee's Report, shall be laid before the members at the annual General Meeting.

10.4 No moneys shall be drawn from the club's account save by cheque signed and counter signed by the treasurer and such members of the committee as may be determined by the committee.

11. PROHIBITION AGAINST SECURING 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 to members or their associates except as bona fide remuneration of a member services rendered or expenses incurred on behalf of the Club.

12. WINDING UP

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

13. APPLICATION OF SURPLUS ASSETS

13.1. If after the winding up of the Club there remains "surplus assets" as defined in the Act, such surplus assets be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members.

13.2. Such organization or organizations shall be identified and determined by a resolution of members in General Meeting.

14. RULES

These rules may be altered by special resolution of the members of the Club. This includes rescission or replacement by substitute rules.

The alteration shall be registered with 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.