

**SOUTHERN TASMANIA VETERANS CYCLING CLUB INC.**

**CONSTITUTION**

**1. NAME OF CLUB**

The name of the Club shall be the "Southern Tasmanian Veterans Cycling Club Incorporated" (in this constitution called the "Club").

**2. OBJECTS AND PURPOSES OF CLUB**

2.1. The conduct of cycling for riders licensed as Masters with the Australian Cycling Federation (Cycling Australia), together, with all appropriate actions to achieve this.

2.2. To operate under the rules and by-laws of Cycling Australia.

**3. MEMBERSHIP OF THE CLUB**

3.1. Any cyclist who holds, or will immediately upon becoming a member of the Club hold, a Cycling Australia Masters licence, and on payment of the annual subscription fixed under this constitution, can become a member of the Club.

3.2. A member of the Club may, at any time, resign from the Club by delivering or sending by post to the public officer a written notice of resignation.

3.3. Upon receipt of a notice under sub paragraph 3.2 of this rule, the public officer shall remove the name of the member by whom the notice was given from the register of members, whereupon that member ceases to be a member of the Club.

3.4. A right, privilege, or obligation of a person by virtue of his membership of the Club:

(a) is not capable of being transferred or transmitted to another person; and

(b) terminates upon the cessation of his membership, whether by death, resignation or otherwise.

3.5. Life Membership may be awarded to a person who has been a member of the Club for a minimum of 10 years and who has rendered outstanding services to the Club. The recommendation for the award shall be made by the Executive Committee and submitted to the Annual General Meeting for approval. There shall not be more than one award made annually.

3.6. The Club shall be dissolved if:

(a) a resolution to this effect is carried by a General Meeting, 14 days of notice of the proposed resolution having been given; or

(b) financial membership drops to less than 10 or less members.

3.7. If upon dissolution of the Club there remains, after satisfaction of all debts and liabilities, any property or funds whatsoever, the same shall not be distributed or paid among members of the Club but shall be transferred or given to some other club or institution having objects similar to those of the Club, to be determined by members of the Club at or before the time of dissolution, and in default thereof as may be directed upon application to the Supreme Court of Australia in that behalf.

#### **4. ANNUAL SUBSCRIPTION**

4.1. The annual subscription shall be as determined at a special general meeting of the Club.

4.2. The annual subscription of a member is due and payable on or before the first day of January.

#### **5. FINANCIAL YEAR**

The financial year of the Club is the period beginning on the 1<sup>st</sup> of November in each year and ending on the 31<sup>st</sup> of October next following.

#### **6. ACCOUNTS OF RECEIPTS EXPENDITURE ETC.**

6.1. True accounts shall be kept:

(a) of all sums of money received and expended by the Club and the matter in respect of which the receipt or expenditure takes place; and

(b) of the property, credits and liabilities of the Club,

and subject to any reasonable restrictions as to time and manner of inspecting them that may be imposed by the Club for the time being, those accounts shall be open to inspection of the members of the Club.

6.2. The Treasurer of the Club shall faithfully keep all general records, accounting books, and records of receipts and expenditure connected with the operations and business of the Club in such form and manner as the committee may direct.

6.3. The accounts, books and records referred to in sub paragraphs 6.1 and 6.2 shall be kept at the Club's office or at such other place as the committee may decide.

#### **7. BANKING & FINANCE**

7.1. The Treasurer of the Club shall, on behalf of the Club receive all moneys paid to the Club and forthwith after the receipt thereof issue official receipts therefore.

7.2. The committee shall cause to be opened with such bank as the committee selects a banking account in the name of the Club into which all moneys

received shall be paid by the Treasurer as soon as possible after receipt thereof.

- 7.3. The committee may receive from the Club's bank or bankers for the time being the cheques drawn by the Club on any of its accounts with the bank or bankers and may release and indemnify the bank or bankers from and against all claims, actions, suits, or demands that may be brought against the bank or bankers arising directly or indirectly out of those cheques or the surrender thereof to the Club.
- 7.4. Except with the authority of the committee, no payment of a sum exceeding \$10.00 shall be made from the funds of the Club otherwise than by cheque drawn on the Club's bank account, but the committee may provide the Treasurer with a sum to meet urgent expenditure, subject to the observance of such conditions in relation to the use and expenditure thereof as the committee may impose.
- 7.5. No cheques shall be drawn on the Club's account except for the payment of expenditure that has been authorised by the committee.
- 7.6. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by the Treasurer or, in his absence, by such other member or members of the committee as the committee may nominate for that purpose, and shall be countersigned by the Treasurer and either one of the two Vice Presidents or President.

## **8. AUDITOR**

- 8.1. At each annual general meeting of the Club, the members present shall appoint a person as the auditor of the Club.
- 8.2. A person so appointed shall hold office until the annual general meeting next after that at which he is appointed, and is eligible for reappointment.
- 8.3. The first auditor of the Club may be appointed by the committee before the first annual general meeting, and, if so appointed, shall hold office until the first annual general meeting, unless previously removed by a resolution of the members at a general meeting, in which case the members at that meeting may appoint an auditor to act until the first annual general meeting.
- 8.4. If an appointment is not made at any annual general meeting the committee shall appoint an auditor of the Club for the then current financial year of the Club.
- 8.5. Except as provided in sub paragraph 8.3, the auditor may only be removed from office by special resolution.
- 8.6. If a casual vacancy occurs in the office of auditor during the course of a financial year of the Club, the committee may appoint a person as the auditor and the person so appointed shall hold office until the next succeeding annual general meeting.

**9. AUDIT OF ACCOUNTS**

- 9.1. Once at least in each financial year of the Club, the auditor shall examine the accounts of the Club.
- 9.2. The auditor shall certify as to the correctness of the accounts of the Club and shall report thereon to the members present at the annual general meeting.
- 9.3. In his report, and in certifying to the accounts, the auditor shall state:
  - (a) whether he has obtained the information required by him;
  - (b) whether, in his opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Club according to the information at his disposal and the explanations given to him and as shown by the books of the Club; and
  - (c) whether the rule relating to the administration of the funds of the Club have been observed.
- 9.4. The public officer of the Club shall cause to be delivered to the auditor a list of all the accounts and records of the Club.
- 9.5. The auditor:
  - (a) has a right of access to the accounts, books, records, vouchers and documents of the Club;
  - (b) may require from the servants of the Club such information and explanations as may be necessary for the performance of his duties as auditor;
  - (c) may employ persons to assist him in investigating the accounts of the Club;
  - (d) may, in relation to the accounts of the Club, examine any member of the committee or any servant of the Club.

**10. ANNUAL GENERAL MEETING**

- 10.1. The Club shall, in each year, hold an annual general meeting.
- 10.2. The annual general meeting shall be held in a timely order according to the Corporations Act 2001.
- 10.3. The annual general meeting shall be in addition to any other general meetings that may be held in the same year.
- 10.4. The annual general meeting shall be specified as such in the notice convening it.
- 10.5. The ordinary business of the annual general meeting shall be:

- (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
  - (b) to receive from the committee, auditor, and servants of the Club reports upon the transactions of the Club during the last preceding financial year;
  - (c) to elect the officers of the Club and the ordinary committeemen;
  - (d) to appoint the auditor and determine his remuneration;
  - (e) to determine the remuneration of servants of the Club; and
  - (f) to elect a Patron if it is the wish of the Club.
- 10.6. The annual general meeting may transact special business of which notice is given in accordance with these rules.
- 10.7. All general meetings other than the annual general meeting shall be called special general meetings.

## **11. SPECIAL GENERAL MEETINGS**

- 11.1. The committee may, whenever it thinks fit, convene a special general meeting of the Club.
- 11.2. The committee shall, on the requisition in writing of not less than 10 members, convene a special meeting of the Club.
- 11.3. A requisition for a special general meeting shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the office of the Club and may consist of several documents in the like form, each signed by one or more of the requisitionists.
- 11.4. If the committee does not cause a special general meeting to be held within 21 days from the date on which a requisition therefore is deposited at the office of the Club, the requisitionists, or any of them, may convene the meeting; but any meeting so convened shall not be held after 3 months from the date of the deposit of the requisition.
- 11.5. A special general meeting convened by requisitionists in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the committee, and all reasonable expenses incurred in convening the meeting shall be refunded by the Club to the persons incurring them.

## **12. NOTICES OF GENERAL MEETINGS**

The public officer of the Club shall, at least 14 days before the date fixed for holding a general meeting of the Club cause to be inserted in at least one newspaper published in this State a notice specifying the place, day and time for the holding of the meeting and nature of the business to be transacted thereat.

**13. BUSINESS & QUORUM AT GENERAL MEETINGS**

- 13.1. All business that is transacted at special general meetings and all business that is transacted at the annual general meeting, with the exception of that specially referred to in these rules as being the ordinary business of the annual meeting, shall be deemed to be special business.
- 13.2. No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering the item.
- 13.3. Eight members personally present (being members entitled under these rules to vote thereat) constitute a quorum for the transaction of the business of a general meeting.
- 13.4. If within one hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; and in any other case it shall stand adjourned to the same day in the next week, at the same time and (unless another place is specified by the chairman at the time of the adjournment or by written notice to members given before the date to which the meeting is adjourned) at the same place, and if at the adjourned meeting a quorum is not present within one hour after the time appointed for the commencement of the meeting, the meeting shall be dissolved.

**14. PRESIDENT TO PRESIDE AT GENERAL MEETINGS**

- 14.1. The President, or in his absence, the Senior Vice President, or in the absence of both the President and Senior Vice President, the other Vice President, shall preside as chairman at every general meeting of the Club.
- 14.2. If the President and both Vice Presidents are absent from a general meeting, the members present shall elect one or their number to preside as chairman thereat.

**15. ADJOURNMENT OF GENERAL MEETINGS**

- 15.1. The chairman of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 15.2. Where a meeting is adjourned for 14 days or more, the like notice of the adjourned meeting shall be given as in the case of the original meeting.
- 15.3. Except as provided in the foregoing provisions of this rule, it is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.

**16. DETERMINATION OF QUESTIONS ARISING AT GENERAL MEETING**

A question arising at a general meeting of the Club shall be determined on a show of hands and unless before or on the declaration of the result of the show of hands a poll is demanded, a declaration by the chairman that a resolution has, on a show of hands, been carried, or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the minute book of the Club is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

**17. VOTES**

17.1. Upon any question arising at a general meeting of the Club, a member has one vote only.

17.2. All votes shall be given personally.

17.3. In the case of an equality of voting on a question the chairman of the meeting is entitled to exercise a second or casting vote.

**18. TAKING A POLL**

If at a meeting a poll on any question is demanded it shall be taken at that meeting in such manner as the chairman may direct, and the result of the poll shall be deemed to be the resolution of the meeting on that question.

**19. WHEN POLL TO BE TAKEN**

A poll that is demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith, and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the chairman may direct.

**20. AFFAIRS OF CLUB TO BE MANAGED BY A COMMITTEE**

20.1. The affairs of the Club shall be managed by a committee of management constituted as provided in paragraph 22.

20.2. The committee:

- (a) shall control and manage the business and affairs of the Club;
- (b) may, subject to these rules, exercise all such powers and functions as may be exercised by the Club, other than those powers and functions that are required by these rules to be exercised by general meetings of members of the Club; and
- (c) subject to the Act and these rules, has power to perform all such acts and things as appear to the committee to be essential for the proper management of the business and affairs of the Club.

**21. OFFICERS OF THE CLUB**

21.1. The officers of the Club shall be:

- (a) President;
- (b) Two Vice Presidents;
- (c) Treasurer;
- (d) Secretary; and
- (e) Public Officer

- 21.2. One of the Vice Presidents shall be known as the Senior Vice President.
- 21.3. The provisions of sub paragraphs 23.2, 23.3 and 23.4 so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in sub paragraph 21.1.
- 21.4. Each officer of the Club shall hold office until the annual general meeting next after the date of his election but is eligible for re-election.
- 21.5. In the event of a casual vacancy in any office mentioned in sub paragraph 21.1, the committee may appoint one of its members to the vacant office, and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of his appointment.

## **22. CONSTITUTION OF THE COMMITTEE**

- 22.1. The committee shall consist of:
- (a) the officers of the Club; and
  - (b) two other members, all of whom shall be elected at the annual general meeting of the Club in each year.
- 22.2. Each ordinary committeeman shall, subject to these rules, hold office until the annual general meeting next after the date of his election, but is eligible for re-election.
- 22.3. In the event of a casual vacancy occurring in the office of ordinary committeemen, the committee may appoint a member of the Club to fill the vacancy, and the member so appointed shall hold office, subject to these rules until the conclusion of the annual general meeting next following the date of his appointment.

## **23. ELECTION OF MEMBERS OF COMMITTEE**

- 23.1. Nominations of candidates for election as officers of the Club or as ordinary committeemen:
- (a) shall be made in writing signed by two members of the Club and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and

- (b) shall be delivered to the public officer of the Club at least 10 days before the date fixed for the holding of the annual general meeting.
- 23.2. If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
  - 23.3. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
  - 23.4. If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
  - 23.5. The ballot for the election of officers and ordinary committeemen shall be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

## **24. VACATION OF OFFICE**

For the purposes of these rules, the office of an officer of the Club or of an ordinary committeeman becomes vacant if the officer or committeeman:

- (a) dies;
- (b) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his creditors, or makes any assignment of his estate for their benefit;
- (c) becomes of unsound mind;
- (d) resigns his office by writing under his hand addressed to the committee;
- (e) ceases to be resident in the State;
- (f) fails, without leave granted by the committee, to attend 3 consecutive meetings of the committee;
- (g) ceases to be a member of the Club; or
- (h) fails to pay all arrears of subscription due by him within 14 days after he has received a notice in writing signed by the public officer stating that he has ceased to be a financial member of the Club.

## **25. MEETINGS OF THE COMMITTEE AND OF SUB-COMMITTEES**

- 25.1. The committee shall meet at such place and at such times as the committee may determine.
- 25.2. Special meetings of the committee may be convened by the President, or any 4 of its members.

- 25.3. Notice shall be given to members of the committee of any special meeting, specifying the general nature of the business to be transacted.
- 25.4. Any 4 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- 25.5. No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting, in which case it lapses.
- 25.6. At meetings of the committee:
- (a) the President, or in his absence the Senior Vice President, or in the absence of both the President and Senior Vice President, the other Vice President; or
  - (b) if the President and the two Vice Presidents are absent, such one of the remaining members of the committee as may be chosen by the members present, shall preside.
- 25.7. Questions arising at meetings of the committee or of any sub-committee appointed by the committee shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting made determine.
- 25.8. Each member present at a meeting of the committee or of any sub-committee appointed by the Club (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 25.9. Written notice of each committee meeting shall be served on each member of the committee by delivering it to him at a reasonable time before the meeting or by sending it by post in a pre-paid letter addressed to him as his usual or last known place of abode in time to reach him in due course of post before the date of the meeting.

## **26. DISCLOSURE OF INTEREST IN CONTRACTS ETC.**

- 26.1. A member of the committee who is interested in any contract or arrangement made or proposed to be made with the Club shall disclose his interest at the first meeting of the committee at which the contract or arrangement is first taken into consideration, if his interest then exists, or, in any other case, at the first meeting of the committee after the acquisition of his interest.
- 26.2. If a member of the committee becomes interested in a contract or arrangement after it is made or entered into he shall disclose his interest at the first meeting of the committee after he becomes so interested.
- 26.3. No member of the committee shall vote as a member of the committee in respect of any contract or arrangement in which he is interested and if he does so vote his vote shall not be counted.

**27. EXECUTIVE COMMITTEE.**

The President, the Vice Presidents, the Treasurer and the Secretary constitute an executive committee, which may issue instructions to the public officer and the servants of the Club in matters of urgency connected with the management of the affairs of the Club during the intervals between meetings of the committee, and where any such instructions are issued shall report thereon to the next meeting of the committee.

**28. EXPULSION OF MEMBERS**

28.1. Subject to this rule, the committee may expel a member from the Club if, in the opinion of the committee the member has been guilty of conduct detrimental to the interests of the Club.

28.2. The expulsion of a member pursuant to sub paragraph 28.1 does not take effect:

- (a) until the expiration of 14 days after the service on the member of a notice under sub paragraph 28.3; or
- (b) if the member exercises his right of appeal under this rule, until the conclusion of the special general meeting convened to hear the appeal, whichever is the later date.

28.3. Where the committee expels a member from the Club the public officer of the Club shall, without undue delay, cause to be served on the member a notice in writing:

- (a) stating that the committee has expelled the member;
- (b) specifying the grounds for the expulsion; and
- (c) informing the member that if he so desires he may, within 14 days after the service of the notice on him, appeal against the expulsion as provided in this rule.

28.4. A member on whom a notice under sub paragraph 28.3 is served may appeal against the expulsion to a special general meeting by delivering or sending by post to the public officer of the Club within demanding the convening of such a meeting for the purposes of hearing his appeal.

28.5. Upon receipt of a requisition under sub paragraph 28.4 the public officer shall forthwith notify the committee of its receipt and the committee shall thereupon cause a special general meeting to be held within 21 days after the date on which the requisition is received by the public officer.

28.6. At a special general meeting convened for the purpose of this rule:

- (a) no business other than the question of the expulsion shall be transacted;

- (b) the committee may place before the meeting details of the grounds of the expulsion and the committee's reasons for the expulsion;
- (c) the expelled member shall be given an opportunity to be heard; and
- (d) the members present shall vote by secret ballot on the question whether the expulsion should be lifted or confirmed.

28.7. If at the special general meeting a majority of the members present vote in favour of the lifting of the expulsion, the expulsion shall be deemed to have been lifted and the expelled member is entitled to continue his membership of the Club.

28.8. If at the special general meeting a majority of the members present vote in favour of the confirmation of the expulsion, the expulsion takes effect, and the expelled member ceases to be a member of the Club.

## **29. DISPUTES**

29.1. Subject to this, a dispute between a member of the Club in his capacity as a member, and the Club shall be determined by arbitration in accordance with the provisions of the Commercial Arbitration Act 1986.

29.2. Nothing in this affects the operation or effect of paragraph 28.

## **30. RACING**

Club racing shall be under the control of the Racing Sub-Committee and conducted in accordance with the Racing Rules of the Club.

## **31. SEAL OF THE CLUB**

31.1. The seal of the Club shall be in the form of a rubber stamp, inscribed with the name of the club encircling the word "Seal".

31.2. The seal of the Club shall not be affixed to any instrument except by the authority of the committee, and the affixing thereof shall be attested by the signatures either of two members of the committee or of one member of the committee and of the public officer of the Club or such other person as the committee may appoint for that purpose, and that attestation is sufficient for all purpose that the seal was affixed by authority of the committee.

31.3. The seal shall remain in the custody of the public officer.