

The Constitution of Victorian Cycling Inc.



As adopted by State Council, on 3 November 2010.

INDEX

Article		PAGE
Part 1 - Introductory		
1.	Name	4
2.	Definitions	4
3.	Statement of Purposes	5
4.	Membership of other organisations	6
Part 2 - Membership		
5.	Classes of Membership	6
6.	Qualification for Membership	7
7.	Membership, entry fees and subscription	7
8.	Life Members	9
9.	Ceasing membership	9
10.	Entitled members.....	9
11.	Unfinancial Member	9
Part 3 - Annual General Meeting		
12.	Annual General Meeting	10
13.	Special general meetings	11
14.	Special business	11
15.	Notice of Annual General Meetings	11
16.	Quorum at Annual General Meetings	11
17.	Presiding at general meetings	12
18.	Adjournment of meetings	12
19.	Voting at Annual General Meetings	13
20.	Poll at Annual General Meetings	13
21.	Manner of determining whether resolution carried	13
Part 4 - The Board of Management		
22.	Board of Management	14
23.	Office holders	16
24.	Election of Board members	16
25.	Removal of Board member	18
26.	Vacancies	18
27.	Meetings of the Board	19
27A	Virtual Board Meetings.....	19
28.	Notice of Board meetings	20
29.	Quorum for Board meetings	20
30.	Presiding at Board meetings	20
31.	Voting at Board meetings	20
32.	Executive	21
33.	Function of the Executive	21
Part 5 - The State Council		
34.	State Council	22
35.	Functions of State Council	23
36.	Special State Council	23
36A	Virtual State Council Meetings.....	24

Part 6 - Finance and Administration

37.	Minutes of Meetings	25
38.	Affiliation, Capitation and Licence fees	25
39.	Funds	25
40.	Interpretation of the Rules	26
41.	Distribution of Assets.	26
42.	Distribution of Profit	26
43.	By-Laws	27
44.	Public officer	27
45.	Association register and other documents	27
46.	Cheques	27
47.	Transfer of Financial Records.....	28
48.	Seal	28
49.	Notice to members	28
50.	Winding up	28
51.	Custody and inspection of books and records	29
52.	Changes to the Rules	30

Part 7 - Discipline and Dispute Resolutions

53.	Disputes and mediation	31
54.	Disciplinary and Appeal Committee	32
55.	Discipline, Suspension & Expulsion of Members	34

Part 8 - Transitional and Saving Provisions ... 36

Rules of the Association Victorian Cycling Incorporated

PART 1 – INTRODUCTORY

1. Name

The name of the incorporated association is Victorian Cycling Incorporated (in this Constitution called “the Association”).

2. Definitions

In this Constitution, By-Laws, Technical Regulations and Annexures, unless the contrary intention appears-

“**ACF**” means the **Australian Cycling Federation Incorporated**;

“**Act**” means the **Associations Incorporation Act 1981**;

“**Association**” means the Association as incorporated under the Act;

“**Affiliate**” means the Association as incorporated under the Act;

“**Board**” means the Board of Management of the Association;

“**Club**” means a cycling club with at least ten financial members, the rules of which require each of its officers and members to be an Individual or Life Member of the Association;

“**State Council**” means the State Council established by clause 34;

“**Delegate**” means an Individual Member appointed from time to time by a Member Club to represent that Club at the Annual General Meeting of the Association or at the State Council;

“**Entitled Member**” means a member of a kind specified in clause 10;

“**Executive**” means the Executive Committee;

“**financial**” in reference to a member means a member who or which is not unfinancial within the meaning of clause 11;

“financial year” means the year ending on 30 June;

“general meeting” means a general meeting of members convened in accordance with clause 15.

“Life Member” means a Life Member of the Association;

“Member” means a member of the Association;

“ordinary member of the Board” means a member of the Board who is not an officer of the Association under sub-clause 23.1;

“Representative” means a person appointed by the Board or Executive to represent the Association as an Official or Competitor;

“Rules” means the Constitution, By-Laws, Technical Regulations and Annexures;

“Sport” means the sport of cycling in all forms;

“UCI” means Union Cycliste Internationale;

“prescribed” means determined by the Board and approved by the Council from time to time;

“Regulations” means regulations under the Act;

“relevant documents” has the same meaning as in the Act.

3. Statement of purposes

3.1 The purposes of the Association are:

- (a) To provide leadership for the effective development and management of cycle racing in Victoria from grass roots to elite levels.
- (b) To promote, encourage, foster, develop, extend, govern, and control the Sport in Victoria.
- (c) To co-ordinate, encourage, assist and support the legitimate activities of Clubs and Affiliates and their co-operation with each other.

- (d) To promote, organise and conduct Victorian Championships, competitions and other events pertaining to the sport as may from time to time be expedient.
- (e) To select, support and sponsor representative teams for any purposes associated with cycling.
- (f) To act as a disciplinary and adjudicating body in respect to all matters pertaining to cycling and cyclists in Victoria.
- (g) To select and support representatives for National and International competitions.

3.2 The property and income of the Association shall be applied solely towards the promotion of these purposes. No part of that property or income may be paid or otherwise distributed, directly or indirectly, to Members except in good faith in the promotion of these purposes.

4. Membership of other organisations

The Association shall be a member of the Australian Cycling Federation, the Victorian Olympic Council, the Victorian Commonwealth Games Association and such other organisations as the Board may determine from time to time.

PART 2 - MEMBERSHIP

5. Classes of membership

There shall be the following classes of membership of the Association:

- (a) Member Clubs;
- (b) Individual Members;
- (c) Life Members; and
- (d) Affiliates.

6. Qualification for membership

- 6.1 A body can only apply to be a Member Club if it is a Club with at least 10 financial members whose constitution or rules are consistent with Rules.
- 6.2 A natural person who is licensed by Cycling Australia and is a financial member of a Club which is a Member Club shall be an Individual Member.
- 6.3 A body can only apply to become an Affiliate if its constitution or rules are consistent with this Constitution and any Rules made under it and its objects and purposes include activities which support or encourage the Sport.

7. Membership, entry fees and subscription

- 7.1 A body which applies and is approved for membership as provided in this Constitution is eligible to be a member of the Association on payment of the entrance fee and annual subscription payable under this Constitution.
- 7.2 A body who or which was not a member of the Association at the time of the incorporation of the Association (or who or which was a member at that time but has since ceased to be a member) must not be admitted to membership unless-
 - (a) it applies for membership in accordance with sub-clause 7.3; and
 - (b) the admission as a member is approved by the Board.
- 7.3 An application for membership of the Association must-
 - (a) be made in writing in the form approved from time to time by the Board;
 - (b) contain or be accompanied by all the information specified for the purpose by the Board from time to time;
 - (c) specify the class of membership for which application is being made; and
 - (d) be lodged with the Public Officer of the Association.
- 7.4 As soon as practicable after the receipt of an application, the Public Officer must refer the application to the Board.

- 7.5 The Board must determine whether to approve, approve the application subject to conditions or requirements or reject the application.
- 7.6 If the Board approves an application for membership, the Public Officer must, as soon as practicable-
- (a) notify the applicant in writing of the approval for membership and of any conditions or requirements to which it is subject; and
 - (b) request payment within 28 days after receipt of the notification of the sum payable under this Constitution as the entrance fee and the first year's annual subscription.
- 7.7 The Public Officer must, within 28 days after receipt of the amounts referred to in sub-clause 7.6, enter the applicant's name in the register of members.
- 7.8 An applicant for membership becomes a member and is entitled to exercise the rights of membership incidental to his her or its class of membership when his or her or its name is entered in the register of members.
- 7.9 If the Board rejects an application, the Board must, as soon as practicable, notify the applicant in writing that the application has been rejected. The Board is not required to give any reason for the rejection.
- 7.10 A right, privilege, or obligation of a person by reason of membership of the Association-
- (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon the cessation of membership whether by death or resignation or otherwise.
- 7.11 The entrance fee for each class of membership is the amount determined by the Board from time to time.
- 7.12 The annual subscription for each class of membership is the amount determined by the Board from time to time and is payable in advance on or before 1 January in each year.

8. Life Members

- 8.1. The Association may elect Life Members at the Annual General Meeting following a recommendation from the Board.
- 8.2. If, after determination of the Disciplinary and Appeals Committee, a Life Member of the Association is found guilty of conduct unbecoming a member or conduct prejudicial to the interests of the Association, the Association, in General Meeting may, if passed by special resolution, remove the member's Life Membership.

9. Ceasing membership

- 9.1 A member of the Association who has paid all moneys due and payable by a member to the Association and who is not subject to any pending disciplinary proceeding under the Rules may resign from the Association by giving one month's notice in writing to the Public Officer of his or her or its intention to resign.
- 9.2 After the expiry of the period referred to in sub-clause 9.1-
 - (a) the member ceases to be a member; and
 - (b) the Public Officer must record in the register of members the date on which the member ceased to be a member.

10. Entitled members

- 10.1 Notwithstanding anything else contained in this Constitution, but subject to clauses 24.6 and 52.1, the only members of the Association entitled to vote at the annual general meeting of the Association or at the State Council are:
 - (a) Member Clubs; and
 - (b) Individual Members who then hold office as a member of the Board.
- 10.2 A Member Club may only exercise its vote by appointing, in the manner determined by the Board from time to time, a delegate who must be a financial member of the Association.

10.3 A delegate must exercise his or her delegated vote in person.

11. Unfinancial Member

11.1 A Member shall be deemed to be unfinancial when he, she or it has not paid a properly levied charge or fee by the due date.

11.2 When such charge or fee remains unpaid for a further 30 days after the due date, the membership of the unfinancial Member may be suspended by the Board.

11.3 An unfinancial Member shall not be entitled to vote or attend any meeting of the Association.

11.4 An unfinancial Member Club shall not be entitled to appoint a delegate to represent it at any meeting of the Association.

11.5 Where a Member has been unfinancial for five years, the completion of a new membership application is required.

PART 3 – ANNUAL GENERAL MEETINGS

12. Annual general meetings

12.1 The Annual General Meeting of the Association shall be held on a date falling within the first two complete weeks of November in each year

12.2 The ordinary business of the annual general meeting shall be-

(a) registration of Delegates;

(b) apologies;

(c) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and

(d) to receive from the Board reports upon the transactions of the Association during the last preceding financial year; and

(e) to elect members of the Board; and

(f) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.

12.3 The annual general meeting may conduct any special business of which notice has been given in accordance with this Constitution.

13. Special general meetings

13.1 In addition to the annual general meeting all other general meetings held in the same year shall be held as State Council meetings.

14. Special business

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the rules as ordinary business of the annual general meeting, is deemed to be special business.

15. Notice of annual general meetings

15.1 The Public Officer, at least 30 days before the date fixed for holding an annual general meeting of the Association, must cause to be sent to each Member Club, Life Member and Affiliate, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.

15.2 Notice may be sent –

(a) by prepaid post to the address appearing in the register of members; or

(b) if the entitled member requests, by facsimile transmission or electronic transmission.

15.3 No business other than that set out in the notice convening the meeting may be conducted at the meeting.

15.4 An entitled member intending to bring any business before a meeting must, on or before 30 September, notify in writing, or by electronic transmission, the Public Officer of that business, who must include that business in the notice calling the next general meeting.

16. Quorum at Annual General Meetings

- 16.1 No item of business may be conducted at an Annual General Meeting unless a quorum of entitled members is present at the time when the meeting is considering that item.
- 16.2 Twelve entitled members and/or delegates personally present constitute a quorum for the conduct of the business of an Annual General Meeting.
- 16.3 If, within half an hour after the appointed time for the commencement of an Annual General Meeting, a quorum is not present-
- (a) in the case of a meeting convened upon the request of entitled members - the meeting must be dissolved; and
 - (b) in any other case - the meeting shall stand adjourned to the same day in 2 weeks time at the same time and place and in the event of a quorum not being present within half an hour minutes after the time laid down for the commencement of the that meeting, the meeting shall lapse.

17. Presiding at general meetings

- 17.1 The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each general meeting of the Association.
- 17.2 If the President and the Vice-President are absent from an Annual General Meeting, or are unable to preside, the entitled members and/or delegates present must select one of their number to preside as Chairperson.

18. Adjournment of meetings

- 18.1 The person presiding may, with the consent of a majority of entitled members and/or delegates present at the meeting, adjourn the meeting from time to time and place to place.
- 18.2 No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.

18.3 If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with clause 15. Except as provided in this sub-clause, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

19. Voting at Annual General Meetings

19.1 Upon any question arising at an Annual General Meeting of the Association, an entitled member or delegate has one vote only.

19.2 All votes must be given personally.

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

19.4 A member is not entitled to vote at an Annual General Meeting unless all moneys due and payable by the member to the Association have been paid.

20. Poll at Annual General Meetings

20.1 If at a meeting a poll on any question is demanded by not less than three entitled members and/or delegates, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

20.2 A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

21. Manner of determining whether resolution carried

21.1 If a question arising at an Annual General Meeting of the Association is determined on a show of hands-

(a) a declaration by the Chairperson that a resolution has been-

(i) carried; or

(ii) carried unanimously; or

- (iii) carried by a particular majority; or
 - (iv) lost; and
- (b) an entry to that effect in the minute book of the Association-
- is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

PART 4 – THE BOARD OF MANAGEMENT

22. Board of Management

22.1 The affairs of the Association shall be managed by the Board of management.

22.2 The Board-

- (a) shall control and manage the business and affairs of the Association; and
- (b) may, subject to this Constitution, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by this Constitution to be exercised by general meetings of the entitled members of the Association or by the State Council; and
- (c) subject to this Constitution, the Act and the Regulations, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association.

22.3 Without prejudice to the general nature of clause 22.1, the functions of the Board are to:

- (a) determine policy and direction of the organisation;
- (b) authorise expenditure exceeding \$5,000;
- (c) appoint and be accountable for Board portfolios and all positions provided for in these Rules;
- (d) appoint and be accountable for all sub committees;

- (e) appoint and be accountable for the Chief Executive Officer and for all other paid staff of the organisation;
- (f) determine fees;
- (g) appoint the Executive; and
- (h) appoint suitable representatives for meetings of the ACF, Victorian Olympic Council, Victorian Commonwealth Games Association and any other organisation at which the Association is required to be represented.

22.4 Without prejudice to the general nature of clause 22.1, the Board may:

- (a) purchase, transfer, sell, assign, mortgage, lease, hire or exchange land, equipment, plant, furniture, furnishings or any other property;
- (b) borrow or raise funds or grant debentures over the property of the Association;
- (c) collect subscriptions, fees and other charges upon or from affiliated Club and other Affiliates;
- (d) invest and deal with moneys of the Association;
- (e) utilise the services of any person or organisation;
- (f) create any Sub-Committees;
- (g) delegate to other Committees any matter for decision, action, control, negotiation, investigation or report;
- (h) establish Trust Funds;
- (i) make, vary, repeal or rescind any Technical Regulations and/or By-Laws to this Constitution, provided they are not inconsistent with this Constitution;
- (j) approve and impose affiliation fees and other charges required for the purpose of funding its activities and obligations.

22.5 Subject to section 23 of the Act, the Board shall consist of-

- (a) nine elected members each of whom shall be elected at the annual general meeting of the Association; and
- (b) up to three co-opted members co-opted by the Board because the Board considers that their co-option would further the purposes of the Association.

23. Office holders

23.1 The officers of the Association shall be-

- (a) a President;
- (b) a Vice-President; and
- (c) a Director of Finance.

23.2 At the first meeting of the Board following the annual election for elected Board members, the Board shall appoint the office holders referred to in sub-clause 23.1 and one other member of the Board to be on the Executive from among the then members of the Board.

23.3 If an office referred in sub-clause 23.1 falls vacant, the Board may appoint one of their number to fill that office for the balance of the term of the vacant office.

24. Election of Board members

24.1 Nominations of candidates for election as a member of the Board must be –

- (a) made on or before 1 September in each year in the form approved for the purpose by the Board from time to time;
- (b) moved and seconded by an entitled member; and
- (c) accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
- (d) delivered to the Public Officer of the Association not less than 60 days before the date fixed for the holding of the annual general meeting.

24.2 A person shall not be eligible for nomination for election to the Board if he or she:

- (a) has been disqualified by a properly constituted disciplinary committee for a period longer than five years whether or not that period of disqualification has expired; or
 - (b) an insolvent under administration within the meaning of the Corporations Act;
 - (c) is less than eighteen years of age; or
 - (d) is not a financial Individual Member or has not been a financial Individual Member for at least two years as at the day nominations close.
- 24.3 If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.
- 24.4 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.
- 24.5 If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- 24.6 Subject to clause 24.7, the ballot for the election of elected members of the Board shall be by delegates in attendance at the Annual General Meeting and by Member Clubs lodging a postal vote to arrive at the offices of the Association no later than 4 pm on the day of the Annual General Meeting. Member Clubs wishing to vote by post shall request in writing on their club letter head signed by the Secretary or President of that Club, a ballot paper, no later than 7 days before the Annual General Meeting. The CEO shall cause a numbered ballot paper, in a form determined by the Board, to be sent to the club within 3 working days from the receipt of a request for a ballot paper.
- 24.7 If at a ballot conducted under clause 24.6, less than 12 Club Members cast a vote by post or through their delegate, the ballot shall be void and the members of the Board as at the date of nomination for that ballot shall continue in office until the next Annual General Meeting of the Association and a period of one year shall be added to each Board members term for the purpose of clause 24.8.

24.8 All Board positions are for a three year term on a rolling basis. One third of the members and any casual vacancy are to be elected every year.

25. Removal of Board member

25.1 State Council, by a two thirds vote, may remove any member of the Board before the expiration of the member's term of office, upon the member being found after due process, guilty of conduct unbecoming a member or conduct prejudicial to the interests of the Association and may appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.

25.2 The procedure for the removal from office shall be as is prescribed, but in any event must accord with the rules of natural justice.

26. Vacancies

26.1 The office of an officer of the Association, or of an ordinary member of the Board, becomes vacant if the officer or member –

(a) ceases to be a member of the Association;

(b) becomes an insolvent under administration within the meaning of the Corporations Act;

(c) is removed under clause 25;

(d) fails to attend, without leave of the Board, three meetings of the Board in any twelve month period; or

(e) resigns from office by notice in writing given to the Public Officer.

26.2 In the event of a casual vacancy occurring in the office of an ordinary member of the Board, the Board may appoint a member of the Association to fill the vacancy and the member appointed shall hold office, subject to this Constitution, for a term determined by the Board but no longer than to the conclusion of the annual general meeting next following the date of the appointment

27. Meetings of the Board

27.1 The Board must meet at least once every calendar month at such place and such times as the Board may determine.

27.2 Special meetings of the Board may be convened by the President or by any 4 members of the Board.

27A. Virtual Board Meetings

27A.1 A 'Virtual Board Meeting':

- (a) is a meeting held without all Board Members being physically present; and
- (b) if conducted in Accordance with this Constitution, is a Board meeting.

27A.2 Approved technology

- (a) A Virtual Board Meeting may be conducted using any real-time (or nearly real-time) communications technology that is approved by a majority of Board Members for the purpose.
- (b) An approval under clause 27A.2(a) stands until withdrawn.
- (c) A Board Member may withdraw approval by providing notice to the President a reasonable period prior to the meeting.

27A.3 This Constitution applies to a Virtual Board Meeting as far as feasible.

27A.4 A Board Member may not disconnect from the Virtual Board Meeting without reasonable notice to the person presiding at the meeting and a Board Member shall be conclusively presumed to have been present at all times during such a meeting until such notice is given.

27A.5 A minute of the proceedings of a Virtual Board Meeting is sufficient evidence of such proceeding and of the observance of all necessary formalities if certified as correct by the person presiding at the meeting.

28. Notice of Board meetings

- 28.1 Written notice of each Board meeting must be given to each member of the Board at least 2 business days before the date of the meeting.
- 28.2 Written notice must be given to members of the Board of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

29. Quorum for Board meetings

- 29.1 Any 5 members of the Board constitute a quorum for the conduct of the business of a meeting of the Board.
- 29.2 No business may be conducted unless a quorum is present.
- 29.3 If within half an hour of the time appointed for the meeting a quorum is not present-
 - (a) in the case of a special meeting - the meeting lapses;
 - (b) in any other case - the meeting shall stand adjourned to the same place and the same time and day in the following week.
- 29.4 The Board may act notwithstanding any vacancy on the Board.

30. Presiding at Board meetings

- 30.1 At meetings of the Board-
 - (a) the President or, in the President's absence, the Vice-President presides; or
 - (b) if the President and the Vice-President are absent, or are unable to preside, the members present must choose one of their number to preside.

31. Voting at Board meetings

- 31.1 Questions arising at a meeting of the Board, or at a meeting of any sub-committee appointed by the Board, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.

- 31.2 Each member present at a meeting of the Board, or at a meeting of any sub-Board appointed by the Board (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.
- 31.3 Any person(s) may be invited by the Board to attend meetings and express views on any matter, but they shall not be entitled to vote.
- 31.4 The business shall be:
- (a) registration of attendees;
 - (b) apologies;
 - (c) to confirm minutes of previous Board meeting;
 - (d) to receive reports from the Executive;
 - (e) to receive reports from other committees;
 - (f) correspondence;
 - (g) general business;
 - (h) date and time of next meeting.

32. Executive

- 32.1 There shall be an executive of the Board consisting of the President, Vice President, Director of Finance and 1 member of the Board appointed by the Board.
- 32.2 A quorum for all Executive meetings shall be three.
- 32.3 The Executive is fully accountable to the Board and report directly to the Board.

33. Functions of the Executive

- 33.1 The Executive shall be directed by the Board to control and manage the business affairs of the Association.

33.2 The general functions of the Executive are to be responsible and accountable for the day to day running of the Association. In particular, the Executive should recommend to the Board the:

- (a) allocation of portfolios;
- (b) appointment of sub-committees; and
- (c) appointment of paid staff.

PART 5 – THE STATE COUNCIL

34. State Council

34.1 There shall be a State Council comprised of the entitled members.

34.2 The President, and in his or her absence the Vice President, shall be the Chair of the State Council who has a casting vote when voting is deadlocked.

34.3 The Chief Executive Officer has the responsibility to:

- (a) ensure minutes are prepared and distributed;
- (b) receive and present correspondence to State Council meetings;
- (c) prepare agendas; and
- (d) provide a communication flow between the Board, Clubs and Affiliates.

34.4 All members are entitled to attend State Council Meetings but only entitled members may vote.

34.5 A quorum for all State Council meetings shall be twelve entitled members and/or delegates.

34.6 No business shall be transacted at any meeting unless a quorum of members is present at the time when the meeting is due to proceed to business.

34.7 In the event of a quorum not being present 30 minutes after the time laid down for the commencement of the meeting, the meeting will shall stand adjourned to the same day in 2 weeks time at the same time and place and in the event of a

quorum not being present 30 minutes after the time laid down for the commencement of the that meeting, the meeting shall lapse.

34.8 Unless the State Council resolves otherwise, the State Council Meetings shall be held at 7.30 pm in February, May, August and November.

34.9 The business shall be:

- (a) registration of delegates;
- (b) apologies;
- (c) to confirm the minutes of previous State Council meetings;
- (d) to receive Board reports;
- (e) to receive reports from the committees;
- (f) general business;
- (g) date time and location of next meeting.

35. Functions of the State Council

The general function of the State Council is to:

- (a) represent the views of the Member Clubs;
- (b) to fulfil the functions prescribed by the Constitution;
- (c) review reports from the Board and Committees; and
- (d) review and offer improvements in policy and direction issues.

36. Special State Council

36.1 The Board must, on the request in writing of entitled members representing not less than 10 per cent of the total number of entitled members, convene a special State Council.

36.2 The request for a special State Council must –

- (a) state the objects of the meeting; and
- (b) be signed by the entitled members requesting the meeting; and
- (c) be sent to the registered address of the Association.

36.3 If the Board does not cause a special State Council to be held within one month after the date on which the request is sent to the address of the Public Officer, the entitled members making the request, or any of them, may convene a special State Council to be held not later than 1 month after that date.

36.4 If a special State Council is convened by entitled members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the Board and all reasonable expenses incurred in convening the special State Council must be refunded by the Association to the persons incurring the expenses.

36A. Virtual State Council meetings

36A.1 A 'Virtual State Council meeting':

- (a) is a State Council meeting held without all Entitled Members being physically present; and
- (d) if conducted in accordance with this Constitution, is a State Council meeting.

36A.2 Approved technology

- (a) A Virtual State Council meeting may be conducted using any real-time (or nearly real-time) communications technology that is approved by the Board from time to time.

36A.3 This Constitution applies to a Virtual State Council meeting as far as feasible.

36A.4 An Entitled Member may not disconnect from the Virtual State Council meeting without reasonable notice to the person presiding at the meeting and an

Entitled Member shall be conclusively presumed to have been present at all times during such a meeting until such notice is given.

36A.5 A minute of the proceedings of a Virtual State Council meeting is sufficient evidence of such proceeding and of the observance of all necessary formalities if certified as correct by the person presiding at the meeting.

PART 6 – FINANCE AND ADMINISTRATION

37. Minutes of meetings

The Public Officer of the Association must maintain a record of the resolutions and proceedings of each general meeting, State Council meeting and each Board meeting, together with a record of the names of persons present at Board meetings.

38. Affiliation, Capitation and Licence Fees

- 38.1 Membership and other fees will be set from time to time by the Board.
- 38.2 Membership and Affiliation fees for Clubs Members and Affiliates shall become payable on the 1st of January each year.
- 38.3 ACF licence fees and Association fees will fall due for payment upon the anniversary of the licence, or as determined by the ACF.
- 38.4 Any special levies properly imposed by the ACF or the Association shall be payable by all members, in addition to any other fees.

39. Funds

- 39.1 The Director of Finance of the Association must-
 - (a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and
 - (b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

39.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the Board.

39.3 The funds of the Association shall be derived from entrance fees, annual subscriptions, donations, income derived from business conducted under a trading name and such other sources as the Board determines.

40. Interpretation of the Rules

In the event of any question as to the correct interpretation of any Rule, such questions shall be resolved by the Board.

41. Distribution of Assets

41.1 In the event of the Association being dissolved, the amount that remains after such dissolution and satisfaction of all debts and liabilities (“the remainder”) shall be transferred to the ACF provided that at the time of such transfer the ACF’s purposes are not carried on for profit or gain of its Individual Members and that the remainder be used to further the purposes of the Association.

41.2 In any other event the remainder shall be transferred to any association with similar purposes which is not carried on for the profit or gain of its Individual Members.

42. Distribution of Profit

42.1 No asset, profit or income of the Association derived from the conduct of race meetings or otherwise shall be distributed amongst the members. This rule shall not prevent:

- (a) payment to a Member to reimburse expenses necessarily incurred in the performance of their duties; or
- (b) remuneration or provision of profit to a Member who performs services which he or she would have been entitled to if not a Member.

43. By-Laws

By-Laws may prescribe matters that are necessary or convenient for carrying out or giving effect to this Constitution.

44. Public Officer

Unless the Board directs to the contrary, the Chief Executive Officer shall be the Public Officer of the Association.

45. Association Register and other documents

45.1 The Public Officer must keep and maintain a register of members containing-

- (a) the name and address of each member;
- (b) the membership class to which each member belongs;
- (c) any conditions or requirements to which the member's membership is subject; and
- (d) the date on which each member's name was entered in the register.

45.2 The register is available for inspection free of charge by any member upon the giving of two clear working days notice to the Public Officer.

45.3 A member may make a copy of entries in the register.

45.4 The Public Officer shall keep or cause to be kept any books, documents or securities of the Association.

46. Cheques

The signatories to the Association accounts shall be the President, Director of Finance and Vice-President (or other individual(s) appointed by the Board). Two signatures are required on any cheque form of withdrawal application.

47. Transfer Of Financial Records

When a vacancy occurs with the position of Director of Finance, an examination of the Associations financial affairs shall take place. The transfer of financial records to the new Director of Finance shall be facilitated by the Association's Auditor.

48. Seal

48.1 The common seal of the Association must be kept in the custody of the Public Officer.

48.2 The common seal must not be affixed to any instrument except by the authority of the Board and the affixing of the common seal must be attested by the signatures either of two members of the Board or, of one member of the Board and of the public officer of the Association.

49. Notice to members

49.1 Except for the requirement in clause 15, any notice that is required to be given to a member, by on behalf of the Association, under this Constitution may be given by-

- (a) delivering the notice to the member personally;
- (b) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
- (c) electronic transmission.

49.2 Any notice required to be served upon the Association shall be deemed to be served if either delivered or forwarded by registered post to the registered office of the Association.

50. Winding up

In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association must be disposed of in accordance with the provisions of the Act.

51. Custody and inspection of books and records

- 51.1 Except as otherwise provided in this Constitution, the Public Officer must keep in his or her custody or under his or her control all books, documents and securities of the Association.
- 51.2 All accounts, book, and other relevant documents of the Association may be made available for inspection by a member of the Association upon written request, unless the requested material is deemed, by resolution of the Board to be of a commercial-in-confidence or sensitive nature or in breach of any legislation including privacy legislation. The requested material to be provided within a reasonable time from the initial written request.
- 51.3 In the event that the Board makes a determination under 51.2 that the requested material is deemed to be of a commercial-in-confidence or sensitive nature or in breach of any legislation including privacy legislation then:
- (a) The Board must, within 7 days of the decision, give notice of the decision, in writing, to the member of the Association who made the request;
 - (b) The notice given under 51.3(a) must include the grounds on which the decision has been made;
 - (c) The member who requested the material may appeal the determination made by the Board by communicating to the Board, in writing, the grounds on which such an appeal is made. Any appeal shall be determined in a manner decided by the Board from time to time.
- 51.4 A member of the Association may obtain a copy of any account, book or other relevant document which has been provided for inspection in accordance with 51.2 provided that the member agrees to pay any out of pocket expenses incurred by the Association as a result of the provision of such copies.

52.Changes to the Rules

52.1. This Constitution and the statement of purposes of the Association must not be altered except in accordance with the Act.

52.2. Changes to the Constitution:

(a) A proposal to add to, delete from, amend or alter the Constitution can only be initiated by:

(ii) a recommendation from the Board; or

(iii) having a petition signed by 6 Member Clubs.

(b) Any such addition, deletion, amendment or alteration may be effected only by a vote of 75% majority of votes cast by delegates in attendance at a meeting of State Council.

(c) A motion to add, delete amend or alter the Constitution may be voted on at any State Council Meeting.

(d) All Board recommendations or petitions as referred to in sub-clause 52.1(a) to add to, delete from, amend or alter the Constitution must lodged in writing at the office of the Association and sent to each Member Club at least 45 days prior to the State Council Meeting at which the recommendation or petition will be considered.

52.3. Changes to the By-Laws and Technical Regulations:

(a) Any addition, deletion, amendment or alteration to the By-Laws may be effected by a two thirds majority vote of the Council.

(b) Any addition, deletion, amendment or alteration to the Technical Regulations may be effected by a majority vote of the Board.

52.4. Changes to ACF Rules and Technical Regulations:

52.5. When advice is received by the Association that the ACF has approved a new rule or an amendment to the ACF Technical Regulations, the Board may adopt the new rule or amendment at the next Board meeting. A majority vote at that

meeting shall be sufficient for the new rule or amendment to be adopted by the Association.

52.6. The provisions for trading and for winding up contained in the rules shall not be altered without the consent of the Minister.

52.7. For sub-clauses 52.3 and 52.4 a show of hands is sufficient.

PART 7 – DISCIPLINE AND DISPUTE RESOLUTION

53. Disputes and mediation

53.1 The grievance procedure set out in this rule applies to disputes under this Constitution between-

- (a) a member and another member; or
- (b) a member and the Association.

53.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

53.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

53.4 The mediator must be-

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement:
 - (i) in the case of a dispute between a member and another member, a person appointed by the Board of the Association; or
 - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

- 53.5 A member of the Association can be a mediator.
- 53.6 The mediator cannot be a member who is a party to the dispute.
- 53.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 53.8 The mediator, in conducting the mediation, must-
- (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 53.9 The mediator must not determine the dispute.
- 53.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

54 Disciplinary and Appeal Committee

- 54.1 The Disciplinary and Appeal Committee (“the Committee”), may be constituted as required from time to time, and shall comprise:
- (a) A Barrister or solicitor, appointed by the Board, who will be Chair of the Committee; and
 - (b) Two other individuals, as selected by the Chair of the Committee.
- 54.2 When selecting an individual under 54.1(b), the Chair may select an individual who is not a member of the Association if they determine that the individual possesses the skills or expertise necessary or appropriate to hear and determine a specific matter.

- 54.3 A member of the Association may register their interest in selection to the Committee under 54.1(b) by completing a registration of interest form and submitting this to the appropriate person within the Association.
- 54.4 The Committee may hear and determine the following matters:
- (a) Disputes between a member and a Board Member in respect of a matter concerning the Association;
 - (b) Matters referred to it by the Board;
 - (c) An appeal by a member in relation to a racing infringement or penalty incurred at an Association event in accordance with and allowed by the By-laws;
 - (d) A matter relating to the member code of conduct or parent code of conduct.
- 54.5 A member wishing to bring a matter before the Committee must submit a written outline of the matter to the General Manager of the Association including
- (a) Which category of 54.3 the matter falls within;
 - (b) The grounds on which the matter is based;
 - (c) Details of the decision (if any) the matter relates to;
 - (d) A general summary of the evidence relied upon in relation to the matter;
 - (e) The outcome that the person raising the matter seeks.
- 54.6 In respect of a matter falling within the provisions of either 54.4(a), (c) or (d), the General Manager must notify the Chair of the Committee, or if there is no standing Chair of the Committee, the Board, who must then appoint a Chair of the Committee and refer the matter to them.
- 54.7 In respect of any matter not falling within the provisions of either 54.4 (a), (c) or (d), the General Manager must refer the matter to the Board for consideration. The Board must, within 14 days of receipt of the matter either:

- (a) Refer the matter to the Committee; or
- (b) Notify the member that the request has not been referred.

54.8 A quorum of the Committee shall be three.

54.9 A member of the Association who brings a matter before the Committee will be required to pay a fee of \$500.00 prior to the matter being heard by the Committee. This sum will be refunded to the member concerned unless the Committee determines that the matter brought by the member is frivolous or vexatious.

54.10 The Committee shall, so far as practicable, hear and determine such matters referred to it within fourteen days of the matter being referred.

54.11 An appeal against the decision of the Committee may be brought by any member adversely affected by any decision of the Committee to the appropriately constituted appeal body of the Australian Cycling Federation whose decision shall be final.

55 Discipline, Suspension & Expulsion of Members

55.1 Subject to this Constitution, if the Board is of the opinion that a member has refused or neglected to comply with these Rules, the By-laws and regulations made thereunder or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association, the Board, the Disciplinary and Appeal Tribunal and any person or body to whom any disciplinary matter is referred pursuant to clause 55.2 of this Constitution, may:

- (a) fine that member; and/or
- (b) suspend that member from membership of the Association or from competition for a specified period;
- (c) expel that member from the Association.

55.2 The Board, in its sole discretion, may refer for investigation or determination, either under the procedures set down in the By-Laws or by such other procedure and/or persons as the Board considers appropriate, any allegation

(which in the opinion of the Board is not vexatious, trifling or frivolous) by a complainant (whether a member or not) that a member has:

- (a) breached, failed, refused or neglected to comply with a provision of the Rules or a resolution or determination of the Board; or
- (b) acted in a manner unbecoming of a member or prejudicial to the Objects and the interests of the Association and/or cycling; or
- (c) prejudiced the Association or cycling or brought the Association or cycling into disrepute.

55.3 All members (“defendant”) will be subject to, and submit unreservedly to the jurisdiction, procedures, penalties and appeal mechanism of the Association whether under the By-Laws or under this Constitution.

55.4 During investigatory or disciplinary proceedings under this clause a defendant may continue to participate in cycling, pending the determination of such proceedings (including any appeal) unless the Board decides such continued participation is inappropriate having regard to the allegation.

55.5 A Member has the right of appeal against a decision of:

- (a) The Board;
- (b) The Executive Committee;
- (c) State Council;
- (d) A Club, or a tribunal of a Club;
- (e) An Affiliate; or
- (f) An Appeal Board within the Association;
- (g) The Returning Officer;

- to such body or persons as provided by the Rules of the Association and otherwise to the Disciplinary and Appeal Committee according to its Constitution and By-laws.

55.6 When an appellant has exhausted all avenues of appeal within the Association, a final appeal may be lodged with the ACF Appeal Committee.

55.7 The Board shall accept the decision of the ACF Appeal Committee.

PART 8 – TRANSITIONAL AND SAVING PROVISIONS

56 At the 2006 Annual General Meeting five Board members shall be elected of whom the two with the highest vote shall be elected for 3 years and the three with the next highest vote shall be elected for 2 years.

57 At the 2007 Annual General Meeting four Board members shall be elected of whom the three with the highest vote shall be elected for 3 years and the other for 2 years.

58 Notwithstanding anything in this Constitution, a Club which is a Member Club as at the date of the Annual General Meeting of the Association in 2006, may retain its status as a Member Club and appoint delegates until the day prior to the Annual General Meeting of the Association in 2009 even if, between those dates its number of financial members falls below ten.

59 Notwithstanding any amendment to the Rules from time to time, any other Rule (other than a provision of the Rules the subject of the amendment), shall continue to have full force and effect until it is added to, deleted, amended or altered in accordance with the Rules as in force immediately after that amendment.

60 This Part is repealed and shall have no effect on and from the day of the Annual General Meeting of the Association in 2009.