

~~Rules for associations incorporated under the  
Associations Incorporation Act, 1984 as modified for~~  
**MWCC CONSTITUTION**

Updated ~~June 2022~~ December 2020

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# Part 1 Preliminary

## Manly Warringah **Cycling** Club Charter

“ To be a racing and social cycling club that promotes all aspects of cycling across Manly and the Northern Beaches of Sydney”.

The name of the organisation is Manly Warringah Cycling Club Inc. All members must abide by the rules of the **NSW Cycling Federation** Governing Body

~~All members must abide by the Police and Traffic Laws as per the RTA Road Users Handbook~~

### 4 **1** Definitions

(1) ~~In these rules:~~ (1) In this constitution:

**Commissioner** ~~means the Commissioner of the Office of Fair Trading~~

**the Act** ~~means the Associations Incorporation Act 1984~~ 2009 (NSW).

**Club** ~~means Manly Warringah Cycling Club~~ (MWCC) Inc. (ABN 87 598 379 896)

**Committee** ~~means the committee of the Club, comprising the Office Bearers and Ordinary Committee Members~~

**Communication** ~~means any information communicated in letter form, email, or published on the club website~~

**Governing Body** ~~means AusCycling Limited (ABN 70 644 149 351) or other body or bodies with which the Club affiliates from time to time~~

**Life Member** ~~means~~ a member who has provided ~~exceplary~~exemplary services to the ~~club~~Club

**MWCC** ~~means Manly Warringah Cycling Club Inc. (ABN 87 598 379 896)~~

**Office Bearer** ~~means~~ President, Vice President, Secretary and Treasurer

**Ordinary Committee Member** ~~means a member of the ~~club~~Committee who is not an Office-Bearer of the Club, ~~as referred to in rule 14(2)~~~~

**the Regulation** ~~means the Associations Incorporation Regulation 1999~~ 2016.

**Ssecretary** ~~means:~~

(a) (a) \_\_\_\_\_ the person holding office under ~~these rules~~this constitution as secretary of the ~~club~~Club, or

(b) (b) \_\_\_\_\_ if no ~~such~~ person holds that office — the public officer of the ~~club~~Club.

**Sspecial Ggeneral Mmeeting** ~~means a general meeting of the ~~club~~Club other than an annual general meeting.~~

(2) ~~In these rules~~ this constitution:

- (c) ~~(a)~~ (a) a reference ~~to a~~ function ~~includes a~~ reference ~~to a~~ power, authority and duty, and
  - (d) ~~(b)~~ (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (2) ~~(3)~~ (3) The provisions of the *Interpretation Act 1987* apply to and in respect of ~~these rules~~ this constitution in the same manner as those provisions would so apply if ~~these rules~~ this constitution were an instrument made under the Act.

## Part 2 Membership

### 2 Membership ~~qualifications~~generally

(1) A person is ~~qualified~~eligible to be a member of the ~~club~~Club if, ~~but only if:~~

(a) ~~the person is (a person referred to in section 15(1) (a), (b) or (c) of the Act and has not ceased to be a member of the club at any time after incorporation of the club under the Act,~~

~~or~~

(a) ~~the person is a natural person, and who has been nominated for membership of the club as provided by rule 3,~~

(b) ~~the person has applied and who has been approved for membership of the club by the committee of the club~~Club in accordance with clause 3

### 3 Application-Nomination for membership

~~A nomination of (1)~~ An application by a person for membership of the ~~club~~Club:

(a) ~~must be made by a member of the club in writing on (including by email or other electronic means, if the committee so determines) in the current Cycling Australia membership form available on determined by the Cycling Australia web site, committee, or made through a Governing Body~~

~~and~~

(b) ~~must be lodged (including by electronic means, if the committee so determines) with the secretary of the club~~Club.

(2) ~~As soon as practicable and after receiving an application for membership and the receipt of the relevant fees, the secretary must: refer the application to the committee, which is to determine whether to approve or to reject the application.~~

(3) ~~As soon as practicable after the committee makes that determination, the secretary may notify the nominee, applicant in writing, (including by email or other electronic means, if the committee so determines) that the committee approved or rejected the nomination application (whichever is applicable), and,~~

~~the~~(4) The secretary must, on payment by the nominee applicant of the amounts referred to in clause (2), subclause (3) (b) within the period referred to in that provision, enter the nominee's or cause to be entered the applicant's name in the register of members and, on the name being so entered, the nominee applicant becomes a member of the club.Club

(5) ~~All Life Members have the equivalent of a non-competitive membership to Cycling Australia the Club paid for by MWCC. All Life Members are accorded the same rights and privileges as ordinary members~~

### 4 Cessation of membership

A person ceases to be a member of the ~~club~~Club if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the ~~e~~Club
- (d) Remains un-financial for three months after the ~~after 30 days~~
- ~~(e) fails to pay the~~ membership fee under clause 8 ~~(2) within 3 months after the~~ fee is due, or
- ~~(ef)~~ Transfers from the club.

## 5 Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of the ~~e~~Club:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

## 6 Resignation of membership

- ~~(3)~~ (1) A member of the ~~club is not entitled to resign that membership except in~~ accordance with this rule.
- ~~(4)~~ A member of the ~~club who has paid all amounts payable by the member to the~~ club in respect of the member's membership ~~Club~~ may resign from membership of the ~~e~~Club by first giving to the secretary written notice of at least ~~one~~ 1 month (or ~~such any~~ other period as that the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- ~~(5)~~ (2) If a member of the ~~e~~Club ceases to be a member under ~~clause~~ (2 subclause (1)), and in every other case where a member ceases to hold membership, the secretary must make or cause to be made, an appropriate entry in the register of members recording the date on which the member ceased to be a member.
- ~~(6)~~ (3) No fees are refunded upon resignation, transfer or expulsion from the ~~e~~Club.

## 2 7 Register of members

- ~~(4)~~ (1) The ~~public officer of the club~~ secretary must establish and maintain, or cause to be established and maintained, a register of members of the ~~e~~Club (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a member of the ~~e~~Club together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales:
  - (a) at the ~~principal place~~ main premises ~~of administration of the Club, or~~
  - (b) if the ~~club and Club has no premises, at the Club's official address.~~
- ~~(3)~~ The register of members must be open for inspection, free of charge, by any member of the ~~e~~Club at any reasonable hour.

- (4) A member of the ~~e~~Club may obtain a copy of any part of the register on payment ~~upon request. This is of a fee of not more than \$1 for each page copied,~~ subject to ~~the current~~ privacy and other relevant legislation ~~and the club may not be able to provide requested.~~
- (2) (5) ~~If a member requests that any information without the affected members prior written consent~~ contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
- (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Club or other material relating to the Club, or
- (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (7) If the register of members is kept in electronic form:
- (a) it must be convertible into hard copy, and
- (b) the requirements in subclauses (2) and (3) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

## **8 Fees and subscriptions**

- (1) A member of the ~~e~~Club must, on admission to membership, pay to the ~~e~~Club a fee of an amount as determined by the committee.
- (2) In addition to any amount payable by the member under ~~e~~clause ~~subclause~~ (1), a member of the ~~e~~Club must pay to the ~~e~~Club an annual membership fee of an amount as determined by the committee. ~~Membership fees are set a minimum of \$10 above the Australian Cycling Federation for each grade, and may be increased at the discretion of the Committee~~

## **9 Members' liabilities**

The liability of a member of the ~~e~~Club to contribute towards the payment of the debts and liabilities of the ~~e~~Club or the costs, charges and expenses of the winding up of the ~~e~~Club is limited to the amount, if any, unpaid by the member in respect of membership of the ~~e~~Club as required by ~~rule~~ clause 8.

## **10 Resolution of *internal* disputes**

- (1) A dispute between ~~members~~ a member and another member (in their capacity as members) of the ~~e~~club, and ~~disputes~~ Club are to be referred to the Committee for resolution.
- (2) A dispute between a member or members and the ~~e~~club, Club are to be referred ~~the committee for resolution~~ to a Community Justice Centre for mediation under the Community Justice Centres Act 1983.



~~(3) Should a member want to appeal the committee's decision, then this must be to a general meeting of the club~~

- (3) If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- (4) The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

## 11 Disciplining of members

- (1) A complaint may be made to the committee by any person that a member of the ~~e~~Club:
  - (a) has ~~persistently~~ refused or neglected to comply with a provision or provisions of ~~these rules~~this constitution, or
  - (b) has ~~persistently and~~ wilfully acted in a manner prejudicial to the interests of the ~~e~~Club.

~~Upon receiving such~~(2) The committee may refuse to deal with a complaint, if it considers the complaint to be trivial or vexatious in nature.

~~(3) If the committee decides to deal with the complaint, the committee:~~

- ~~(a)~~ (a) must cause notice of the complaint to be served on the member concerned, and
  - ~~(b)~~ (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
  - ~~(c)~~ (c) must take into consideration any submissions made by the member in connection with the complaint.
- ~~(3)~~ (4) The committee may, by resolution, expel the member from the ~~e~~Club or suspend the member from membership of the ~~e~~Club if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
  - ~~(4)~~ (5) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the ~~member's~~member's right of appeal under ~~rule~~clause 12.
  - ~~(5)~~ (6) The expulsion or suspension does not take effect:
    - ~~(a)~~ (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
    - (b) if within that period the member exercises the right of appeal, unless and until the ~~e~~Club confirms the resolution under ~~rule~~clause 12~~(5)~~,  
whichever is the latter.

## 12 Right of appeal of disciplined member

- (1) A member may appeal to the ~~e~~Club in general meeting against a resolution of the committee under ~~rule~~clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.

- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under ~~clause~~subclause (1), the secretary must notify the committee, which is to convene a general meeting of the ~~club~~Club to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the ~~club~~Club convened under ~~clause~~subclause (3):
  - (a) no business other than the question of the appeal is to be transacted, and
  - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
    - ~~(4) If at the general meeting the club passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.~~
- (5) The appeal is to be determined by a simple majority of votes cast by members of the Club. In the event that the votes are even, the Club President shall have the casting vote.

## Part 3 The Committee

### 13 Powers of the ~~C~~Committee

~~The committee is to be called the committee of management of the club and, subject~~(1) ~~Subject~~ to the Act, the Regulation, this constitution and ~~these rules~~ and ~~to~~ any resolution passed by the ~~club~~Club in general meeting; ~~the Committee:~~

- (a) is to control and manage the affairs of the ~~club~~Club, and
- (b) may exercise all ~~such~~the functions ~~as~~that may be exercised by the ~~club~~Club, other than those functions that are required by ~~these rules~~this constitution to be exercised by a general meeting of members of the ~~club~~Club, and
- (c) has power to perform all ~~such~~the acts and do all ~~such~~things ~~as~~that appear to the committee to be necessary or desirable for the proper management of the affairs of the ~~club~~Club.

(2) Without limiting anything within Cl. 13(1), the ~~C~~Committee to section 21 of the Act;

- (a) may affiliate the Club with one or more Governing Body or other organisation
- (b) in the event that the ~~C~~Committee affiliates with more than one Governing Body or other organisation, has the power to determine which rules of those organisations, insofar as they apply to the affairs of the Club and its members, shall have precedence.

### 14 ~~Constitution and membership~~Composition and membership of ~~C~~Committee

(1) The ~~C~~Committee is to consist of:

- (a) the ~~O~~office ~~B~~-bearers of the ~~club~~Club, and
- (b) at least 3 ~~e~~Ordinary ~~C~~Committee ~~M~~members,

each of whom is to be elected at the annual general meeting of the ~~club~~Club under ~~rule~~clause 15.

**Note.** Section 28 of the Act contains further requirements concerning eligibility for membership and composition of the committee.

(2) The total number of ~~C~~Committee members is to be 7.

(3) The Office ~~-~~Bearers of the Club are as follows:

- (a) the president,
- (b) the vice-president,
- (c) the treasurer,
- (d) the secretary.

(4) A Committee member may hold up to 2 offices (other than both the offices of president and vice-president).

(5) There is no maximum number of consecutive terms for which a Committee member may hold office.

~~(6) Each member of the Committee is, subject to ~~these rules~~this constitution, to hold office until immediately before the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election. the election of Committee members at the annual general meeting next following the date of the member's election, and is eligible for re-election,~~

~~(4)~~

~~In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the club to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.~~

## 15 Election of Committee members

- (1) Nominations of candidates for election as Office ~~-b~~Bearers of the elubClub or as Ordinary ~~members of the c~~Committee Members:
  - (a) must be made in writing, signed by 2 members of the elubClub and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
  - (b) must be delivered to the secretary of the elubClub at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of Office ~~-b~~Bearers and ordinary Committee members of the committee is to be conducted at the annual general meeting in such any usual and proper manner ~~as that~~ the committee ~~may direct~~directs.
- (7) A person nominated as a candidate for election as an Office ~~-b~~Bearer or as an Ordinary Committee Member of the Club must be a member of the Club.
- (8) For the purposes of subclause (1):
  - (a) nominations and consents may be in electronic form, and
  - (b) a signature may be transmitted and lodged by electronic means.

## 16 Secretary

~~the (1)~~ The secretary of the ~~e~~lubClub must, as soon as practicable after being appointed as secretary, lodge notice with the elubClub of his or her address.

- (2) It is the duty of the secretary to keep minutes (whether in written or electronic form) of:
- (a) all appointments of office-bearers and members of the committee, and
  - (b) the names of members of the committee present at a committee meeting or a general meeting, and
  - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (4) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (3).

## **17 Treasurer**

It is the duty of the treasurer of the eClubClub to ensure:

- (a) that all money due to the eClubClub is collected and received and that all payments authorised by the eClubClub are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the eClubClub, including full details of all receipts and expenditure connected with the activities of the eClubClub.

## **18 Casual vacancies**

~~For the purposes of these rules, a(1)~~ In the event of a casual vacancy occurring in the membership of the committee, the Committee may appoint a member of the Club to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.

- (2) A casual vacancy in the office of a member of the committee occurs if the member:
- (a) dies, or
  - (b) ceases to be a member of the eClubClub, or
  - (c) is or becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
  - (d) resigns office by notice in writing given to the secretary, or
  - (e) is removed from office under ruleclause 19, or
  - (f) becomes a mentally incapacitated person, or
  - (g) is absent without the consent of the committee from ~~all~~3 consecutive meetings of the committee ~~held during a period of 6~~, or
  - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
  - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth.

## **19 Removal of ~~member~~Committee members**

- (1) The ~~club~~Club in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in ~~clause~~subclause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the ~~club~~Club, the secretary or the president may send a copy of the representations to each member of the ~~club~~Club or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## **20 Committee meetings and quorum**

- (1) The ~~C~~committee must meet at least 3 times in each period of 12 months at ~~such~~the place and time ~~as~~that the committee may determine.
  - (2) Additional meetings of the ~~C~~committee may be convened by the president or by any member of the ~~C~~committee.
  - (3) Oral or written notice of a meeting of the ~~C~~committee must be given by the secretary to each member of the ~~C~~committee at least 48 hours (or ~~such~~any other period ~~as many~~that may be unanimously agreed on by the members of the ~~C~~committee) before the time appointed for the holding of the meeting.
  - (4) Notice of a meeting given under ~~clause~~subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the ~~C~~committee members present at the meeting unanimously agree to treat as urgent business.
  - (5) Any 3 members of the ~~C~~committee constitute a quorum for the transaction of the business of a meeting of the ~~C~~committee.
  - (6) No business is to be transacted by the ~~C~~committee 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 is to stand adjourned to the same place and at the same hour of the same day in the following week.
  - (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- ~~(5) Meetings can either be in person, online or by teleconference.~~
- ~~(6) When deemed appropriate, a circular resolution may be used by the club committee for formal approval of items. The same method (majority with the chair with a deciding vote if required) will apply, and the resolution is~~

~~deemed accepted or rejected based upon the majority of committee members email responses being received.~~

- (7) ~~(8)~~ At a meeting of the Ccommittee:
- ~~(a)~~ (a) the president or, in the president's absence, the vice-president is to preside, or
  - ~~(b)~~ (b) if the president and the vice-president are absent or unwilling to act, ~~such~~ one of the remaining members of the Ccommittee ~~as may be~~ chosen by the members present at the meeting is to preside.

## **21 Appointment of Club members as Ccommittee members to constitute quorum**

- (1) If at any time the number of Ccommittee members is less than the number required to constitute a quorum for a Ccommittee meeting, the existing Ccommittee members may appoint a sufficient number of members of the Club as Ccommittee members to enable the quorum to be constituted.
- (2) A member of the Ccommittee so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (3) This clause does not apply to the filling of a casual vacancy to which clause 18 applies.

## **22 Use of technology at Ccommittee meetings**

- (1) A committee meeting may be held at 2 or more venues using any technology approved by the Ccommittee that gives each of the Ccommittee's members a reasonable opportunity to participate.
- (2) A Ccommittee member who participates in a Ccommittee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

## 23 Delegation by Ccommittee to sub-committee

- (1) The Ccommittee may, by instrument in writing, delegate to one or more sub-committees (consisting of ~~such~~the member or members of the ~~club as~~Club that the Ccommittee thinks fit) the exercise of ~~such~~any of the functions of the committee ~~as~~that are specified in the instrument, other than:
  - (a) this power of delegation, and
  - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this ~~rule~~clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this ~~section~~clause may be made subject to ~~such~~any conditions or limitations as to the exercise of any function, or as to time or circumstances, ~~as~~that may be specified in the instrument of delegation.
- (4) Despite any delegation under this ~~rule~~clause, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this ~~rule~~clause has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The Ccommittee may, by instrument in writing, revoke wholly or in part any delegation under this ~~rule~~clause.
- (7) A sub-committee may meet and adjourn, as it thinks proper.

## 24 Voting and decisions

- (1) Questions arising at a meeting of the Ccommittee or of any sub-committee appointed by the Ccommittee are to be determined by a majority of the votes of members of the Ccommittee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the Ccommittee or of any sub-committee appointed by the Ccommittee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to ~~rule~~clause 20 (5), the Ccommittee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Ccommittee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Ccommittee or sub-committee.



## Part 4 General meetings

### 25 Annual general meetings - holding of

~~(1) With the exception of the first annual general meeting of the club, the club must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the club, convene an annual general meeting of its members.~~

~~(2) The AGM is held in November each year.~~

(1) The Club must hold its annual general meetings:

- (a) within 6 months after the close of the Club's financial year, or
- (b) within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.

### 26 Annual general meetings - calling of and business at

- (1) The annual general meeting of the ~~club~~Club is, subject to the Act and to ~~rule 23~~clause 25, to be convened on ~~such~~the date and at ~~such~~the place and time ~~as~~that the ~~C~~ommittee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
  - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
  - (b) to receive from the committee reports on the activities of the ~~club~~Club during the last preceding financial year,
  - (c) to elect office-bearers of the ~~club~~Club and Ordinary ~~members of the C~~ommittee Members,
  - (d) to receive and consider ~~the any financial~~ statement ~~which is or report~~ required to be submitted to members under ~~section 26(6)~~ of the Act.
- (3) An annual general meeting must be specified as ~~such~~that type of meeting in the notice convening it.

### 27 Special general meetings - calling of

- (1) The ~~C~~ommittee may, whenever it thinks fit, convene a special general meeting of the ~~club~~Club.
- (2) The ~~C~~ommittee must, on the requisition ~~in writing~~ of at least 5 per cent of the total number of members, convene a special general meeting of the ~~club~~Club.
- (3) A requisition of members for a special general meeting:
  - (a) must be in writing, and
  - (b) must state the purpose or purposes of the meeting, and
  - (c) must be signed by the members making the requisition, and
  - (d) must be lodged with the secretary, and

- (e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the ~~C~~committee fails to convene a special general meeting to be held within 1 month after ~~that~~the date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in ~~clauses~~subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee ~~and any member who consequently incurs expenses is entitled to be reimbursed by the club for any expense so incurred.~~
- (6) For the purposes of subclause (3):
- (a) a requisition may be in electronic form, and
- (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

## **28 Notice**

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the ~~club~~Club, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the ~~club~~Club, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.

~~cause notice to be given to each member specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.~~

Note. A special resolution must be passed in accordance with section 39 of the Act.

- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 26 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

## **29 ProcedureQuorum for general meetings**

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under ~~these rules~~this constitution to vote is present during the time the meeting is considering that item.
- (2) Five members present ~~in person~~ (being members entitled under ~~these rules~~this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - (a) if convened on the requisition of members—is to be dissolved, and
  - (b) in any other case—is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) ~~is~~are to constitute a quorum.

## **30 Presiding member**

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the ~~eClub~~Club.
- (2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

## **31 Adjournment**

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the ~~eClub~~Club

stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

- (3) Except as provided in ~~clauses~~subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

## 32 Making of decisions

- (1) A question arising at a general meeting of the ~~club~~Club is to be determined ~~on~~  
by:
- ~~(a) a show of hands and, unless before or on, if the declaration meeting is one to which clause 37 applies, any appropriate corresponding method that the committee may determine, or~~
- ~~(b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.~~
- ~~(2) If the question is to be determined by a show of hands—a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or 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.~~
- ~~(9) At a general meeting of the club, a poll may be demanded by the chairperson or by at least 3 members present in person or by proxy at the meeting.~~
- ~~(10) If a poll is demanded at a general meeting, the poll must be taken;~~
- ~~(a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or~~
- ~~(b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs,~~
- ~~and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.~~
- (3) Subclause (2) applies to a method determined by the committee under subclause (1) (a) in the same way as it applies to a show of hands.
- (4) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

## 33 Special resolutions

~~A resolution of the club is a special resolution~~

- ~~(b) if it is passed by a majority which comprises at least three quarters of such members of the club as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules, or~~
- ~~(b) where it is made to appear to the Commissioner that it is not practicable for the resolution to be passed in the manner specified in paragraph (a) if the resolution is passed in a manner specified by the Commissioner.~~

(1) A resolution of the Club is passed as a special resolution—

- (a) at a meeting of the Club of which notice has been given to its members no later than 21 days before the date on which the meeting is held, or
- (b) in a postal or electronic ballot conducted by the Club, or
- (c) in such other manner as the Secretary may direct, providing the Secretary is satisfied that, in the circumstances, it is impracticable to require votes to be cast in the manner provided by sub-clause (1) (a) or (b),  
if it is supported by at least three-quarters of the votes cast by members of the Club who, under the Club's constitution, are entitled to vote on the proposed resolution.
- (2) A notice referred to in sub-clause (1) (a) must include the terms of the resolution and a statement to the effect that the resolution is intended to be passed as a special resolution.
- ~~(e) —~~

### 34 Voting

- (1) On any question arising at a general meeting of the ~~e~~Club a member has one vote only.
- ~~(2) All votes must be given personally or by proxy but no member may hold more than 5 proxies.~~
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member ~~or proxy~~ is not entitled to vote at any general meeting of the ~~e~~Club unless all money due and payable by the member ~~or proxy~~ to the ~~e~~Club has been paid ~~other than the amount of the subscription payable in respect of the then current year~~
- ~~(4) (4) A member is not entitled to vote at any general meeting of the Club if the member is under 18 years of age.~~

### 35 Proxy votes

- (1) Each member is ~~to be~~ entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) A member may hold no more than five proxies.
- (3) The notice appointing the proxy is to be in the form set out in Appendix 21 to ~~these rules.~~this constitution.

### 36 Postal or electronic ballots

- (1) The Club may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal (other than an appeal under clause 12).

(2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

### **37 Use of technology at general meetings**

(1) A general meeting may be held at 2 or more venues using any technology approved by the Cœommittee that gives each of the Club’s members a reasonable opportunity to participate.

(2) A member of the Club who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

## Part 5 Miscellaneous

### 38 Insurance

The ~~eclubClub~~ may effect and maintain insurance ~~as per Section 44 of the act. The club may take additional insurance if deemed to be required.~~

### 39 Funds - source

- (1) The funds of the ~~eclubClub~~ are to be derived from entrance fees and annual subscriptions of members, donations, sponsorships and other fees, subject to any resolution passed by the ~~eclubClub~~ in general meeting ~~or such, any~~ other sources ~~asthat~~ the committee determines.
- (2) All money received by the ~~eclubClub~~ must be deposited as soon as practicable and without deduction to the credit of the ~~eclub'sClub's~~ bank or other authorised deposit-taking institution account.
- (3) The ~~eclubClub~~ must, as soon as practicable after receiving any money, issue an appropriate receipt.

~~(12) The financial year of the Club is 1 December to November 30~~

### 40 Funds - management

- (1) Subject to any resolution passed by the ~~eclubClub~~ in general meeting, the funds of the ~~eclubClub~~ are to be used solely in pursuance of the objects of the ~~eclubClub~~ in ~~suchthe~~ manner ~~asthat~~ the Ccommittee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by ~~any 2 members of the committee or employees of the club, being members or employees authorised to do so by the committee.~~ 2 authorised signatories.
- ~~(3) All race entry money after expenses is to be paid into the Club's General account. 40% of the entry money is to be set aside for future projects.~~
- (3) No club funds are to be used, forwarded or loaned to any individuals for their personal use.
- (4) The treasurer is required to submit monthly reports to the committee
- (6) ~~All race entry money after expenses is to be paid into the Club's General account. 40% of the entry money is to be set aside for future projects~~

## **41 Club is non-profit**

Subject to the Act and the Regulation, the Club must apply its funds and assets solely in pursuance of the objects of the Club and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

**Note.** Section 5 of the Act defines **pecuniary gain** for the purpose of this clause.

**Note.** Section 65 of the Act provides for distribution of surplus property on the winding up of an Association.

## **42 Distribution of property on winding up of Club**

(1) Subject to the Act and the Regulations, in a winding up of the Club, any surplus property of the Club is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.

(2) In this clause, a reference to the surplus property of an Club is a reference to that property of the Club remaining after satisfaction of the debts and liabilities of the Club and the costs, charges and expenses of the winding up of the Club.

## **43 Alterations and objects and rules ~~Change of name, objects and constitution~~**

~~The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the club.~~

An application for registration of a change in the Club's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a Committee member.

## **Common seal**

~~(1) The common seal of the club must be kept in the custody of the public officer.~~

~~(2) The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of 2 members of the committee or of 1 member of the committee and of the public officer or secretary.~~

## **44 Custody of books etc**

Except as otherwise provided by ~~these rules, the public officer must keep in his or her custody or under his or her control~~this constitution, all records, books and other documents relating to the ~~club~~.Club must be kept in New South Wales:

(a) at the main premises of the Club, in the custody of the public officer or a member of the Club (as the Committee determines), or



- (b) if the Club has no premises, at the Club's official address, in the custody of the public officer.

## 45 Inspection of books etc

- (1) The ~~records, books and other~~ following documents ~~of the club~~ must be open to inspection, free of charge, by a member of the ~~club~~ Club at any reasonable hour:
- (a) records, books and other financial documents of the Club,
  - (b) this constitution,
  - (c) minutes of all Committee meetings and general meetings of the Club.
- (2) A member of the Club may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.
- (3) Despite subclauses (1) and (2), the Committee may refuse to permit a member of the Club to inspect or obtain a copy of records of the Club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Club.

## 46 Service of notices

- (1) For the purpose of ~~these rules~~ this constitution, a notice may be served on or given to a person:
- (a) by delivering it to the person personally, or
  - (b) by sending it by pre-paid post to the address of the person, or
  - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of ~~these rules~~ this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
  - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
  - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.
- ~~(d) within 7 days of it being served on the club website~~

## 47 Financial year

The financial year of the Club is 1 December to 30 November.

**3**

~~Racing: Club races Grading: The Point score system for A, B, C and D grade is on a promotion system.~~

~~To move up a grade a rider must accumulate 15 points in a season~~

~~Points are awarded on the following basis~~

~~1st — 6 Points~~

~~2<sup>nd</sup> — 4 points~~

~~3<sup>rd</sup> — 3 points~~

~~The club handicapper has will determine gradings for all club members~~

# Appendix 1

(Rule 35 (~~3-1~~))

## Appendix 2

(Rule 3 (1))

**FORM OF APPOINTMENT OF PROXY**

I,.....of

.....

(full name) \_\_\_\_\_(address)

being a member of Manly Warringah ~~Cycle club~~Cycling Club-

, hereby appoint—..... of

.....

(full name of proxy) (address)

being a member of Manly Warringah ~~Cycle club~~Cycling Club, as my proxy to vote for me on my behalf at the general meeting of the MWCC (annual general meeting or special general meeting, as the case may be) to be held on the

.....day of.....

(month and year)

and at any adjournment of that meeting.

\* My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

\* to be inserted if desired.

.....

.....

Signature of member appointing proxy

Date.....

.....

NOTE: A proxy vote may not be given to a person who is not a member of MWCC

.....

# MWCC Club Rules

## Rider behaviour

1. Any member who in the opinion of the committee has during an official race or training session behaved in a manner prejudicial to the sport will be dealt with by the Committee, which decision is final.