

SOUTHERN VALES CYCLING CLUB INCORPORATED
AN ASSOCIATION INCORPORATED IN SOUTH AUSTRALIA
ASSOCIATION NUMBER
A12307

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1. Name

The name of the incorporated association is the **Southern Vales Cycling Club Incorporated**, referred to herein as '**the Association**'.

2. Definitions

'**Affiliated Body**' means such body that the Association affiliates with

'**Affiliated Body Delegate**' means an Association representative to an Affiliated Body

'**Committee**' means the Committee of management of the Association

'**Executive**' means the President, Vice President, Secretary, Treasurer, Public Officer and Handicapper of the Committee of management of the Association

'**General Meeting**' means a General Meeting of Members of the Association convened in accordance with these rules

'**Member**' means a financial member of the Association

'**Masters Rider**' means a rider having achieved an age that will be defined as needed by the Association

'**Special Resolution**' means a special resolution defined in the Act

'**The Act**' means the Associations Incorporation Act 1985 or any Act which supersedes or replaces it

3. Objects and purposes of the Association

The objects and purposes of the Association are:

- (i) To foster and conduct cycle racing for Masters Riders who are Members and, from time to time, for other affiliated Masters Riders in the state of South Australia in a healthy atmosphere of competitive endeavour.
- (ii) To establish and encourage an environment of friendship and social contact amongst Members.
- (iii) To organise any function for the purpose of raising funds under the auspices of the Association to aid any worthy cause.

4. Affiliations

The Association may affiliate with any body in order to fulfil the objects and purposes of the Association.

5. Powers of the Association

The Association shall have all the powers conferred by section 25 of the Act to further the objects and purposes of the Association except that the Association will not have the power to borrow money or give security for the discharge of liabilities incurred by the Association.

6. Membership

6.1 Ordinary Members

Other than as provided for in rules 6.5. and 6.6 below, any person who, having achieved Masters age as defined by the Association, supports the objects and purposes of the Association, agrees to be bound by its rules and who applies for membership using the Association's application form,

must be proposed by one Member and seconded by another Member. In consideration of the aforementioned application and any other information the Committee deems relevant, a determination of the applicant's suitability will be made by the Committee. Upon payment of the annual subscription fees (see 6.4 below), the suitable applicant shall become a Member of the Association.

In subsequent years, renewal within three months of the due date for annual subscription fees for membership of the Association may be made via the Association's website, but rule 6.4.3 applies.

6.2 Life Members

- 6.2.1 Life membership may be bestowed upon a Member at an Annual General Meeting of the Association on the decision of a majority of the Members present.
- 6.2.2 Not more than one Member may be elected as a Life Member at an Annual General Meeting.
- 6.2.3 Nominations for Life membership may be made in writing to the Association by any Member at least four weeks prior to the Annual General Meeting.
- 6.2.4 A nominee for Life membership shall be a Member who has given exceptional service in promoting the objects and purposes of the Association for a continuous period of not less than ten years.

6.3 Rights of Members

All Members shall have full voting rights

6.4 Subscriptions

- 6.4.1 Subscription fees for membership shall be such sum, if any, as determined from time to time by Members upon the recommendation of the Treasurer at an Annual General Meeting.
- 6.4.2 Subscription fees shall be payable annually at a time as determined by the Committee.
- 6.4.3 Any Member whose subscription fees are outstanding after the due date for payment shall cease to be a Member, provided always that the Committee may reinstate such a person's membership on such terms as it thinks fit.
- 6.4.4 Life Members shall have free Association membership with full Association rights.

6.5 Resignations

A Member may resign from membership of the Association by giving written notice to the Secretary of the Association.

6.6 Expulsion of a Member

- 6.6.1 Subject to giving a Member an opportunity to be heard by the Committee or to make a written submission to the Committee, the Committee may resolve to penalise or expel a Member upon a charge of conduct detrimental to the interests or character of the Association.
- 6.6.2 Particulars of the charge shall be communicated to the Member at least four weeks before the meeting of the Committee at which the matter will be determined.
- 6.6.3 The determination of the Committee shall be communicated to the Member, and in the event of an adverse determination, the Member shall have any penalty upheld or shall, subject to rules 6.6.4 and 6.6.5, cease to be a Member 14 days after the Committee has communicated its determination to the Member.
- 6.6.4 It shall be open to the Member to appeal any penalty or the expulsion to the Association at a Committee Meeting. The intention to appeal must be communicated to the Secretary of the Association within 14 days after the determination of the Committee has been communicated to the Member.

6.6.5 In the event of an appeal under rule 6.6.4 above, any penalty shall be held in abeyance or the appellant's membership of the Association shall not be terminated unless the determination of the Committee to penalise or expel the Member is upheld by the Members of the Association in General Meeting after the appellant has been heard by the Members of the Association and, in such event, any penalty shall be applied or the appellant's membership shall be terminated at the date of the General Meeting at which the determination of the Committee is upheld.

6.7 Register of Members

6.7.1 A register of Members must be kept and contain:

- (i) the name, postal address, date of birth, email address and telephone or mobile phone number of each Member
- (ii) the date on which each Member was admitted to the Association insofar as existing records allow
- (iii) if applicable and if the online record system allows, the date of and reason(s) for termination of membership if not due to membership lapsing.

6.7.2 The Association is reliant on a Member to advise any change of details and any communication will use the information that has been provided

7. Communication with Members

The Committee may communicate with Members in person or by phone, or by post, electronic mail or mobile phone text message to the appropriate contact appearing in the register of Members (See 6.7).

7.1 Where a notice is sent by post:

- (i) The service is effected by properly addressing, prepaying and posting a letter or packet containing the notice.
- (ii) Unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

7.2 Where a notice is sent by electronic mail or by mobile phone text message:

- (i) The service is effected by properly addressing the notice and sending it to the Member within any required notice period.
- (ii) Unless the contrary is proved, service will be taken to have been effected at the time at which the electronic mail or by mobile phone text message was sent.

8. The Committee

8.1 Powers and duties

8.1.1 The affairs of the Association shall be managed and controlled by a Committee which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects and purposes of the Association, and are not by the Act or by these rules required to be done by the Association at a General Meeting.

8.1.2 The Committee shall have the management and control of the funds and other property of the Association.

8.1.3 The Committee may appoint sub-committees for specific purposes as and when deemed appropriate and shall designate the powers of any sub-committee.

- 8.1.4 The Committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the Association on which these rules are silent.
- 8.1.5 The Committee may, after consultation with the Members at a General Meeting, affiliate, or cease to affiliate, the Association with any body it deems appropriate to fulfil the objects and purposes of the Association.
- 8.1.6 The Committee shall appoint a Public Officer as required by the Act.
- 8.1.7 The Committee shall appoint any racing officials as may be required for the fulfilment of the Association's objects and purposes.

8.2 Appointment

- 8.2.1 All Committee members shall be Members.
- 8.2.2 The Committee shall comprise:
 - (i) the Executive, being President, Vice President, Secretary, Treasurer, Public Officer and Handicapper
 - (ii) other members as designated and as deemed appropriate by the Committee.
- 8.2.3 A Committee member may be appointed to more than one position on the Committee but any Committee member shall only be entitled to one vote on any question.
- 8.2.4 A Committee member shall be a natural person, must be a Member of the Association, and must be eligible to be a Committee Member as specified in the Act.
- 8.2.5 Casual vacancies on the Committee or any sub-committee may be filled by appointment by the Committee as and when they occur and such a Committee member shall hold office until the next Annual General Meeting of the Association.
- 8.2.6 At each Annual General Meeting, all Committee positions shall be declared vacant and shall be subject to election by the Members present.
 - 8.2.6.1 Members shall not be eligible for election to the office of President until he or she has been a Member for a period of twelve months with the proviso that Members may, at a General Meeting, vote to allow a Member with a lesser period of membership to become eligible
 - 8.2.6.2 Nominees to the Committee shall be proposed by one Member and seconded by another Member.
 - 8.2.6.3 Nominees to the Committee shall advise the Secretary in advance of an Annual General Meeting of their intention to stand and shall comply with 8.2.6.2. If only one person has nominated for a vacant position that person shall be declared elected to the position without the need for a ballot.
 - 8.2.6.4 If no nominee is proposed for a Committee position in advance of the Annual General Meeting, nominations complying with 8.2.6.2 shall be accepted from the Members present at the meeting.
 - 8.2.6.5 If no nominee is proposed for the position of Public Officer, the Committee will appoint a Member to the position as soon as practicable following the Annual General Meeting.

8.3 The President

- 8.3.1 The President is the chairperson of Committee meetings and General Meetings.
- 8.3.2 If the President is unable to fulfil either of the roles in 8.3.1, the Vice President shall undertake the role. If the Vice President is unavailable, another member of the Executive shall undertake the role except as in 10.4.3 below.

8.4 Proceedings of Committee

- 8.4.1 The Committee shall meet together for the dispatch of business as determined by the Committee.

- 8.4.2 A quorum for a meeting of the Committee shall be one half of the members of the Committee.
- 8.4.2.1 No meeting of the Committee shall lapse for want of a quorum but shall be adjourned to a time and place as may be decided.
- 8.4.2.2 In exigent circumstances, three members of the Executive may act on behalf of the Committee provided any decision is unanimous and does not contravene these rules
- 8.4.3 Questions arising at any meeting of the Committee shall be decided by a majority of votes. In the event of equality of votes, the status quo is maintained.
- 8.4.4 A member of the Committee having a direct or indirect pecuniary interest in a contract or proposed contract with the Association must disclose the nature and extent of that interest to the Committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the Committee must disclose the nature and extent of his or her interest in the contract at the next Annual General Meeting of the Association.

8.5 Disqualification of Committee members

The office of a Committee member shall become vacant if a Committee member is:

- (i) Disqualified from being a Committee member by the Act
- (ii) Expelled as a Member under these rules.
- (iii) Permanently incapacitated by ill health to the extent that the member is not able to fulfil his or her duties on the Committee.
- (iv) Absent without apology from more than three meetings in an Association year.

9. The seal

- 9.1 The Association may have a common seal upon which its corporate name shall appear in legible characters.
- 9.2 The seal shall not be used without the express authorisation of the Committee, and every use of the seal shall be recorded in the Minutes the next Committee Meeting of the Association. The affixing of the seal shall be witnessed by any two of the President, Vice President, and Secretary.

10. General meetings

10.1 Annual General Meetings

- 10.1.1 The Committee shall call an Annual General Meeting in accordance with the Act and these rules.
- 10.1.2 The Annual General Meeting shall be held in October or November as determined by the Committee.
- 10.1.3 The order of the business at the meeting shall be:
- (i) Record of numbers of Members present and apologies accepted.
 - (ii) Confirmation of the Minutes of the previous Annual General Meeting and of any Special General Meeting held since that meeting.
 - (iii) Consideration of the President's report, the accounts and the auditor's report on the accounts, and such other reports of the Committee as deemed appropriate by the Committee.
 - (iv) Election of Committee members in accordance with rule 8.2.2.
 - (v) Setting of membership fees.

(vi) Appointment of an auditor.

(vii) Any other business at the discretion of the chairperson requiring consideration by the Association in General Meeting.

10.2 Special General Meetings

10.2.1 The Committee may call a Special General Meeting of the Association at any time.

10.2.2 Upon a requisition in writing to the Secretary of 20 Members or 15% of the total number of Members of the Association, the Committee shall, within one month of the receipt of the requisition, convene a Special General Meeting for the purpose specified in the requisition by giving not less than 14 days' notice of such meeting to Members.

10.2.3 Every requisition for a Special General Meeting shall be signed by the relevant Members and shall state the purpose of the meeting.

10.2.4 If a Special General Meeting is not convened within one month, as required by rule 10.2.2 above, the requisitionists, or at least 50% of their number, may convene a Special General Meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the Committee, and for this purpose the Committee shall ensure that the requisitionists are supplied free of charge with particulars of the Members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.

10.3 Notice of General Meetings

10.3.1 Subject to rule 10.3.2, at least 14 days' notice of any General Meeting shall be given to Members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.

10.3.2 Notice of a meeting at which a Special Resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.

10.4 Proceedings at General Meetings

10.4.1 Twenty Members or 15% of the total number of Members of the Association present personally shall constitute a quorum for the transaction of business at any General Meeting.

10.4.2 If within 30 minutes after the time appointed for the meeting a quorum of Members is not present, a meeting convened upon the requisition of Members shall lapse. In any other case, the meeting shall stand adjourned to a time and place to be determined by the Members at the adjourned meeting and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the Members present shall form a quorum.

10.4.3 If the President is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, rule 8.3.2 applies, in the first instance, then secondly the Members present may appoint one of their own number to be the chairperson of that meeting.

10.5 Voting at General Meetings

10.5.1 Other than as provided for in rule 10.5.2, every Member of the Association has only one vote at a meeting of the Association.

10.5.2 A question for decision at a General Meeting, other than as provided in rule 10.5.6, shall be determined by a majority of Members who vote in person at that meeting and, in the event of equality of vote, the status quo is maintained.

10.5.3 The election of Committee members in accordance with rule 8.2.6 shall be conducted by secret poll.

- 10.5.4 Unless a secret poll is demanded by at least five Members in attendance, a question for decision at a General Meeting other than as provided for in rule 10.5.3 shall be determined by a show of hands.
- 10.5.5 A secret poll for the election of a person presiding or on a question of adjournment shall be taken immediately, but any other secret poll may be conducted at any time before the close of the meeting.
- 10.5.6 A decision to rescind, amend or revise these rules shall be passed by a majority of not less than three-quarters of Members in attendance at a General Meeting.

11. Minutes

- 11.1 Minutes of all proceedings of General Meetings and Committee Meetings of the Association shall be recorded in writing within one month after the relevant meeting.
- 11.2 The Minutes kept pursuant to rule 11.1 shall be confirmed by the Members of the Association or the members of the Committee (as relevant) at a subsequent meeting.
- 11.3 The Minutes kept pursuant to rule 11.1 shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the meeting at which the Minutes are confirmed.
- 11.4 Where Minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

12. Dispute resolution

- 12.1 The dispute resolution procedure set out in this rule applies to disputes under these rules between
- (i) a Member and another Member
 - (ii) a Member and the Association.
- 12.2 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.
- 12.3 If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.

13. Financial reporting

13.1 Financial year

The financial year of the Association shall be a period of 12 months commencing on 1 July and ending on 30 June of the following year.

13.2 Accounts to be kept

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

13.3 Accounts and reports to be laid before members

The accounts, together with the auditor's report on the accounts, shall be laid before Members at the Annual General Meeting.

14. Prohibition against securing profits for Members

- (i) The income and capital of the Association, with consideration of 14 (ii) below, shall otherwise be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to Members or their associates except as bona fide remuneration of a Member for services rendered or expenses incurred on behalf of the Association.
- (ii) Race prizes as deemed appropriate by the Committee shall not be prohibited.

15. Winding up

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

16. Application of surplus assets

- 16.1 If after the winding up of the Association there remain surplus assets as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members.
- 16.2 Such organisation or organisations shall be identified and determined by a resolution of Members in General Meeting.

Dated 15 November 2020