

**CONSTITUTION OF BICYCLE TASMANIA INCORPORATED**

# **CONSTITUTION**

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## CONSTITUTION OF BICYCLE TASMANIA INCORPORATED

- 1 The name of the Association shall be Bicycle Tasmania, Incorporated.
- 2 The Headquarters of the Association shall be as determined by the Executive.
- 3 In these rules, and in any Regulations and/or By-Laws made there under, unless otherwise stated:
  - 3.1 "Association" means Bicycle Tasmania, Incorporated.
  - 3.2 "Bicycle User Groups"/ "B.U.G's" are the local branches of Bicycle Tasmania, Incorporated, as established under clause 10 of these rules.
  - 3.3 "Executive" or "Executive Committee" means the Executive Committee of the Association as provided by Clause 6 of these rules.
  - 3.4 "Financial Year" means that period commencing on the first day of January and concluding on the last day of the year.
  - 3.5 "Member" means any person currently listed on the Association's books as a fully paid up subscriber or any person whose subscription has lapsed for a period of no more than six (6) months.
  - 3.6 "Affiliated Body" means any organisation outside of the Association which holds a current subscription to the Association.
  - 3.7 "Delegate" means any official representative of an Affiliated Body in attendance at an Association meeting or making representation to the Association.
  - 3.8 "Office Bearers" means those elected by Financial Members as provided in Clause 6 of these rules.
  - 3.9 Where possible, gender non-specific references will be used to replace terms such as "him" or "her"; etc., but only where correct English allows for this. (The purpose for this is to establish a pattern of language that should cause no offence to groups outside the, so-called, "White, Anglo-Saxon Male".)
  - 3.10 "Life Member" means someone who has been granted a life time subscription to the Association by the Executive (e.g., for - services rendered to the Association, cyclists and/or cycling, in general.)
- 4 Objects and purposes of Association
  - 4.1 The basic objects of the Association are:
    - 4.1.1 To promote, encourage, foster, develop and extend all cycling transport as a valid and viable transport alternative and leisure activity in Tasmania. To promote encourage, foster and develop cycling for recreational and transport purposes in Tasmania.

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- 4.1.2 To affiliate with national cycling transport bodies as deemed appropriate by the Executive.
- 4.1.3 To uphold the rules and by-laws of national bodies with which the Association is affiliated.
- 4.1.4 To co-ordinate, encourage, assist and support the legitimate activities of the Bicycle User Groups and Affiliated Bodies and their co-operation with the Association and each other.
- 4.1.5 To promote, organise and conduct social events, non-competitive rides and tours, and other events pertaining to transport and recreational cycling as may, from time to time, be expedient.
- 4.1.6 To establish and maintain rules of conduct for staff, volunteers and participants in any public event, activity or function organized by the Association and/or Affiliated Bodies.
- 4.1.7 To provide advice, directly or by other means, solicited or unsolicited, to cyclists on all transport and recreational cycling related issues, other than in relation to the law, where a legal referral may be more appropriate.
- 4.1.8 To lobby for action on any issue, related to cycling at any level of government as deemed appropriate by the Executive Committee or B.U.G. 's.
- 4.1.9 To publish or produce any material or product relevant or useful to transport and recreational cycling and cyclists in general.
- 4.1.10 To buy, sell or trade equipment/ services relevant to transport and recreational cycling and all previously mentioned objectives.
- 4.2 In addition to the basic objects of the Association, the objects and purposes of the Association shall be deemed to include:
  - 4.2.1 The purchase, taking on lease or exchange, and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of the Association.
  - 4.2.2 The buying, selling, and supplying of and dealing in, goods of all kinds.
  - 4.2.3 The construction, maintenance, and alteration of buildings or works necessary or convenient for the objects or purposes of the Association.
  - 4.2.4 The accepting of any gift, whether subject to a special trust or not, for anyone or more of the objects or purposes of the Association.
  - 4.2.5 The taking of such steps from time to time as the Committee or the members in General Meeting see fit for the purpose of procuring contributions to the funds of -the Association whether by way of donations, subscriptions or otherwise.

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- 4.2.6 The printing and publishing of such newspapers, periodicals, books, leaflets or other documents as the Committee or the members in General Meeting may think desirable for the promotion of the objects of the Association.
- 4.2.7 The borrowing and raising of money in such manner and on such terms as the Committee may think fit or as may be approved or directed by resolution passed at a General Meeting.
- 4.2.8 Subject ,to the provisions of the Trustee Act 1898, the investment of any moneys of the Association not immediately required for any of its objects or purposes in such manner as the Committee may determine.
- 4.2.9 The making of gifts, subscriptions or donations to ant funds, authorities or institutions to which section 78 (1) (a) of the Income Tax Assessment Act 1936 of the Commonwealth relates.
- 4.2.10 The establishment and support, or aiding in the establishment and support, of associations, institutions, funds, trusts, schemes and conveniences calculated to benefit servants and past servants of the Association and their dependents and the granting of pensions, allowances, or other benefits to servants and past servants of the Association and their dependants, and the making of payments towards insurance of payments in relation to any of those purposes.
- 4.2.11 The establishment and support, or aiding in the establishment and support, of any other association formed for any of the basic objects of the Association.
- 4.2.12 The purchase or acquisition, and undertaking, of all or any part of the property, assets, liabilities, and engagements of any association with which the Association may from time to time become amalgamated in accordance with the provisions of the Act and the Rules of the Association, and
- 4.2.13 The doing of all such other things as are incidental or conducive to the attainment of the basic objects of the Association or of any of the objects and purposes in the foregoing provisions of this sub-rule.

### **5 Membership of Association**

- 5.1 Subject to the Act and these Rules, a person shall be granted membership of the Association, and with all the rights and privileges that go with membership of the Association, on written application to the Association, on the official form or not, if they submit whatever such payment or remittance is the figure set by the Annual General meeting, with their application;
- 5.2 Any persons who are members of the Association at the time of its Incorporation shall have their membership automatically transferred to the new Association;

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- 5.3 A member, on written complaint to the Association from no less than five (5) other members, and within one (1) month of the event for which the complaint is being registered, shall be notified of this complaint and a Special General Meeting shall be called for the sole purpose of determining whether the plaintiff member is worthy of membership in the Association - should the member be found unworthy of membership in the Association they shall be dismissed forthwith, otherwise no loss of rights or privileges shall be incurred;
- 5.4 A member shall be deemed unworthy of membership on the following grounds only:
- committing, or attempting to commit, an unlawful act in the name of the Association;
  - the harrassment, sexual, raclal, or otherwise of another member;
  - undertaking any public act that may be deemed to be against the spirit of the objects and purposes of the Association, or
  - any act that may be deemed to bring the Association into serious public disrepute.

### **6 Officers of the Association**

#### 6.1 An Executive

- 6.1.1 One President elected from the State-wide membership.
- 6.1.2 One Treasurer/ Vice President elected from the State-wide membership.
- 6.1.3 One Secretary elected from the State-wide membership.
- 6.1.4 One Membership Secretary elected from the State-wide membership.
- 6.1.5 Up to three elected representatives from the State-wide membership.
- 6.1.6 The Executive Committee shall be elected once every year at the Annual General Meeting and shall hold office for one year.
- 6.2 The elected representatives shall be elected once every year at the Annual General Meeting and shall hold office for one year.

7 Any organisation with a currently financial subscription may appoint a Delegate to present, and vote on, motions at General Meetings and to nominate, and vote for, candidates for Positions of Office in the Association. The Delegate must represent the interests 'of the affiliated body that has appointed them.

8 The Executive is to be responsible for the resolution of policy concerned with the aforementioned objectives of the Association and shall hold meetings as necessary. A meeting may not be held within one month of the previous meeting. Meetings can be called by any member of the Executive provided they contact or attempt to contact by mail all other members of the Executive.

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- 9 Subject to the objects of the Association and without prejudice to the generality of the foregoing the Executive may:
  - 9.1 Purchase, transfer, sell, assign, mortgage, lease, hire or exchange land, equipment, plant, furniture, furnishings or any other properties whatever and in any manner authorised by law, and for the purpose of borrowing or raising funds to grant debentures over the properties of the Association to impose levies and collect subscriptions, fees and other charges upon or from Members and Affiliated Bodies.
  - 9.2 Acquire or hold any estate or interest in any property whatsoever.
  - 9.3 Raise money and acquire such assets necessary to carry out the above and to obtain permits as may be necessary for that purpose.
  - 9.4 Accept or refuse any recommendations made by the Treasurer regarding investments and dealings with monies of the Association.
  - 9.5 Utilise the services of any person or body or create any Sub-committees considered necessary for the efficient conduct of the affairs of the Association.
  - 9.6 Delegate to any other committee or group referred to in these Rules any matter for decision, action, control, negotiation, investigation or report.
  - 9.7 Establish Trust Funds.
  - 9.8 Make, vary, repeal or rescind any rules, regulations, and/or by-laws to these rules but so that any such rules, or changes to rules, are consistent with these rules.
  - 9.9 Determine fees for membership, affiliation and other charges.
  - 9.10 Do all such lawful acts and things as are incidental or conducive to the carrying out of the above.
- 10 The B.U.G.'s shall function as permanent sub-committees of the Association. They shall be headed by an elected representative whose duties shall be to organise regular meetings of the regional membership, co-ordinate and chair such meetings, manage the B.U.G.'s budgets and to appoint assistants/deputies to undertake such tasks as determined to be necessary by the B.U.G. or the Executive. The B.U.G.'s shall have the power to undertake any lawful activity that is consistent with the goals of these rules, the Association and the State Council. The B.U.G.'s will be required to work within an annual budget determined by resolution of the Annual General Meeting.
- 11 The Association will collect from Members and Affiliated Bodies such membership/affiliation fees as are determined by the Executive. Such fees shall be remitted to the Association.
- 12 The Association may raise other funds from Members and Affiliated Bodies as deemed necessary by the Executive.

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- 13 The Association shall operate in its name at any bank or other financial institution such accounts as may be necessary or agreed \_on by the State Council. All funds of the, Association shall be payed into Association accounts. Unless otherwise resolved, the signatories to the Association accounts shall be the Executive Committee with two (2) of the three (3) signatures being required on any cheque or withdrawal application.
- 14 The financial records of the Association shall consist of receipt books, ledgers, journals, cheque books and other such books and equipment deemed necessary by the Executive Committee.
- 15 At the close of each financial year, the Treasurer shall prepare statements of income and expenditure, and assets and liabilities of the Association, such statements, duly audited, shall be presented to the Annual General Meeting.
- 16 In relation to each Office Bearer nominations will be allowed at the Annual General Meeting provided the nominee has given their consent.
- 17 A person shall not be eligible for the election to the Executive or to bear office in the Association if they:
  - 17.1 Have been convicted of any criminal or indictible offence punishable by imprisonment for a period of twelve (12) months or more.
  - 17.2 Are a member of an organisation or an employee, shareholder or owner of any business or organisation involved in activities likely to cause a conflict of interest or not be "within the spirit of" the Association, its Constitution and by-laws as determining by the State Souncil or a General Meeting.
  - 17.3 Is an undischarged bankrupt.
- 18 **Vacation of Office**
  - 18.1 Where following an election to office that office becomes vacant an appointment to fill that office may be made by the Executive Committee upon acceptance by the approved appointee provided that no such appointment shall be made within a period of one (1) month prior the next Annual General Meeting.
  - 18.2 An office of the Executive Committee shall be deemed vacant if the occupant fails to attend three consecutive meetings of the Executive Committee without a written or verbal apology.
  - 18.3 An office, referred to in Paragraph 6 of these rules, shall be declared vacant upon the office holder having submitted their written resignation to the Executive Committee.
  - 18.4 A holder of an office, referred to in Paragraph 6 of these may, upon the passing of a special resolution, -be removed from for misconduct. Misconduct shall be defined as:
    - 18.4.1 Committing, or attempting to commit, an unlawful act in the name of the Association;

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18.4.2 The harrassment, sexual, racial, or otherwise of another member;

18.4.3 Undertaking any public act that may be deemed to be against the spirit of the objects and purposes of the Association;

18.4.4 Any such act that may be deemed to bring the Association into serious public disrepute; or

18.4.5 Any such act that may be construed as an abuse of the privileges of office.

### **19 Affairs of Association to be managed by a committee**

19.1 The Executive Committee shall manage the on-going affairs of the Association and shall at all times act in accordance with these rules and the regulations and by-laws made hereunder and shall, furthermore, have due regard for the well-being of the Association and its efficient management and shall hold such meetings as it so desires. The Executive shall forward minutes of all Annual/ Special/ General Meetings to members.

### **20 Executive Roles**

20.1 President: At all meetings the President shall occupy the chair. In his absence the Treasurer/ Vice President shall preside. If both the foregoing are absent the meeting shall elect a Member or Delegate to the chair (the chair of any meeting shall have a casting vote only); other duties as required.

20.2 Treasurer/ Vice President: shall occupy the chair when the President is not in attendance; be accountable for the financial books and records of the Association; be responsible for the accounting of fees, levies, other charges and other monies owed to the Association; present the relevant financial statements and schedule of fees to Executive, Annual/ Special General Meetings or Executive Meetings; present the relevant financial statements and schedule of fees to the auditor as required; other duties as required.

20.3 Secretary: shall receive and send all correspondence for the Association and keep appropriate records; take minutes at all meetings and circulate these minutes as required; submit details of financial transactions to the Treasurer as required; notify all Members and Affiliated Bodies of meetings as required; liaise with the President on day to day business; other duties as required.

20.4 Membership Secretary: shall maintain a record of all members of the Association.

21 The Executive may utilise the services of any person or appoint any committee considered necessary for the efficient conduct of the affairs of the Association.

### **22 Votes**

22.1 Voting on motions will be on a simple majority and will be decided by show of hands. A Member, Delegate or Office Bearer may call for a secret ballot to decide a motion.



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22.2 A postal vote may be called in accordance with by-laws.

22.3 All Association Members and Delegates shall each have one vote at Annual/ Special General Meetings. All Association Members and Delegates shall each have one vote at Bicycle User Group Meetings in their region.

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23.1 A quorum for Annual/ Special General Meetings shall be five percent (5%) of membership or six (6) members/ Delegates, including Office Bearers, whichever is the greater.

### 24 Annual General Meeting

24.1 The Annual General Meeting shall be held between 1 July and 31 October of each year at such a time and place as the committee may decide. The Secretary shall give thirty (30) days notice in writing to all Members/ Delegates of Affiliated Bodies of the time and place of said meeting.

24.2 In the event of no notice being given for the Annual General Meeting by the 1 October in any year, any six (6) members may call and convene the Annual General Meeting.

24.3 The Executive Committee shall have the power to call a Special General Meeting as they see fit.

24.4 Any three (3) voting members may, on written request to the Secretary, call for a Special General Meeting to be convened to discuss any business. The written request must state the motion or special resolution to be debated at the proposed meeting. The Secretary is then duty-bound to call such a meeting with thirty (30) days notice in writing to all members informing them of the motion or special resolution for which purpose the meeting has been called. If the Secretary fails to call the requested meeting then the five (5) members who requested it may call and convene the meeting with thirty (30) days notice in writing to all members themselves.

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The order of business to be conducted by the Annual General Meeting shall be:

25.1 Registration of Members/ Delegates.

25.2 Apologies.

25.3 Minutes of previous Annual/ Special General Meeting.

25.4 Annual reports.

25.5 Financial Report and Audit.

25.6 Appointment of Auditor.

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25.7 Election of Office Bearers.

25.8 Motions of amendments to rules, by-laws or constitution.

25.9 Notice of motion.

25.10 General Business.

### **26 Special General Meetings**

The order of business to be conducted by a Special General Meeting shall be:

26.1 Registration of Members/ Delegates.

26.2 Apologies.

26.3 Proposal and seconding of motion(s) for which the meeting was called.

26.4 Debate of the motion(s).

26.5 Voting on motion (s).

26.6 Close of meeting.

27 Regulations may be made prescribing matters that are necessary or convenient for the carrying out or giving effect to these rules. By-laws may prescribe the means by which effect is given to these rules.

28 In accordance with the Associations Incorporation Act 1964, the Association may not be wound up voluntarily; the winding up may only be done compulsively under the supervision of a Court of Law. However, should the Association become defunct, a written application may be made to the Office of Corporate Affairs stating the relevant facts including the Association's financial position.

29 The Public Officer, who shall be a resident of Tasmania, will be appointed by the Executive Committee each year at the Annual General Meeting. Should the position of Public Officer fall vacant, the Executive Committee shall appoint a person to fill that position within fourteen (14) days. The Public Officer must be a Member of the Association but must not be a member of the Executive Committee.

### **30 Seal of Association**

The Executive Committee shall provide for the safe custody of the common seal of the Association which shall be used only with the authority of the Executive Committee or a subcommittee of members authorised by the Executive Committee on that behalf and every instrument to which the seal is affixed shall be signed by a member of the Executive Committee and shall be countersigned by the President or Secretary or by some other person appointed by the Executive Committee for that purpose.

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### **31 Audit of Accounts**

An audit of the accounts of the Association shall be made each year, if agreed by the membership as detailed elsewhere, by a qualified auditor appointed annually. The Auditor shall not be a member of the Association. The Auditor's report shall be read at the Annual General Meeting.