

NORTHERN RIVERS DIRTY WHEELS MOUNTAIN BIKE CLUB Inc

WORDS AND EXPRESSIONS TO HAVE MEANING IN THE ACT

1. A word or expression that is not defined in this constitution, but is defined in the *Associations Incorporation Act 2009* (NSW) (“the Act”) has, if the context permits, the meaning given by the Act.

NAME

2. The name of the incorporated association is Northern Rivers Dirty Wheels Mountain Bike Club Inc (“the association”).

OBJECTS

3. The object of the association is to encourage the development of all disciplines of mountain biking by:
 - (a) advocating for the development of legal facilities for mountain biking in the Northern Rivers area of New South Wales;
 - (b) building and maintaining legal facilities for mountain biking in the Northern Rivers area of New South Wales in accordance with current industry standards or guidelines;
 - (c) encouraging and organising education with respect to all aspects of mountain biking; and
 - (d) conducting racing, training and social riding events.

POWERS

4.
 - (1) The association has the powers of an individual.
 - (2) The association may, for example -
 - (a) enter into contracts; and
 - (b) acquire, hold, deal with and dispose of property; and
 - (c) make charges for services and facilities it supplies; and
 - (d) do other things necessary or convenient to be done in carrying out its affairs.

CLASSES OF MEMBERS

5.

- (1) The membership of the association shall consist of ordinary members, and any of the following classes of members-
 - (a) basic/supporter members – may be any age but may not vote and are ineligible for election to the committee;
 - (b) social/non-race members – may be any age but if under 18 years old they may not vote and are ineligible for election to the committee;
 - (c) senior competition members - must be at least 18 years old; and
 - (d) junior competition members - must be under 18 years old and may not vote and are ineligible for election to the committee.
- (2) The number of ordinary members is unlimited, but not less than 5.

MEMBERSHIP

6.

- (1) A person is eligible to be a member of the association if:
 - (a) The person is a natural person; and
 - (b) The person has been approved for membership of the association in accordance with clause 8 below.

MEMBERSHIP FEES

7. The membership fee for each class of membership-
- (a) is the amount decided by the committee; and
 - (b) is payable when, and in the way, the committee decides.

LIABILITY OF MEMBERS

8. The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by clause 7.

ADMISSION AND REJECTION OF MEMBERS

9.

- (1) An application for membership must be-
 - (a) in writing; and
 - (b) in the form decided by the committee, and
 - (c) lodged with the secretary of the association.
- (2) The committee must consider an application for membership at the next meeting of the committee held after it receives -
 - (a) the application; and
 - (b) the appropriate membership fee for the application.
- (3) The committee must decide at the meeting whether to accept or reject the application.
- (4) If a majority of the committee members present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member to the class of membership applied for.
- (5) The secretary of the association must, as soon as practicable after the committee decides to accept or reject an application, give the applicant a written notice of the decision.

WHEN MEMBERSHIP ENDS

10.

- (6) A person ceases to be a member of the association if:
 - (a) the person dies; or
 - (b) the person resigns from the association;
 - (c) the committee terminates the person's membership.
- (7) A member may resign from the association by giving a written notice of resignation to the secretary.
- (2) The resignation takes effect on-
 - (a) the day and at the time the notice is received by the secretary; or

- (b) if a later day is stated in the notice - the later day.
- (3) The committee may terminate a member's membership if the member
 - (a) is convicted of an indictable offence; or
 - (b) does not comply with any of the provisions of this constitution; or
 - (c) has membership fees in arrears for at least 2 months; or
 - (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the association.
- (4) Before the committee terminates a member's membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- (5) If, after considering all representations made by the member, the committee decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision.

APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

11.

- (1) A person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of the person's intention to appeal against the decision.
- (2) A notice of intention to appeal must be given to the secretary within 1 month after the person receives written notice of the decision.
- (3) If the secretary receives a notice of intention to appeal, the secretary must, within 3 months after the day of receipt, call a general meeting to decide the appeal.
- (4) At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- (5) Also, the committee and the committee members who rejected the application or terminated the membership must be given an opportunity to show why the application should be rejected or the membership should be terminated.
- (6) An appeal must be decided by a vote of the members present at the meeting.
- (7) If a person whose application has been rejected does not appeal against the decision within 1 month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the application fee paid by the person.

REGISTER OF MEMBERS

12.

- (1) The secretary of the association must keep a register of members.
- (2) The register of members must include the following particulars for each member-
 - (a) the full name and residential address of the member;
 - (b) the date of admission as a member;
 - (c) the date of death or resignation of the member;
 - (d) details about the termination or reinstatement of membership;
 - (e) any other particulars the committee or the members at a general meeting decide.
- (3) The register must be open for inspection at all reasonable times.
- (4) However, before the member may inspect the register, the member must apply to the secretary to inspect it.

RESOLUTION OF DISPUTES

13.

- (1) A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, are to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.
- (2) 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.
- (3) The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

PUBLIC OFFICER

14.

- (1) The members of the committee must appoint a public officer.
- (2) If a vacancy happens in the office of the public officer, the members of the committee must appoint a public officer within 28 days after the vacancy happens.

- (3) The public officer must be an individual residing in New South Wales who is –
 - (a) a member of the association; and
 - (b) a member of the committee.
- (4) The committee may appoint and remove the association's public officer at any time.

MEMBERSHIP OF MANAGEMENT COMMITTEE

15.

- (4) The committee of the association must consist of:
 - (a) the office-bearers; and
 - (b) at least two but not more than five ordinary committee members; elect or appoint at a general meeting.
- (5) The office-bearers consist of:
 - (a) the president;
 - (b) the treasurer; and
 - (c) the secretary.
- (6) A member of the committee must be a member of the association.
- (7) An owner or part owner of a bike shop, or the owner of shares in a company which owns or partly owns a bike shop, cannot be a member of the committee.
- (8) A committee member may hold up to 2 office-bearer positions.
- (9) At each annual general meeting of the association, the members of the committee must retire from office, but are eligible, on nomination, for re-election.

ELECTING THE MANAGEMENT COMMITTEE

16.

- (1) A member of the committee may only be elected as follows-
 - (a) any two members of the association may nominate another member (the candidate) to serve as a member of the committee;

- (b) the nomination must be
 - (i) in writing; and
 - (ii) signed by the candidate and the members who nominated him or her; and
 - (iii) given to the secretary at least 14 days before the annual general meeting at which the election is to be held;
 - (c) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- (2) Where more than one member is nominated for a office-bearer position, a ballot is to be held.
 - (3) Where more than five members are nominated for ordinary committee member positions a ballot is to be held.
 - (4) Any ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

RESIGNATION OR REMOVAL FROM OFFICE OF MANAGEMENT COMMITTEE MEMBER

17.

- (1) A committee member may resign from the committee by giving written notice of resignation to the secretary.
- (2) The resignation takes effect on-
 - (a) the day and at the time the notice is received by the secretary; or
 - (b) if a later day is stated in the notice - the later day.
- (3) A member may be removed from office at a general meeting of the association if a majority of the members present at the meeting vote in favour of removing the member.
- (4) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.

- (5) A member has no right of appeal against the member's removal from office under this section,

VACANCIES ON MANAGEMENT COMMITTEE

18.

- (1) If a casual vacancy happens on the committee, the continuing members of the committee may appoint another member of the association to fill the vacancy until the next annual general meeting.
- (2) The continuing members of the committee may act despite a casual vacancy on the committee.
- (3) However, if the number of committee members is less than the number fixed under this constitution as a quorum of the committee, the continuing members may act only to-
 - (a) increase the number of committee members to the number required for a quorum; or
 - (b) call a general meeting of the association.

FUNCTIONS OF MANAGEMENT COMMITTEE

19.

- (1) Subject to this constitution or a resolution of the association members carried at a general meeting, the committee -
 - (a) has the general control and management of the administration of the affairs, property and funds of the association; and
 - (b) has authority to interpret the meaning of this constitution and any matter relating to the association on which the constitution are silent.
- (2) The committee may exercise the powers of the association -
 - (a) to borrow, raise or secure the payment of amounts in a way the association members decide; and
 - (b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the association's property, both present and future; and
 - (c) to purchase, redeem or pay off any securities issued; and

- (d) to borrow amounts from members and pay interest on the amounts borrowed; and
 - (e) to mortgage or charge the whole or part of its property; and
 - (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association; and
 - (g) to provide and pay off any securities issued; and
 - (h) to invest in a way the members of the association may from time to time decide.
- (3) For sub-section (2)(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by -
- (a) the financial institution for the association; or
 - (b) if there is more than 1 financial institution for the association - the financial institution nominated by the association.

MEETINGS OF THE COMMITTEE

20.

- (1) Subject to subsections (2) to (16), the committee may meet and conduct its proceedings as it considers appropriate.
- (2) The committee must meet at least once every 4 months to exercise its functions.
- (3) The committee must decide how a meeting is to be called.
- (4) Notice of a meeting is to be given in the way decided by the committee.
- (5) If the secretary receives a written request signed by at least 33% of the committee members, the secretary must call a special meeting of the committee.
- (6) A request for a special meeting must state
 - (a) why the special meeting is being called; and
 - (b) the business to be conducted at the meeting.
- (7) The secretary must give each committee member at least 14 days' notice of a special meeting of the committee.

- (8) A notice of a special meeting must state-
 - (a) the day, time and place of the meeting; and
 - (b) the business to be conducted at the meeting.
- (9) At a committee meeting, more than 50% of the members elected or appointed to the committee as at the close of the last general meeting of the members form a quorum.
- (10) The president or, if there is no president or if the president is not present within 10 minutes after the time fixed for a committee meeting, the secretary is to preside as chairperson at the meeting.
- (11) If the president and the secretary are absent from a committee meeting, the members may choose one of their number to preside as chairperson at the meeting.
- (12) If a quorum is not present within 30 minutes after the time fixed for a committee meeting called on the request of committee members, the meeting lapses.
- (13) If a quorum is not present within 30 minutes after the time fixed for a committee meeting called other than on the request of committee members, the meeting is to be adjourned to-
 - (a) the same day, time and place in the next week; or
 - (b) a day, time and place decided by the committee.
- (14) If, at the adjourned meeting mentioned in subsection (13), a quorum is not present within 30 minutes after the time fixed for the meeting, the meeting lapses.
- (15) A question arising at a committee meeting is to be decided by a majority vote of committee members present at the meeting and, if the votes are equal, the question is decided in the negative.
- (16) A committee member must not vote on a question about a contract or proposed contract with the association if the member has an interest in the contract or proposed contract, and if the member does vote the member's vote must not be counted.

DELEGATION OF MANAGEMENT COMMITTEE POWERS

- (1) The committee may delegate the whole or part of its powers to a subcommittee consisting of the association members considered appropriate by the committee.
- (2) A subcommittee may only exercise delegated powers in the way the committee decides.
- (3) A subcommittee may elect a chairperson of its meetings.
- (4) If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of the meeting.
- (5) A subcommittee may meet and adjourn as it considers appropriate.
- (6) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS

22.

- (1) An act performed by the committee, a subcommittee or a person acting as a member of the committee is taken to have been validly performed.
- (2) Subsection (1) applies even if the act was performed when-
 - (a) there was a defect in the appointment of a member of the committee, subcommittee or person acting as a member of the committee; or
 - (b) a committee member, subcommittee member or person acting as a member of the committee was disqualified from being a member.

RESOLUTIONS OF COMMITTEE WITHOUT MEETING

23.

- (1) A written resolution signed by each member of the committee for the time being entitled to receive notice of a committee meeting is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
- (2) A resolution mentioned in subsection (1) may consist of several documents in like form, each signed by 1 or more members of the committee.

FIRST GENERAL MEETING

24.

- (1) The first general meeting must be held not more than 3 months after the day the association is incorporated.
- (2) The committee must decide where the meeting is to be held.

FIRST ANNUAL GENERAL MEETING

25. The first annual general meeting must be held within 18 months after the day the association is incorporated.

SUBSEQUENT ANNUAL GENERAL MEETINGS

26. Each subsequent annual general meeting must be held -
 - (a) at least once each year; and
 - (b) within 6 months after the end of the association's previous financial year.

BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING

27. The following business must be conducted at each annual general meeting -
 - (a) receiving the financial statements for the association for the last financial year;
 - (b) presenting the financial statements to the meeting for adoption; and
 - (c) electing members of the committee;

SPECIAL GENERAL MEETING

28.
 - (1) The secretary may only call a special general meeting by giving each member notice of the meeting within 14 days after-
 - (a) being directed to call the meeting by the committee; or
 - (b) being given a written request signed by
 - (i) at least 33% of the members of the association presently on the committee; or
 - (ii) at least 33% of the members of the association; or
 - (c) being given a written notice of an intention to appeal against the decision of the committee -
 - (i) to reject an application for membership; or
 - (ii) to terminate a person's membership.

- (2) A request mentioned in subsection (1)(b) must state -
 - (a) why the special general meeting is being called; and
 - (b) the business to be conducted at the meeting.

NOTICE OF GENERAL MEETING

29.

- (1) The secretary may call a general meeting of the association.
- (2) The secretary must give at least 14 days' notice of the meeting to each association member.
- (3) The committee may decide the way in which the notice must be given.
- (4) However, notice of the following meetings must be given in writing-
 - (a) a meeting called to hear and decide the appeal of a member against the rejection or termination of the member's membership by the committee;
or
 - (b) a meeting called to hear and decide a proposed special resolution of the association.
- (5) A notice of a general meeting must state the business to be conducted at the meeting.

QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETING

30.

- (1) Subject to subsection (5), at a general meeting the number of members equal to the number of members of the association presently on the committee plus 1 form a quorum.
- (2) No business may be conducted at a general meeting unless a quorum of members is present when the meeting proceeds to business.
- (3) If a quorum is not present within 30 minutes after the time fixed for a general meeting called on the request of members of the committee or the association, the meeting lapses.
- (4) If a quorum is not present within 30 minutes after the time fixed for a general meeting called other than on the request of members of the committee or the association, the meeting is to be adjourned to
 - (a) the same day, time and place in the next week; or

- (b) a day, time and place decided by the committee.
- (5) If at an adjourned meeting, a quorum under subsection (1) is not present within 30 minutes after the time fixed for the meeting, the members present form a quorum.
- (6) The chairperson may, with the consent of any meeting at which a quorum is present, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- (7) If a meeting is adjourned under subsection (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (8) The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- (9) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.
- (10) In this rule -
“member” includes a person attending as a proxy.

PROCEDURE AT GENERAL MEETING

31.

- (1) Subject to this constitution, at each general meeting -
 - (a) the president or, if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the vice-president is to preside as chairperson;
 - (b) if the vice-president is absent or unwilling to act as chairperson, the members present must elect 1 of their number to be chairperson of the meeting;
 - (c) the chairperson must conduct the meeting in a proper and orderly way;
 - (d) each question, matter or resolution must be decided by a majority of votes of the members present;
 - (e) each member present and entitled to vote is entitled to one vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote;

- (f) a member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting;
- (g) voting may be by a show of hands or a division of members, unless at least 20% of the members present demand a secret ballot;
- (h) if a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides;
- (i) the result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held; and
- (j) a member may vote in person or by proxy and
 - (i) on a show of hands, each person present who is a member or a representative of a member has one vote; and
 - (ii) in a secret ballot, each member present in person or by proxy has 1 vote;
- (k) an instrument appointing a proxy must be in writing and signed by the appointer or the appointer's attorney properly authorised in writing;
- (l) a proxy must be a member of the association;
- (m) the instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot;
- (n) if someone wants to give a member an opportunity to vote for or against a resolution, the instrument appointing a proxy must be in the following or like form:

ASSOCIATION:

I, _____ of _____,
 being a member of the association, appoint
 of _____

as my proxy to vote for me on my behalf at the (annual) general meeting of the association, to be held on the day of _____, 20____, and at any adjournment of the meeting.

Signed this _____ day of _____, 20____.

.....

Signature.

This form is to be used in favour of/against* the resolution.

*Strike out whichever is not wanted.

(Unless otherwise instructed, the proxy may vote as the proxy considers appropriate.)

(o) each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.

MINUTES OF MEETINGS

32.

- (1) the secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each committee meeting and general meeting are entered in a minute book.
- (2) the secretary must ensure the minute book for each general meeting is open for inspection at all reasonable times by any financial member who previously applies to the secretary for the inspection.
- (3) To ensure the accuracy of the minutes recorded under subsection (1) above-
 - (a) the minutes of each committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next committee meeting, verifying their accuracy;
 - (b) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
 - (c) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a general meeting or annual general meeting, verifying their accuracy.

BY-LAWS

33.

- (1) The committee may make, amend or repeal by-laws, not inconsistent with this constitution, for the internal management of the association.
- (2) A by-law may be set aside by a vote of members at a general meeting of the association.

FUNDS AND ACCOUNTS

34.

- (1) The funds of the association must be kept in an account in the name of the association in a financial institution decided by the committee.
- (2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- (3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (4) All cheques must be signed by any two of the following -
 - (a) the president;
 - (b) the secretary;
 - (c) the treasurer;
 - (d) the public officer;
 - (e) another member authorised by the committee for the purpose.
- (5) Cheques, other than cheques for wages, allowances or petty cash recoument, must be crossed 'not negotiable'.
- (6) All expenditure must be approved or ratified at a committee meeting.
- (7) The treasurer must, as soon as practicable after the end of each financial year, ensure a statement containing the following particulars is prepared -
 - (a) the income and expenditure for the financial year just ended;
 - (b) the association's assets and liabilities at the close of the year;
 - (c) the mortgages, charges and securities affecting the property of the association at the close of the year.
- (8) If the association is incorporated within 3 months before the end of the association's financial year, subsection (7) does not apply for the financial year in which the association is incorporated.
- (9) The funds of the association are to be derived from entrance fees and annual subscriptions of members, grants, donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.

- (10) The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.

DOCUMENTS

35. The committee must ensure the safe custody of books, documents, instruments of title and securities of the association.

FINANCIAL YEAR

36. The financial year of the association closes 30 June in each year.

ALTERING THE CONSTITUTION

- 37.
- (1) This constitution may only be amended, repealed or added to by a special resolution carried at a general meeting.
 - (2) An application to the Director General for registration of a change in the association's name, objects or constitution in accordance with s. 10 of the Act is to be made by the public officer or a committee member.

DISTRIBUTION OF SURPLUS PROPERTY TO ANOTHER ENTITY

- 38.
- (3) This section applies if the association -
 - (a) is wound-up under part 6 of the Act; and
 - (b) it has surplus property.
 - (4) The surplus property must not be distributed among the association members.
 - (5) The surplus property must be given to another entity -
 - (a) having objects similar to the association's objects; and
 - (b) the rules of which prohibit the distribution of the entity's income and assets to its members.
 - (6) In this section -

“surplus property” has the meaning given by section 65 of the Act.