

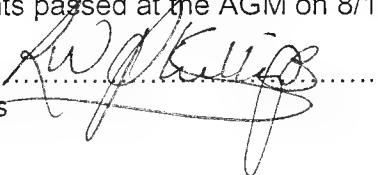
CONSTITUTION

FATBOYS CYCLING CLUB INC.

Rules of an Incorporated Association

This is the consolidated version of the Constitution incorporating the amendments passed at the AGM on 8/10/10

.....
Richard Phillips
Public Officer

A handwritten signature in black ink, appearing to read "Richard Phillips", is written over a horizontal dotted line. The signature is fluid and cursive.

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1. NAME

The name of the incorporated association is **Fatboys Cycling Club Inc.** ("the Association").

2. DEFINITIONS

- 2.1. "the Act" means the Associations Incorporation Act 1985, SA.
- 2.2. "committee" means the committee of management of the Association.
- 2.3. "general meeting" means a general meeting of members of the Association convened in accordance with these Rules.
- 2.4. "member" means a member of the Association.
- 2.5. "month" shall mean a calendar month.
- 2.6. "Regulations" means the Associations Regulations, 1993, SA.
- 2.7. "special resolution" means a special resolution defined in the Act.

3. OBJECTS OR PURPOSES OF THE ASSOCIATION

The objects of the Association are:

- 3.1. to promote and encourage members in the recreation and sport of cycling;
- 3.2. to promote cycling as a popular recreation and sport throughout the general community;
- 3.3. to do all other lawful things as are incidental or conducive to the attainment of the Association's objects and the exercise of its powers; and
- 3.4. to apply any surplus derived from activities in ways appropriate for a not-for-profit organisation.

4. POWERS OF THE ASSOCIATION

The Association shall have:

- 4.1. all the powers conferred by section 25 of the Act.
- 4.2. the legal capacities, rights, powers and privileges of a natural person (subject to any limitations imposed by the Act);
- 4.3. without limiting clauses 4.1 and 4.2, power to:
 - 4.3.1. acquire, hold, deal with and dispose of any real or personal property;
 - 4.3.2. open and operate bank accounts;
 - 4.3.3. administer property on trust; and
 - 4.3.4. invest its money:
in any security in which trust moneys may by Act of Parliament be invested; or
- 4.4. in any other manner authorised by these Rules;
 - 4.4.1. borrow money upon such terms and conditions as the Committee thinks fit

and to secure repayment thereof by charging the Association's property;

- 4.4.2. appoint agents or contractors to transact any business of the Association on its behalf and to pay those agents or contractors from Association funds;
- 4.4.3. give such security for the discharge of liabilities incurred by the Association as it thinks fit; and
- 4.4.4. enter into any other contract or anything else it considers necessary or desirable to carry into effect the Association's objects.

5. MEMBERSHIP

5.1. Applications

- 5.1.1. Any natural person who:

- 5.1.1.1. supports the objects of the Association;
- 5.1.1.2. agrees to be bound by its rules; and
- 5.1.1.3. completes, as a guest, at least 10 separate bicycle rides with Fatboys Cycling Club members (being regular Fatboys Cycling Club bicycle rides on a Saturday or Sunday, or other Fatboys Cycling Club rides as listed in the "Events" section of the Fatboys Cycling Club website)

may apply for membership of the Association.

- 5.1.2. The application must be supported by one proposing member.
- 5.1.3. The application for membership shall be made in writing, signed by the applicant and the proposer and may be emailed to the Association via its website or may be handed personally to a committee member.
- 5.1.4. The committee will be entitled to accept or reject the application as it sees fit and will not be obliged to give reasons for, or to justify, any refusal.
- 5.1.5. Upon the acceptance of the application by the committee and upon payment of the first annual subscription, the applicant shall be a member of the Association. The new member may then purchase and wear the official Fatboys Cycling Club riding outfit.
- 5.1.6. All existing members of the Fatboys Cycling Club prior to incorporation shall be declared initial members of the Association and shall be entered into the register of members.

5.2. Subscriptions

- 5.2.1. The subscription fees for membership shall be the sum of \$30 or as the members shall determine from time to time in general meeting.
- 5.2.2. The subscription fees shall be payable annually on 1 July or at such other time as the committee shall determine.
- 5.2.3. If any member's subscription is outstanding for more than three (3) months after the due date for payment, the committee will be entitled to:
 - 5.2.3.1. warn the member, by giving final notice that payment is required, or
 - 5.2.3.2. terminate the membership of that person as a member of the Association without notice (or without further notice – as the case

may be)

as the committee thinks fit.

5.2.4. Notwithstanding clause 5.2.3, the committee may, after termination of membership under clause 5.2.3 (on payment of the relevant money and/or on such other conditions as the committee thinks fit) reinstate such a person's membership.

5.3. **Register of Members**

A register of members must be kept and contain:

- 5.3.1. the name and address of each member;
- 5.3.2. the date on which each member was admitted to the Association; and
- 5.3.3. if applicable, the date of, and reason(s) for, ceasing or termination of membership.

5.4. **Resignations**

- 5.4.1. A member may resign from membership of the Association by giving written notice thereof to the secretary or public officer of the Association.
- 5.4.2. Any member so resigning shall be liable for any of his or her outstanding subscriptions, which may be recovered as a debt due to the Association.

5.5. **Expulsion of a Member**

- 5.5.1. Subject to giving a member an opportunity to be heard or to make a written submission, the committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Association.
- 5.5.2. Particulars of the charge shall be communicated to the member at least one month before the meeting of the committee at which the matter will be determined
- 5.5.3. The determination of the committee shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to Rule 5.5.4 below), cease to be a member 14 days after the committee has communicated its determination to the member.
- 5.5.4. It shall be open to a member to appeal to the Association in general meeting against the expulsion. The intention to appeal shall be communicated to the secretary or public officer of the Association within 14 days after the determination of the committee has been communicated to the member.
- 5.5.5. In the event of an appeal under 5.5.4 above, the appellant's membership of the Association shall not be terminated unless the determination of the committee to 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. In such event, membership will be terminated at the date of the general meeting at which the determination of the committee is upheld.

6. **THE COMMITTEE**

6.1. **Management**

- 6.1.1. 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 of the Association, and are not by the Act or by these Rules required to be done by the Association in general meeting.

- 6.1.2. The committee has the management and control of the funds and other property of the Association;
- 6.1.3. 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.

6.2. Composition of Committee

- 6.2.1. The committee shall be comprised of not less than four (4) and not more than twelve (12) members.
- 6.2.2. The committee members will appoint a chairperson, a secretary/public officer, and a treasurer from their number.
- 6.2.3. A committee member shall be a natural person
- 6.2.4. The first committee of the Association shall be appointed from the promoters of the Association, or be comprised of such persons as hold office prior to incorporation.
- 6.2.5. The first committee members will hold office until retirement or ceasing to be a committee member under these rules.
- 6.2.6. No other person shall be eligible to stand for election unless a member of the Association has nominated that person at least 14 days before the meeting by delivering the nomination of that person to the secretary of the Association.
- 6.2.7. The nomination shall be signed by the proposer and by the nominee
- 6.2.8. Notice of all persons seeking election to the committee shall be given to all members of the Association with the notice calling the meeting at which the election is to take place.
- 6.2.9. A committee member may resign by giving notice of resignation in writing, addressed to the committee. Such resignation will take effect from the date on which it is served on/received by the committee.
- 6.2.10. The committee may appoint a person to fill a casual vacancy, and such a committee member shall hold office until the next annual general meeting of the Association and shall be eligible for election to the committee without nomination.
- 6.2.11. The committee may delegate any of its powers to a sub-committee consisting of such of the committee members and external people as the Committee thinks fit. Any sub-committee formed shall conform to any directions imposed on it by the committee. The rules applying to meetings of the committee shall apply as far as possible to meetings of any sub-committee.
- 6.2.12. All actions by the committee or by any of its members shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of a committee member or that any particular committee

member was disqualified, be as valid as if every committee member had been duly appointed and was qualified to be a committee member.

6.3. Committee Proceedings

- 6.3.1. The committee shall meet together for the dispatch of business at least half-yearly.
- 6.3.2. Questions arising at any meeting of the committee shall be decided by a majority of votes, and in the event of equality of votes the chairperson shall have a casting vote in addition to a deliberative vote.
- 6.3.3. A quorum for a meeting of the committee shall be at least one half of the members of the committee.
- 6.3.4. 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.
- 6.3.5. 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

6.4. Disqualification of Committee Members

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

- 6.4.1. disqualified from being a committee member by the Act;
- 6.4.2. expelled as a member under these Rules;
- 6.4.3. permanently incapacitated by ill health;
- 6.4.4. absent without apology from more than two (2) meetings in a financial year;

7. THE SEAL

7.1. The Association shall have a common seal upon which its corporate name shall appear in legible characters.

7.2. The seal shall not be used without the express authorisation of the committee, and every use of the seal shall be recorded in the minute book of the Association.

7.3. The affixing of the seal shall be witnessed by the chairperson and secretary

8. GENERAL MEETINGS

8.1. Annual General Meetings

- 8.1.1. The committee shall call an annual general meeting in accordance with the Act and these Rules.
- 8.1.2. The first annual general meeting shall be held within 18 months after the incorporation of the Association, and thereafter within five (5) months after the end of its financial year.
- 8.1.3. The order of the business at the meeting shall be:
 - 8.1.3.1. the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting;

- 8.1.3.2.the consideration of the accounts and reports of the committee and the auditor's report (if auditor's report is required);
- 8.1.3.3.the election of committee members;
- 8.1.3.4.the appointment of auditors (if required);
- 8.1.3.5.any other business requiring consideration by the Association in general meeting;

8.2. Special General Meetings

- 8.2.1. The committee may call a special general meeting of the Association at any time.
- 8.2.2. Upon a requisition in writing of not less than 25% of the total number of members of the Association, the committee shall within one (1) month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
 - 8.2.2.1.Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
 - 8.2.2.2.If a special general meeting is not convened within one (1) month, as required by 8.2.1 above, the requisition makers, or at least 50% of their number, may convene a special general meeting.
 - 8.2.2.3.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 requisition makers are supplied free of charge with particulars of the members entitled to receive a notice of meeting.
 - 8.2.2.4.The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.

8.3. Notice Of General Meetings

- 8.3.1. Subject to 8.3.3, at least 14 days notice of any general meeting shall be given to members.
- 8.3.2. 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.
- 8.3.3. 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.
- 8.3.4. A notice may be given by the Association to any member by serving the member with the notice personally, or by sending it by post to the address appearing in the register of members or via email to the last known email address for each member.
- 8.3.5. Where a notice is sent by post:
 - 8.3.5.1.the service is effected by properly addressing, prepaying and posting a letter or packet containing the notice; and
 - 8.3.5.2.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.

8.3.5.3. Where the notice is sent by email, it will be deemed properly served if sent to the last known email address for that member in the Association's records.

8.4. Proceedings at General Meetings

- 8.4.1. Ten (10) members, present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting
- 8.4.2. 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 the same day in the next week, at the same time and place 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.
- 8.4.3. Subject to 8.4.4, the chairperson shall preside as chairperson at a general meeting of the Association.
- 8.4.4. If the chairperson is not present within five (5) minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a committee member or one of their own number to be the chairperson for that meeting.

8.5. Voting At General Meetings

- 8.5.1. Subject to these Rules, every member of the Association has only one vote at a meeting of the Association
- 8.5.2. Subject to these Rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person or, where proxies are allowed, by proxy, at that meeting
- 8.5.3. Unless a poll is demanded by at least five members, a question for decision at a general meeting must be determined by a show of hands.

8.6. Poll At General Meetings

- 8.6.1. If a poll is demanded by at least five (5) members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question
- 8.6.2. A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting

8.7. Special And Ordinary Resolutions

- 8.7.1. A special resolution is a special resolution as defined in the Act

- 8.7.2. An ordinary resolution is a resolution passed by a simple majority at a general meeting

8.8. Proxies

A member shall be entitled to appoint in writing a natural person who is also a member of the Association to be their proxy, and attend and vote at any general meeting of the Association

9. MINUTES

- 9.1. Proper minutes of all proceedings of general meetings of the Association and of meetings of the committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- 9.2. The minutes kept pursuant to this rule must be confirmed by the members of the Association or the members of the committee (as relevant) at a subsequent meeting
- 9.3. The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed
- 9.4. 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

10. DISPUTE RESOLUTION

- 10.1. The dispute resolution procedure set out in this rule applies to disputes under these Rules between –
 - 10.1.1. a member and another member
 - 10.1.2. a member and the Association.
- 10.2. 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.
- 10.3. 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.
- 10.4. In this rule "member" includes any person who was a member not more than six (6) months before the dispute occurred.
- 10.5. Section 40 and 61 of the Act will apply to the Association.
- 10.6. Section 40 of the Act provides that where the committee exercises any power of adjudication in relation to a dispute between the members, or a dispute between itself and members of the Association, the rules of natural justice must be observed.
- 10.7. Section 61 of the Act provides that an application to the Court for an order under the section may be made by a member of an incorporated association or by a former member expelled from the Association (provided that the application is made within six (6) months of the expulsion), who believes that the affairs of the Association are being conducted in a manner that is oppressive or unreasonable.

11. FINANCIAL REPORTING

- 11.1. Financial Year

The first financial year of the Association shall be the period ending on the next 30 June following incorporation, and thereafter a period of 12 months commencing on 1 July and ending on 30 June of each year.

11.2. **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.

11.3. **Accounts And Reports To Be Laid Before Members**

The accounts, together with the auditor's report (if an auditor is appointed) on the accounts, the committee's statement and the committee's report, shall be laid before members at the annual general meeting if the Association is determined to be a prescribed association.

12. **PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS**

The income and capital of the Association shall 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 reimbursement of expenses incurred on behalf of the Association.

13. **WINDING UP**

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

14. **APPLICATION OF SURPLUS ASSETS**

14.1. If after the winding up of the Association there remains "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.

14.2. The Association may determine to distribute surplus assets to nominated charities.

14.3. The Association such organisation or organisations shall be identified and determined by a resolution of members in general meeting

15. **RULES**

15.1. These rules may be altered (including an alteration to the Association's name) by special resolution of the members of the Association. This includes rescission or replacement by substitute rules.

15.2. The alteration shall be registered with the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch, as required by the Act

15.3. The registered rules shall bind the Association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.