

Bicycle Wagga Wagga Inc.



CONSTITUTION

**Adopted at the
Special General Meeting
held on
22nd February 2012**

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Part 1 – Preliminary

1. **Definitions**

(1) In this constitution:

Director-General means the Director-General of the Department of Services, Technology and Administration.

ordinary committee member means a member of the committee who is not an office-bearer of Bicycle Wagga Wagga Inc.

ordinary member means a member of Bicycle Wagga Wagga Inc. over the age of 18 years who has been approved by the committee for membership and has paid either the application fee or the annual membership subscription and is recognised by the committee as having the authority to nominate provisional members and approve temporary members.

junior member means a member of Bicycle Wagga Wagga Inc. under the age of 18 years who has been approved by the committee for membership and has paid either the application fee or the annual membership subscription.

provisional member means a person who has completed the Application for Membership form and who has been nominated by an ordinary member of Bicycle Wagga Wagga Inc. and has paid the application fee for membership of Bicycle Wagga Wagga Inc. Their membership is provisional upon the approval of their application for membership at the next committee meeting as referred to in clause 5 (2).

temporary member means a person who has completed the Application for Temporary Membership form and who has been approved by an ordinary member of Bicycle Wagga Wagga Inc. for temporary membership and whose membership expires as referred to in clause 6 (3).

secretary means:

- (a) the person holding office under this constitution as secretary of Bicycle Wagga Wagga Inc., or
- (b) if no such person holds that office – the public officer of Bicycle Wagga Wagga Inc.

special general meeting means a general meeting of Bicycle Wagga Wagga Inc. other than an annual general meeting.

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2010*.

membership year means the year from 1st January to 31st December.

financial year means the year from 1st July to 30th June the following year.

(2) In this constitution:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

- (3) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

2. Purpose

Bicycle Wagga Wagga Inc. is a not for profit community based group whose primary purpose is to organise bicycle rides.

3. Objects

The objects of Bicycle Wagga Wagga Inc. are to:

- (a) promote the enjoyment of cycling for health, friendship, recreation and transport in the community,
- (b) promote recognition of cyclists' needs, rights and responsibilities,
- (c) promote cycling safety through the education of all road users,
- (d) promote improvement of cycling facilities,
- (e) increase the number of cyclists,
- (f) develop a strong, vibrant organisation.

Part 2 – Membership

4. Membership qualifications

- (1) A person is eligible to be an ordinary member of Bicycle Wagga Wagga Inc. if:
 - (a) the person is a natural person, and
 - (b) the person is over the age of 18 years, and
 - (c) the person has been nominated and approved for ordinary membership of Bicycle Wagga Wagga Inc. in accordance with clause 5.
- (2) A person is eligible to be a junior member of Bicycle Wagga Wagga Inc. if:
 - (a) the person is a natural person, and
 - (b) the person is under the age of 18 years, and
 - (c) the person has been nominated and approved for junior membership of Bicycle Wagga Wagga Inc. in accordance with clause 5.
- (3) A person is eligible to be a provisional member of Bicycle Wagga Wagga Inc. if:
 - (a) the person is a natural person, and
 - (b) the person has completed the Application for Membership form and has been nominated for membership of Bicycle Wagga Wagga Inc., and whose application for membership has yet to be approved by the committee of Bicycle Wagga Wagga Inc. in accordance with clause 5.
- (4) A person is eligible to be a temporary member of Bicycle Wagga Wagga Inc. if:
 - (a) the person is a natural person, and
 - (b) the person has completed the Application for Temporary Membership form and has been approved for temporary membership of Bicycle Wagga Wagga Inc. in accordance with clause 5 (2).

5. Application for membership

- (1) An application by a person for ordinary or junior membership of Bicycle Wagga Wagga Inc.:
 - (a) must be made by the applicant in writing on the Application for Membership form approved by the committee, and
 - (b) must be nominated by an ordinary member of Bicycle Wagga Wagga Inc., and
 - (c) must be lodged with the secretary of Bicycle Wagga Wagga Inc., and
 - (d) must be accompanied by the required application fee, and
 - (e) as soon as practicable after receiving an application for ordinary or junior membership, the secretary must refer the application to the committee which is to determine whether to approve or to reject the application, and
 - (f) as soon as practicable after the committee makes that determination, the secretary must notify the applicant, in writing, that the committee has approved or rejected the application (whichever is applicable), and
 - (g) where an application for ordinary or junior membership has been approved by the committee the secretary must enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the

applicant becomes an ordinary or junior member of Bicycle Wagga Wagga Inc., or

- (h) where an application for ordinary or junior membership has been rejected by the committee the secretary must refund the application fee paid by the applicant as soon as practicable.
- (2) An application by a person for temporary membership of Bicycle Wagga Wagga Inc.:
- (a) must be made in writing on the Application for Temporary Membership form approved by the committee, and
 - (b) must be approved at the time of application by an ordinary member of Bicycle Wagga Wagga Inc., and
 - (c) must be lodged with the secretary of Bicycle Wagga Wagga Inc. as soon as practicable.

6. Cessation of membership

- (1) A person ceases to be an ordinary or junior member of Bicycle Wagga Wagga Inc. if the person:
- (a) dies, or
 - (b) resigns membership, or
 - (c) fails to pay the annual membership subscription before 28 February in any year, or
 - (d) is expelled from Bicycle Wagga Wagga Inc.
- (2) A person ceases to be a provisional member of Bicycle Wagga Wagga Inc. if the person:
- (a) dies, or
 - (b) withdraws their application for membership, or
 - (c) has their nomination for membership withdrawn by their nominator, or
 - (d) has their application for membership rejected by the committee of Bicycle Wagga Wagga Inc.
- (3) A person ceases to be a temporary member of Bicycle Wagga Wagga Inc. if the person:
- (a) dies, or
 - (b) the event where they applied for temporary membership finishes, or
 - (c) leaves the event where they applied for temporary membership before the event finishes, or
 - (d) is asked to leave the event where they applied for temporary membership by the ordinary member of Bicycle Wagga Wagga Inc. that approved their temporary membership.

7. Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being an ordinary, junior, provisional or temporary member of Bicycle Wagga Wagga Inc.:

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

8. Resignation of membership

- (1) An ordinary or junior member of Bicycle Wagga Wagga Inc. who has paid all amounts payable in respect to the ordinary or junior member's membership may resign from ordinary or junior membership of Bicycle Wagga Wagga Inc. by giving to the secretary written notice of the ordinary or junior member's intention to resign and, upon receipt of that notice, the ordinary or junior member ceases to be an ordinary or junior member.
- (2) A provisional member of Bicycle Wagga Wagga Inc. who has paid the application fee for membership:
 - (a) may resign from provisional membership of Bicycle Wagga Wagga Inc. by giving to the secretary written notice of the provisional member's intention to resign prior to the committee meeting at which the application for membership would be considered and, upon receipt of that notice, the provisional member ceases to be a provisional member, and
 - (b) where a provisional member resigns that membership the provisional member's application fee for membership will be refunded.
- (3) A temporary member of Bicycle Wagga Wagga Inc. resigns their temporary membership by leaving the event where they applied for temporary membership before the event finishes.

9. Registers of members

- (1) The secretary of Bicycle Wagga Wagga Inc. must establish and maintain a register of ordinary and junior members of Bicycle Wagga Wagga Inc.
- (2) The register must contain the following particulars for each ordinary and junior member:
 - (a) the full name of the ordinary or junior member, and
 - (b) the postal, residential and e-mail addresses, where applicable, of the ordinary or junior member, and
 - (c) the date of admission as an ordinary or junior member, and
 - (d) the date of death or date of resignation of membership, where applicable, or
 - (e) details about the termination or reinstatement of membership, where applicable, and
 - (f) any other particulars the committee or the ordinary members at a general meeting decide.
- (3) If an ordinary or junior member requests that any information contained on the register of ordinary and junior members (other than the ordinary or junior member's name) not be available for inspection, that information must not be available for inspection.
- (4) where an ordinary or junior member of Bicycle Wagga Wagga Inc. ceases to be an ordinary or junior member under subclause 8 (1), and in every other case where an ordinary or junior member ceases to hold membership, the secretary must make an appropriate entry in the register of ordinary and junior members recording the date on which the ordinary or junior member ceased to be an ordinary or junior member.
- (5) The register of ordinary and junior members must be kept at the principal place of administration of Bicycle Wagga Wagga Inc. and must be open for inspection, free of charge, by any ordinary member of Bicycle Wagga Wagga Inc. at any reasonable hour by application to the public officer during office hours.

- (6) An ordinary member must not use information about a person obtained from the register of ordinary and junior members to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to Bicycle Wagga Wagga Inc. or other material related to Bicycle Wagga Wagga Inc, or
 - (b) any other purposes necessary to comply with a requirement of the Act or the Regulation.
- (7) The secretary of Bicycle Wagga Wagga Inc. must establish and maintain a register of temporary members of Bicycle Wagga Wagga Inc. by storing the Application for Temporary Membership forms.
- (8) The register of temporary members must be kept at the principal place of administration of Bicycle Wagga Wagga Inc. and must be open for inspection, free of charge, by any ordinary member of Bicycle Wagga Wagga Inc. at any reasonable hour after the ordinary member of Bicycle Wagga Wagga Inc. has received the approval of the committee.
- (9) An ordinary member must not use information about a person obtained from the register of temporary members to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to Bicycle Wagga Wagga Inc. or other material related to Bicycle Wagga Wagga Inc, or
 - (b) any other purposes necessary to comply with a requirement of the Act or the Regulation.

10. Fees and subscriptions

- (1) An ordinary or junior member of Bicycle Wagga Wagga Inc. must pay to Bicycle Wagga Wagga Inc. an annual membership subscription in an amount determined by the committee. The annual membership subscription:
 - (a) falls due on 1st January, and
 - (b) must be paid by 28th February.
- (2) An applicant for ordinary or junior membership of Bicycle Wagga Wagga Inc. must pay to Bicycle Wagga Wagga Inc. an application fee in an amount determined by the committee and becomes a provisional member until their application for ordinary or junior membership is approved by the committee from which time they become an ordinary or junior member and must pay to Bicycle Wagga Wagga Inc. the annual membership subscription when it next falls due as stipulated in clause 10 (1).
- (3) There are no fees or subscriptions payable by a temporary member.

11. Members' liabilities

- (1) The liability of an ordinary or junior member of Bicycle Wagga Wagga Inc. to contribute towards the payment of the debts and liabilities of Bicycle Wagga Wagga Inc. or the costs, charges and expenses of the winding up of Bicycle Wagga Wagga Inc. is limited to the amount, if any, unpaid by the ordinary or junior member in respect of membership of Bicycle Wagga Wagga Inc. as required by clause 10 (1).
- (2) The liability of a provisional member of Bicycle Wagga Wagga Inc. to contribute towards the payment of the debts and liabilities of Bicycle Wagga Wagga Inc. or the costs, charges and expenses of the winding up of Bicycle Wagga Wagga Inc. is

limited to the amount, if any, unpaid by the provisional member in respect of the application fee for membership of Bicycle Wagga Wagga Inc. as required by clause 10 (2).

- (3) A temporary member of Bicycle Wagga Wagga Inc. has no liability to contribute towards the payments of the debts and liabilities of Bicycle Wagga Wagga Inc. or the costs, charges and expenses of the winding up of Bicycle Wagga Wagga Inc.

12. Resolution of internal disputes

- (1) A dispute between a member and another member (in their capacity as members) of Bicycle Wagga Wagga Inc., and a dispute between a member or members and Bicycle Wagga Wagga Inc., are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983*.
- (2) If a dispute is not resolved within three 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.

13. Disciplining of members

- (1) A complaint, in writing, may be made to the committee by any person that an ordinary or junior member of Bicycle Wagga Wagga Inc.:
 - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has wilfully acted in a manner prejudicial to the interests of Bicycle Wagga Wagga Inc.
- (2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the committee decides to deal with the complaint, the committee:
 - (a) must cause notice of the complaint to be served on the ordinary member or the guardian of the junior member concerned, and
 - (b) must give the ordinary member, the junior member or the junior member's guardian at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the ordinary member, the junior member or the junior member's guardian in connection with the complaint.
- (4) The committee may, by resolution, expel the ordinary or junior member from Bicycle Wagga Wagga Inc., or suspend the ordinary or junior member from membership of Bicycle Wagga Wagga Inc., or reprimand the ordinary or junior member if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion, suspension or reprimand is warranted.
- (5) If the committee expels, suspends or reprimands an ordinary or junior member, the secretary must, within seven days after the action is taken, cause written notice to be given to the ordinary member or the guardian of the junior member of the action taken, of the reasons given by the committee for having taken that action and of the ordinary member's, the junior member's or the junior member's guardian's right of appeal under clause 14.

- (6) The expulsion or suspension does not take effect:
- (a) until the expiration of the period within which the ordinary member, the junior member or the junior member's guardian is entitled to appeal against the resolution concerned, or
 - (b) if within that period the ordinary member, the junior member or the junior member's guardian exercises the right of appeal, unless and until Bicycle Wagga Wagga Inc. confirms the resolution under clause 14 (5),
- whichever is the latter.

14. *Right of appeal of disciplined member*

- (1) An ordinary member, a junior member, or the guardian of the junior member may appeal to Bicycle Wagga Wagga Inc. in special general meeting against a resolution of the committee under clause 13, within seven days after notice of the resolution is served on the ordinary member or the guardian of the junior member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the ordinary member, the junior member, or the guardian of the junior member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from an ordinary member, a junior member or the guardian of the junior member under subclause (1), the secretary must notify the committee which is to convene a special general meeting of Bicycle Wagga Wagga Inc. to be held within 28 days after the date on which the secretary received the notice.
- (4) At a special general meeting of Bicycle Wagga Wagga Inc. convened under subclause (3):
- (a) no business other than the question of the appeal is to be transacted, and
 - (b) the committee and the ordinary member, the junior member, or the guardian of the junior member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the ordinary members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by ordinary members of Bicycle Wagga Wagga Inc.
- (6) If, at the special general meeting, Bicycle Wagga Wagga Inc. passes a resolution in favour of the confirmation of the resolution, the resolution is confirmed. If the resolution in favour of the confirmation of the resolution is not passed, the resolution is revoked.

Part 3 – The committee

15. Powers of the committee

Subject to the Act, the Regulation and this constitution and to any resolution passed by Bicycle Wagga Wagga Inc. in general meeting, the committee:

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

16. Constitution and membership of committee

- (1) The committee is to consist of:
 - (a) the office-bearers of Bicycle Wagga Wagga Inc., and
 - (b) a minimum of four ordinary members,
each of whom is to be elected at the annual general meeting of Bicycle Wagga Wagga Inc. under clause 17.
- (2) The office-bearers of Bicycle Wagga Wagga Inc. are to be:
 - (a) the president
 - (b) the vice-president
 - (c) the treasurer, and
 - (d) the secretary.
- (3) A committee member may hold up to two offices (other than both the president and the vice-president offices).
- (4) Each member of the committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (5) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint an ordinary member of Bicycle Wagga Wagga Inc. to fill the vacancy and the ordinary member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.

17. Election of members

- (1) Nominations of candidates for election as office-bearers of Bicycle Wagga Wagga Inc. or as ordinary members of the committee:
 - (a) must be made in writing, signed by two ordinary members of Bicycle Wagga Wagga Inc. neither of which is the candidate and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and

- (b) must be delivered to the secretary of Bicycle Wagga Wagga Inc. before the time fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations for the remaining vacancies are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the ordinary members nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
- (7) A person nominated as a candidate for election as an office-bearer or ordinary member of the committee of Bicycle Wagga Wagga Inc. must be an ordinary member of Bicycle Wagga Wagga Inc.

18. Secretary

- (1) The secretary of Bicycle Wagga Wagga Inc. must, as soon as practicable after being appointed as secretary, lodge notice with Bicycle Wagga Wagga Inc. of his or her address.
- (2) It is the duty of the secretary to keep minutes of:
 - (a) all appointments of office-bearers and members of the committee, and
 - (b) the names of attendees present at a committee meeting or a general meeting, and
 - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be presented for acceptance at the next succeeding meeting.

19. Treasurer

It is the duty of the treasurer of Bicycle Wagga Wagga Inc. to ensure:

- (a) that all money due to Bicycle Wagga Wagga Inc. is collected and received and that all payments authorised by Bicycle Wagga Wagga Inc. are made, and
- (b) that correct books and accounts are kept showing the financial affairs of Bicycle Wagga Wagga Inc., including full details of all receipts and expenditure connected with the activities of Bicycle Wagga Wagga Inc., and
- (c) that a statement showing the financial affairs of Bicycle Wagga Wagga Inc., including full details of all receipts and expenditure connected with the activities of Bicycle Wagga Wagga Inc. is presented at committee meetings and the annual general meeting.

20. Casual vacancies

For the purposes of this constitution, a casual vacancy in the office of a member of the committee occurs if the member:

- (a) dies, or
- (b) ceases to be a member of Bicycle Wagga Wagga Inc., or
- (c) resigns office by notice in writing given to the secretary, or
- (d) is removed from office under clause 21, or
- (e) becomes a mentally incapacitated person, or
- (f) is absent without the consent of the committee from all meetings of the committee held during a period of six months.
- (g) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than three months, or
- (h) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

21. Removal of committee members

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

22. Committee meetings and quorum

- (1) The committee must meet at least three times in each period of 12 months at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any four members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to be dissolved.
- (7) At a meeting of the committee:

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

23. *Delegation by committee to sub-committee*

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

24. *Voting and decisions*

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 22 (5) and (6), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

Part 4 – General meetings

25. Annual general meetings – holding of

- (1) Bicycle Wagga Wagga Inc. must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) Bicycle Wagga Wagga Inc. must hold its annual general meetings:
 - (a) within six months after the close of Bicycle Wagga Wagga Inc.'s financial year, or
 - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

26. Annual general meetings – calling of and business at

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

27. Special general meetings – calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of Bicycle Wagga Wagga Inc.
- (2) The committee must, on the requisition in writing of at least five percent of the total number of ordinary members, convene a special general meeting of Bicycle Wagga Wagga Inc.
- (3) A requisition of ordinary members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the ordinary members making the requisition, and
 - (c) must be lodged with the secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the ordinary members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within one month after that date on which a requisition of ordinary members for the meeting is lodged with the secretary, any one or more of the ordinary members who made the requisition may convene a special general meeting to be held not later than three months after that date.

- (5) A special general meeting convened by an ordinary member or ordinary members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

28. Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of Bicycle Wagga Wagga Inc., the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each ordinary member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of Bicycle Wagga Wagga Inc. the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each ordinary member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 26 (2).
- (4) An ordinary member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the ordinary member.

29. Quorum for general meetings

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

30. Presiding member

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of Bicycle Wagga Wagga Inc.

- (2) If the president and the vice-president are absent or unwilling to act, the ordinary members present must elect one of their number to preside as chairperson at the meeting.

31. Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of ordinary members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each ordinary member of Bicycle Wagga Wagga Inc. stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

32. Making of decisions

- (1) A question arising at a general meeting of Bicycle Wagga Wagga Inc. is to be determined by either:
 - (a) on a show of hands, or
 - (b) if on the motion of the chairperson or if five or more ordinary members present at the meeting decide that the question should be determined by a written ballot – a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of Bicycle Wagga Wagga Inc., is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

33. Special resolution

A special resolution may only be passed by Bicycle Wagga Wagga Inc. in accordance with section 39 of the Act.

34. Voting

- (1) On any question arising at a general meeting of Bicycle Wagga Wagga Inc. an ordinary member has one vote only.
- (2) All votes must be given personally.
- (3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) An ordinary member is not entitled to vote at any general meeting of Bicycle Wagga Wagga Inc. unless all money due and payable by the ordinary member to Bicycle Wagga Wagga Inc. has been paid.

- (5) A junior member is not entitled to vote at any general meeting of Bicycle Wagga Wagga Inc.
- (6) A provisional member is not entitled to vote at any general meeting of Bicycle Wagga Wagga Inc.
- (7) A temporary member is not entitled to vote at any general meeting of Bicycle Wagga Wagga Inc.

35. *Proxy votes not permitted*

Proxy voting must not take place at or in respect to a general meeting.

Part 5 – Miscellaneous

36. Insurance

Bicycle Wagga Wagga Inc. may effect and maintain insurance.

37. Funds – source

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

38. Funds – management

- (1) Subject to any resolution passed by Bicycle Wagga Wagga Inc. in general meeting, the assets and income of Bicycle Wagga Wagga Inc. are to be used solely in pursuance of the objects of Bicycle Wagga Wagga Inc. in such manner as the committee determines. No portion shall be distributed directly or indirectly to the members of the Bicycle Wagga Wagga Inc. except as bona fide compensation for services rendered or expenses incurred on behalf of Bicycle Wagga Wagga Inc.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two members of the committee or employees of Bicycle Wagga Wagga Inc., being members or employees authorised to do so by the committee.
- (3) A payment of \$100 or more must be made by cheque or electronic funds transfer.
- (4) A petty cash account must be kept and accounted for by the treasurer, and the committee must decide the amount of the petty cash to be kept in the account.
- (5) All expenditure must be approved or ratified at a committee meeting.

39. Distribution of surplus assets to another entity

- (1) This clause applies if Bicycle Wagga Wagga Inc.:
 - (a) is wound up under the Act, and
 - (b) has surplus assets remaining after the satisfaction of all debts and liabilities.
- (2) The surplus assets must not be distributed among the members of Bicycle Wagga Wagga Inc.
- (3) The surplus assets must be given to another entity:
 - (a) having objects similar to Bicycle Wagga Wagga's objects, is not carried on for the profit or gain of its individual members, and
 - (b) the constitution of which prohibits the distribution of the entity's income and assets to its members.

40. Change of name, objects and constitution

The statement of objects and this constitution may be altered, rescinded or added to only by a special resolution of Bicycle Wagga Wagga Inc.

An application to the Director-General for registration of a change in Bicycle Wagga Wagga Inc.'s name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

41. Custody of books etc

Except as otherwise provided by this constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to Bicycle Wagga Wagga Inc.

42. Inspection of books etc

- (1) The following documents must be open to inspection, free of charge, by an ordinary member of Bicycle Wagga Wagga Inc. at any reasonable hour by application to the public officer during office hours:
 - (a) records, books and other financial documents of Bicycle Wagga Wagga Inc,
 - (b) this constitution,
 - (c) minutes of all committee and general meetings of Bicycle Wagga Wagga Inc.
- (2) An ordinary member of Bicycle Wagga Wagga may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee as determined by the committee.

43. Service of notices

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