

# Bicycle South Australia Incorporated: Constitution

## 1. Name

- 1.1 The name of the Association shall be Bicycle South Australia Incorporated, hereinafter referred to as Bicycle SA.
- 1.2 Bicycle SA may affiliate with such other organisations as its members shall determine.
- 1.3 At any Annual General Meeting Bicycle SA members present may appoint a person to be patron of Bicycle SA.

## 2. Objectives

- 2.1 Bicycle SA shall be non-party political, non-sectarian and non-profit making.
- 2.2 Bicycle SA shall have the following objectives:
  - a. to promote and encourage cycling for recreation and transport;
  - b. to conduct and encourage bicycle tours, events, and activities;
  - c. to act as a public voice on behalf of bicyclists;
  - d. to promote and encourage a safe, healthy, environmentally sustainable transport system that includes bicycles as a viable transport mode;
  - e. to develop and deliver education programs that benefit cycling

## 3. Membership

- 3.1 Membership of Bicycle SA shall be open to any person who supports the objectives of Bicycle SA, undertakes to be bound by its rules and constitution, agrees to pay the prescribed annual membership fee, and applies in writing to Bicycle SA.
- 3.2 The prescribed annual membership fees shall be determined at the Annual General Meeting of Bicycle SA.
- 3.3 Members of Bicycle SA who have not paid or renewed their membership shall be declared unfinancial and will be ineligible to vote at meetings of Bicycle SA or to stand for any office of Bicycle SA.
- 3.4 At any General Meeting of Bicycle SA, members present may decide not to accept the renewal of the Membership of any member. At least 14 (fourteen) days notice shall be given to members of such a motion.
- 3.5 Bicycle SA may, at its discretion elect to Honorary Life Membership of Bicycle SA anyone who has rendered service to the promotion and/or interests of Bicycle SA, provided that not more than two persons are elected in one year.
  - a. Approval by both the Executive Committee and at a General Meeting of Bicycle SA is required before Honorary Life Membership may be conferred on any person;
  - b. Persons receiving Honorary Life Membership shall be presented with a certificate of recognition;
  - c. Honorary Life Members shall retain full voting power.
- 3.6 Categories of membership:
  - i. Personal – individual person.
  - ii. Household – members of a family living at the same address
  - iii. Concession – student, pensioner, unemployed.
  - iv. Organisation – clubs, bike shops, schools, councils and organisations other than those above.
  - v. Corporate membership.
  - vi. Youth membership open to individuals between the ages of 10 and their 17<sup>th</sup> birthday.
- 3.7
  - a. A Household membership (two or more persons living at the same address) is entitled to two (2) votes.
  - b. Voting and eligibility for Executive Committee membership restricted to one natural person over the age of seventeen (17) years per current fully subscribed membership.

## 4. The Executive Committee

- 4.1 Persons elected to the following positions shall comprise the Executive Committee:

- a. President
- b. Vice President
- c. Secretary
- d. Treasurer
- e. Six (6) other members of Bicycle SA who shall be elected at an Annual General Meeting.
- f. Other persons as deemed appropriate by the Executive Committee.
- g. All executive members elected shall be appointed for a two year term with half of the executive members retiring at each Annual General Meeting, with the President, Secretary and half of the executive members referred to in para.e. and f. of clause 4.1 retiring in one year and the Vice President, Treasurer and the remaining executive members referred to in para e. and f. of the same clause 4.1 retiring in the next year and all eligible for re-election.

- 4.2 If a member of the Executive Committee resigns or is otherwise unable to perform his/her duties prior to an Annual General Meeting, the Executive Committee shall have the power to appoint a substitute officer who shall have to stand for election at a General Meeting of Bicycle SA no later than sixty (60) days after the date of his/her appointment.
- 4.3 Any member of the Executive Committee may be removed from his/her office by a General Meeting of Bicycle SA. At least fourteen (14) days notice shall be given to members of a motion to remove a committee member from office. The Meeting which so removes a committee member shall elect a successor.
- 4.4 The Executive Committee shall have the control and management of Bicycle SA subject to any direction it shall receive from any General Meeting.
- 4.5 The Executive Officer of Bicycle SA shall be the Association's Public Officer and shall undertake and perform such duties as the Executive Committee shall direct, and shall be responsible for the day-to-day administration of Bicycle SA's affairs, and the maintenance of its records and attend meetings of the Executive Committee.
- 4.6 The Vice President shall undertake and perform all such duties as the Executive Committee shall direct, chair and shall be responsible for the advocacy focus of Bicycle SA.
- 4.7 The Treasurer shall undertake and perform all such duties as the Executive Committee shall direct, shall keep an account of all monies received and disbursed by Bicycle SA, and shall present a statement of account at each Annual General Meeting.
- 4.8 The Executive Committee shall meet as often as shall be necessary to conduct the business of Bicycle SA. Any two members of the Executive Committee shall be entitled to call a meeting. A quorum at any meeting of the Executive Committee shall be at least six (6) members.
- 4.9 The notice of all meetings of the Executive Committee shall be given to members of the Committee at least seven (7) days before the date of such meeting. The accidental non-receipt by any member of any such notice shall not invalidate or affect any proceedings at such meetings.
- 4.10 The Executive Committee may, as required, engage employee(s).

## 5. Sub-Committees of the Association

- 5.1 In addition to the Executive Committee, Bicycle SA shall appoint other sub-committees as it considers necessary.
- 5.2 The powers, duties and procedures of such sub-committees shall be determined or varied at any meeting of Bicycle SA.
- 5.3 Each sub-committee established under this clause shall report to Bicycle SA or the Executive Committee on any matters relevant to its work, and shall make a written report of its

activities to be distributed at each Annual General Meeting of Bicycle SA.

- a. Chairs of such committees shall be elected at a meeting of that sub-committee.

## 6. General Meetings of Bicycle SA

- 6.1 An Annual General Meeting of Bicycle SA shall be held within five (5) months of the end of the financial year, as specified in item 9.3.
- 6.2 Notice of a General Meeting shall be given to members in writing at least fourteen (14) days prior to the meeting and may be convened by:
  - a. The Executive Committee;
  - b. A request by not less than fifteen (15) members in writing to the Executive Committee of Bicycle SA. The Executive Committee shall ensure that such a meeting takes place no later than thirty (30) days after the receipt of the respective notification. The notice of any General Meeting shall state the object of any business to be dealt with at the meeting. Such business shall be the sole item(s) in the agenda of that meeting.

## 7. Procedures at General Meetings of Bicycle SA

- 7.1 The President or Vice President of Bicycle SA, or a member elected in their absence for the meeting, shall act as Chair of any General Meeting.
- 7.2 Thirty (30) financial members shall constitute a quorum at any General Meeting of Bicycle SA. In the case of a meeting at which no quorum shall be present thirty minutes after the time fixed for the General Meeting, the meeting shall stand adjourned for 14 days on which occasion those present shall be deemed a quorum.
- 7.3 All decisions of Bicycle SA or any of its committees shall if necessary be determined by a vote of members present at any such meeting. A simple majority in favour of a proposal shall be sufficient to cause it to be passed, with the exception of Constitutional changes which require a two-thirds (2/3) majority vote.
- 7.4 At the Annual General Meeting of Bicycle SA, the following written reports will be considered by the members:
  - a. President's Report
  - b. Treasurer's Report
  - c. Other reports deemed necessary by the Executive Committee.
  - d. Reports for Sub-Committees established under Clause 5.
- 7.5 At all meetings of Bicycle SA, the Chair shall have a casting vote in addition to his/her deliberative vote.

## 8. Records of Bicycle SA

All records of Bicycle SA shall be open for the inspection of any member at any reasonable time.

## 9. Financial Management of Bicycle SA

- 9.1 All monies of Bicycle SA shall be deposited in such bank or other institution as the Executive Committee shall from time to time determine.
- 9.2 All cheques shall be signed and countersigned by any two (2) of the prescribed signatories as determined by the Executive Committee.
- 9.3 The Financial Year of Bicycle SA shall be from 1<sup>st</sup> July to 30<sup>th</sup> June.
- 9.4 Subject to any directions it shall receive from any General Meeting of Bicycle SA, the control and management of Bicycle SA finances shall be vested in the Executive Committee which shall have all powers necessary to give effect to the attainment of the objectives of the Association. In particular and without derogating from the foregoing, the Executive Committee shall have power:
  - a. to accept subscriptions, donations and legacies;
  - b. to acquire by purchase, gift, bequest or otherwise and

to hold real and personal property of any kind or any interest in or right thereto and to dispose of the same by sale, donation or such other manner as the Executive Committee may deem expedient or desirable for the promotion of or conducive to the objectives of Bicycle SA; and

- c. to invest the monies forming part of the assets of Bicycle SA under such terms and conditions as the Executive Committee thinks appropriate.

- 9.5 At any Annual General Meeting of Bicycle SA the members shall appoint an auditor to inquire into the Financial Management of Bicycle SA and to report to the members upon it. The cost of such audit shall be met from the funds of Bicycle SA.

## 10. Rules and Delegation

- 10.1 Bicycle SA shall spend such of its money and do such things as contribute to the furtherance of its objectives.
- 10.2 In addition to the vesting of its powers and authorities in persons and committees specifically referred to in this Constitution, Bicycle SA may delegate such other of its powers and authorities to any other of its members, employee or to any other sub-committee of Bicycle SA.
- 10.3 Bicycle SA may make rules to determine procedures and powers for itself or for any other sub-committee or person acting on its behalf under this Constitution, or appointed under this clause.
- 10.4 Bicycle SA may have Rules concerning the conduct and equipment of persons attending any tour or event held by it, and for any other matter relevant to such tour or event. Failure to comply with such Rules may at the Executive Committee's discretion render a person ineligible to attend further tours or events.

## 11. Amendments to the Constitution

The provisions of this Constitution may only be amended by resolution passed at a General Meeting or Annual General Meeting of Bicycle SA of which notice specifying the terms of the proposed amendment has been given to the members at least fourteen (14) days prior to the meeting. No such amendment will be carried unless it is supported by at least two thirds of the total financial members of Bicycle SA present at that meeting.

## 12. Dissolution of Bicycle SA

- 12.1 Bicycle SA may be dissolved by motion of which at least twenty eight (28) days notice has been given to members, and agreed upon at a General or an Annual General Meeting.
- 12.2 In the event of the dissolution of Bicycle SA the funds of the association shall, after all outstanding debts have been settled, be devoted to some purpose appropriate to the objectives of Bicycle SA.

## 13. Association not to be liable

No member of Bicycle SA shall hold the Association or any person acting on behalf of the Association liable as a result of any claim in respect of negligence or other failure to take due care, arising from the planning or conduct of any tour or event.