

**NEW SOUTH WALES CYCLING
FEDERATION INCORPORATED**

CONSTITUTION

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ASSOCIATIONS INCORPORATION ACT (NSW) 1984

CONSTITUTION

of

NEW SOUTH WALES CYCLING FEDERATION INCORPORATED

1. NAME

The name of the association is New South Wales Cycling Federation Incorporated ("Federation").

2. OBJECTS OF FEDERATION

The objects for which the Federation is established and maintained are to:

- (a) become and remain the New South Wales Constituent Club of the Australian Cycling Federation Inc. ("**CA**") or its successor or assign;
- (b) regulate, encourage, administer, promote, advance and manage cycling in New South Wales through sporting and commercial means;
- (c) ensure that cycling events in New South Wales are carried on in a manner, which secures and enhances the safety of participants, officials, spectators and the public and which allows the sport to be competitive and fair;
- (d) adopt, formulate, issue, interpret, implement and amend from time to time such bylaws and regulations as are necessary for the control and conduct of cycling in New South Wales;
- (e) affiliate and otherwise liaise with CA and any other such organisation in the pursuit of these Objects and the sport of cycling;
- (f) develop, manage and control the sport of cycling in New South Wales in accordance with and having regard to the rules and regulations of Union Cycliste Internationale ("**UCI**"), CA and the By-Laws;
- (g) allot and control the conduct and administration of New South Wales cycling Competitions, Events, Championships and other New South Wales titled events;
- (h) determine, arrange and publish an annual New South Wales cycling calendar of events;
- (i) establish and maintain a New South Wales cycling judicial system in accordance with this Constitution and the By-Laws so as to facilitate the resolution of disputes involving any Member or any other person in any way associated with the sport of cycling in New South Wales;
- (j) pursue through itself or other such entity commercial arrangements, including sponsorship and marketing opportunities as are appropriate to further these Objects;
- (k) formulate or adopt and implement appropriate policies, including policies in relation to New South Wales representative team selection, sexual

harassment, equal opportunity, equity, drugs in sport, health, safety, infectious diseases and such other matters as arise from time to time as issues to be addressed in cycling;

- (l) provide for the representation of New South Wales at national events and championships and also at national and international meetings including meetings of CA;
- (m) promote recognition of cycling as a leading participation sport;
- (n) do all that is reasonably necessary to enable these Objects to be achieved and to enable the Members to receive the benefits which these Objects are intended to achieve;
- (o) co-operate or join with or support any association, organisation, society, individual whose activities or purposes are similar to those of the Federation or which advance cycling in New South Wales;
- (p) have regard to the public interest in its operations; and
- (q) undertake and or do all such things or activities as are necessary, incidental or conducive to the advancement of these Objects..

3. POWERS OF THE ASSOCIATION

Solely for furthering the Objects the Association has, in addition to the rights, powers and privileges conferred on it under the Act, the legal capacity and powers of a company as set out under section 124 of the *Corporations Act*.

4. DEFINITIONS AND INTERPRETATION

4.1 Definitions

In this Constitution unless the contrary intention appears, these words shall have the following meanings:

“Act” means the *Associations Incorporation Act (NSW) 1984*.

“Affiliate” means an organisation which:

- (a) has aims which are compatible to those of the Federation; and
- (b) conducts cycling or cycling related programs; and
- (c) does not conduct any activities which conflict with the interests of the Federation; and
- (d) which has been granted affiliation with the Federation under this Constitution.

“Appointed Director” means a person appointed under **Rule 24**.

“Board” means the Directors of the Federation acting as a body.

“By-Laws” means any By-Laws made under **Rule 39** and includes the Technical Regulations.

“Chief Executive Officer” means the chief executive officer appointed by the Board having such functions as are set out under this Constitution.

“Constituent Club” means any properly constituted body recognised by, and admitted to membership of the Federation by the Board, under this Constitution.

“Constitution” means this Constitution of the Federation and includes the By-Laws.

“Delegate” means person appointed by a Constituent Club to be its representative at General Meetings.

“Director” means a member of the Board.

“Financial Year” means the year commencing 1 January and ending 31 December in each year.

“General Meeting” means the Annual or any Special General Meeting of the Federation.

“Individual Member” means any person who is a registered or licensed financial member of a Constituent Club and who is at least 18 years of age.

“Intellectual Property” means all rights subsisting in copyright, trade names, trade marks, logos, designs, equipment, images (including photographs, videos or films) or service marks (whether registered or registrable) relating to the Federation, or any event or competition or cycling equipment, product, publication or activity (including all New South Wales Championships but expressly excluding all Constituent Club Championships) developed, conducted, promoted or administered by the Federation.

“Junior Member” means any person who is a registered or licensed financial member of a Constituent Club and who is under the age of 18 years of age.

“Life Member” means an individual appointed as a life member of the Federation under **Rule 6.3**.

“Member” means a member for the time being of a Constituent Club under **Rule 6**.

“Objects” means the Objects of the Federation in **Rule 2**.

“Special Resolution” means a resolution passed in accordance with the Act.

“Technical Regulations” means the Technical Regulations for Road, Track, Criterium racing and Cyclo Sportif events of the Federation.

4.2 Interpretation

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty;

- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other genders;
- (e) references to persons include corporations and bodies politic;
- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (h) a reference to "writing" shall unless the contrary intention appears, be construed as including references to printing, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

4.3 Severance

If any provision of this Constitution or any phrase contained in them is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution or affecting the validity or enforceability of that provision in any other jurisdiction.

4.4 The Act

Except where the contrary intention appears, in this Constitution, an expression that deals with a matter dealt with by a particular provision of the Act, has the same meaning as that provision of the Act. This Constitution expressly displaces the model rules under the Act.

5. CONSTITUENT CLUBS

5.1 Compliance of Constituent Club

Each Constituent Club shall:

- (a) be subject to the control and direction of the Federation;
- (b) appoint a Delegate in accordance with **Rule 5.2** to represent the Constituent Club at General Meetings;
- (c) adopt the Objects and rules which reflect and are in conformity with this Constitution;
- (d) provide the Federation with copies of its audited accounts, annual report and other associated documents within 30 days of the Constituent Club's annual general meeting; and
- (e) support the Federation in the attainment and promotion of the Objects.

5.2 Delegates

- (a) Each Constituent Club shall:
- (i) subject to **clause 5.2(b)** appoint a Delegate, who cannot be a Director, at its annual general meeting for a term of at least 1 year;
 - (ii) advise the Chief Executive Officer of its appointed Delegate, its appointed Delegate's name, address and phone number within 14 days of the appointment.

A Constituent Club may appoint an alternative Delegate but must notify the Federation of the alternative Delegate's name, address and phone number and position within 14 days of his appointment.

- (b) A Delegate from a Constituent Club with up to 40 Individual Members is entitled to 1 vote at General Meetings. A Delegate from a Constituent Club with 40 or more Individual Members is entitled to 2 votes at General Meetings.

5.3 Operation of Constitution

The Federation and the Constituent Clubs agree:

- (a) that they are bound by this Constitution and that this Constitution operates to create uniformity in the way in which the Objects and cycling are to be conducted, promoted and administered; and
- (b) that should a Constituent Club be having administrative, operational or financial difficulties the Board may act to assist that Constituent Club in whatever manner it considers appropriate, including, but not limited to the appointment of an administrator.

5.4 Register of Members

Each Constituent Club shall maintain, in a form acceptable to the Federation and in accordance with the Act, a register of all Individual Members and committee members. Where requested by the Federation, each Constituent Club shall provide a copy of the register at a time and in a form acceptable to the Federation, and shall provide regular updates of the register to the Federation.

6. MEMBERS

6.1 Categories of Members

The Members of the Federation shall consist of:

- (a) Constituent Clubs, which subject to this Constitution, shall be represented by their Delegates who shall have the right to notice of, and to be present, debate and vote, at General Meetings;
- (b) Life Members, who subject to this Constitution, shall have the right to be present and to debate at General Meetings, but shall have no voting rights;
- (c) Individual Members, who shall have the right to be present at General Meetings, but shall have no voting or debating rights;

- (d) “Junior Members” who shall have no attendance, voting or debating rights at General Meetings; and
- (e) such new categories of Members, created in accordance with **Rule 7.2**.

6.2 Creation of New Categories

The Board has the right and power from time to time to create new categories of membership with such rights, privileges and obligations as are determined applicable (other than voting rights), even if the effect of creating a new category is to alter rights, privileges or obligations of an existing category of Members. No new category of membership may be granted voting rights.

6.3 Life Members

- (a) The Board may recommend to the Annual General Meeting that any person whose association with the Federation extends for a period of at least twenty years and whose service to cycling and the Federation is worthy of life membership, may be granted Life Membership.
- (b) A resolution of the Annual General Meeting to confer life membership on the recommendation of the Board must be passed by a Special Resolution. The vote on such resolution will be taken by secret ballot.
- (c) Conditions, obligations and privileges of life membership shall be as prescribed in the By-Laws.

6.4 Affiliates

- (a) Affiliate status may be granted by the Board on such terms and conditions as it may see fit following formal application for such status accompanied by an up-to-date copy of the applicant’s constituent documents. An Affiliate can not be granted voting rights at General Meetings or other membership rights but may be granted the right to attend and debate at General Meetings.
- (b) Affiliate status may be suspended or cancelled by the Board.

7. APPLICATION FOR MEMBERSHIP

7.1 Application

An application for membership as a Constituent Club must:

- (a) be in writing on the form prescribed by the Board from time to time; and
- (b) meet all membership criteria set down in the By-Laws; and
- (c) be accompanied by the appropriate fee, if any.

7.2 Discretion to Accept or Reject Application

- (a) The Federation may accept or reject an application whether the applicant has complied with the requirements in **Rule 7.1** or not. The Federation will make a decision on an application within 28 days of receiving the application.

- (b) Where the Federation accepts an application, the applicant will become a Constituent Club.
- (c) Membership of the Federation will commence upon acceptance of the application by the Federation.
- (d) If the Federation rejects an application, the Federation will refund any fees forwarded with the application, and the application will be deemed rejected by the Federation. The Federation is not obliged to provide reasons where it has rejected a membership application.

7.3 Renewal of Membership

- (a) Constituent Clubs must renew their membership with the Federation annually in accordance with the procedures set down by the Federation from time to time. Upon renewal the Constituent Club must lodge with the Federation any amendments to its constitution and changes in its Delegate.
- (b) In order to remain a Member, Individual Members must renew their membership with the their Constituent Club or otherwise remain registered or financial members of their Club in accordance with Federation and their Constituent Club procedures applicable from time to time.

8. SUBSCRIPTIONS, FEES AND LEVIES

The annual membership subscription (if any), fees and any levies payable by Constituent Clubs and/or other Member categories to the Federation, the time for and manner of payment shall be as determined by the Board from time to time.

9. REGISTER OF MEMBERS

9.1 Chief Executive Officer to Keep Register

The Chief Executive Officer shall keep and maintain a register of Members and Directors in accordance with the Act.

9.2 Inspection of Register

Having regard to confidentiality considerations, an extract of the Register, excluding the address of any Member or Delegate, shall be available for inspection by Members, upon reasonable request.

10. EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

- (a) this Constitution constitutes a contract between each Member and the Federation and that they are bound by this Constitution and the By-Laws;
- (b) each Member shall comply with and observe this Constitution and the By-Laws and any determination, resolution or policy which may be made or passed by the Board or any duly authorised Committee;
- (c) by submitting to this Constitution and the By-Laws each Member is subject to the control and jurisdiction of the Federation;

- (d) this Constitution and the By-Laws are necessary and reasonable for promoting the Objects and particularly the advancement and protection of Cycling;
- (e) each Member is entitled to all benefits, advantages, privileges and services of Federation membership; and
- (f) a Member will not become a party to any suit at law or equity, against the Federation, any Director or other Member or any other person subject to this Constitution, until all remedies and avenues of appeal allowed by this Constitution have been exhausted, save with the written consent of the Federation.

11. DISCONTINUANCE OF MEMBERSHIP

11.1 Notice of Resignation

- (a) Any Member which or who has paid all monies due and payable to the Federation may resign from the Federation by giving 1 month's notice in writing to the Federation of such intention to withdraw or resign and upon the expiration of that period of notice, the Member shall cease to be a Member.
- (b) If a Constituent Club ceases to be a Member under **Rule 11.1(a)** the membership of all Members affiliated or registered or licensed with or through that Constituent Club shall, subject to a determination of the Board to the contrary, also cease at that time.

11.2 Expiration of Notice Period

Upon the expiration of a notice given under **Rule 11.1(a)**, an entry, recording the date on which the Member who or which gave notice ceased to be a Member, and any other Members whose membership ceases at the time under **Rule 11.1(b)** shall be recorded in the Register.

11.3 Forfeiture of Rights

A Member which ceases to be a Member, for whatever reason, shall forfeit all right in and claim upon the Federation (and the relevant Constituent Club), its property including its Intellectual Property and all competition rights.

12. DISCIPLINE

Where the Federation is advised or considers that a Member has allegedly:

- (a) breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws or any resolution or determination of the Federation, the Board or any duly authorised committee; or
- (b) acted in a manner unbecoming of a Member, or prejudicial to the objects and interests of the Federation and/or Cycling; or
- (c) brought the Federation or Cycling into disrepute;

the Federation may commence or cause to be commenced, disciplinary or investigatory proceedings against that Member and, that Member, will be subject to,

and submits unreservedly to the jurisdiction, disciplinary procedures and penalties and the appeal mechanisms of the Federation as set out in the By-Laws.

This **Rule 12** shall not apply to any incident or matter which relates to a dispute or matter which may be dealt with under the Federation's member protection, selection or doping policy or regulations. Any competition, member protection, selection or doping related matter shall be dealt with in accordance with the relevant policy or by-law of the Federation.

13. GRIEVANCE PROCEDURE

- (a) The grievance procedure set out in this rule applies to disputes under this Constitution between:
 - (i) a Member and another Member; or
 - (ii) a Member and the Federation.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen days after the dispute comes to the attention of all of the parties.
- (c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (d) The mediator must be:
 - (i) a person chosen by agreement between the parties; or
 - (ii) in the absence of agreement:
 - (A) in the case of a dispute between a Member and another Member, a person appointed by the Board; or
 - (B) in the case of a dispute between a Member and the Federation, a person who is a mediator appointed or employed by the NSW Dispute Resolution Association (or such other similar body in circumstances where the NSW Dispute Resolution Association is no longer in existence).
- (e) A Member can be a mediator. The mediator cannot be a Member who is a party to the dispute.
- (f) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (g) The mediator, in conducting the mediation, must:
 - (i) give the parties to the mediation process every opportunity to be heard; and
 - (ii) allow due consideration by all parties of any written statement submitted by any party; and

- (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (h) The mediator must not determine the dispute.
- (i) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.
- (j) This Rule 13 shall not apply to any incident or matter which relates to a dispute or matter which may be dealt with under the Federation's member protection, selection or doping policies or under any of its by-laws. Any such matter shall be dealt with in accordance with the relevant policy or by-law of the Federation.

14. ANNUAL GENERAL MEETING

- (a) An Annual General Meeting of the Federation shall be held in accordance with the Act and on a date and a venue to be determined by the Board. The Board is entitled to a notice of and to be present and debate at the Annual General Meeting.
- (b) All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution.

15. SPECIAL GENERAL MEETINGS

15.1 Special General Meetings May be Held

The Board may, whenever it thinks fit convene a Special General Meeting of the Federation and, where, but for this clause more than 15 months would elapse between the Annual General Meetings, shall convene a Special General Meeting before the expiration of that period. The Board is entitled to a notice of and to be present and debate at a Special General Meeting.

15.2 Requisition of Special General Meetings

- (a) The Board may by resolution convene a Special General Meeting. The Chief Executive Officer shall convene a Special General Meeting within 28 days of receiving a requisition signed by 20% of the Constituent Clubs.
- (b) The requisition for a Special General Meeting shall state the object(s) of the meeting, shall be signed by the Constituent Clubs making the requisition and be sent to the Federation and may consist of several documents in a like form, each signed by 1 or more of the Clubs making the requisition.
- (c) If the Board does not cause a Special General Meeting to be held within 28 days after the date on which the requisition is sent to the Federation, the Constituent Clubs making the requisition, or any of them, may convene a Special General Meeting to be held not later than 3 months after that date.
- (d) A Special General Meeting convened by Members under this Constitution shall be convened in the same manner, or as nearly as possible as that, in

which meetings are convened by the Board. All reasonable expenses incurred in convening the meeting shall be refunded by the Federation to the persons incurring the expenses.

16. BUSINESS

- (a) The business to be transacted at the Annual General Meeting includes the consideration of accounts and the reports of the Board and auditors and the election of Directors and committee members in the place of those retiring.
- (b) All business that is transacted at a General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of those matters set down in **Rule 15(a)** shall be special business.
- (c) No business other than that stated on the notice shall be transacted at that meeting.

17. NOTICES OF MOTION

All Notices of Motion for inclusion as special business at a General Meeting must be submitted in writing to the Chief Executive Officer not less than 35 days (excluding receiving date and meeting date) prior to the General Meeting. Only a Constituent Club or the Board may submit a notice and no individual or life member may do so.

18. NOTICE OF GENERAL MEETING

- (a) Notice of every General Meeting shall be given in accordance with this Constitution to every Constituent Club and Director at the address appearing in the register kept by the Federation. No other person shall be entitled as of right to receive notices of General Meetings.
- (b) A notice of a General Meeting shall specify the place and day and hour of meeting and shall state the business to be transacted at the meeting.
- (c) At least 28 days notice of a General Meeting shall be given to Constituent Clubs, together with:
 - (i) any notice of motion received from Constituent Clubs;
 - (ii) the agenda for the meeting; and
 - (iii) forms of authority in blank for proxy votes.

19. PROCEEDINGS AT GENERAL MEETINGS

19.1 Quorum

No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings of the Federation shall be 20% of Constituent Clubs, represented by their Delegates.

19.2 Chairman to Preside

The chairman of the Board shall, subject to this Constitution, preside as chair at every General Meeting of the Federation. If the chairman is not present, or is unwilling or unable to preside, the Delegates present shall appoint one of the Directors to preside as chair for that meeting only.

19.3 Adjournment of Meeting

- (a) If within half an hour from the time appointed for the meeting a quorum is not present the meeting shall be adjourned until the same day in the next 2 weeks at the same time and place or to such other day and at such other time and place as the Board may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting will lapse.
- (b) The chair may with the consent of any meeting at which a quorum is present and shall if so directed by the meeting adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for 28 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (d) Except as provided in **Rule 18.3(c)** it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

19.4 Voting Procedure

At any meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

- (a) by the chair; or
- (b) by any Delegate.

19.5 Recording of Determinations

Unless a poll is demanded under **Rule 18.4**, a declaration by the chair that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Federation shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

19.6 Where Poll Demanded

If a poll is duly demanded under **Rule 18.4** it shall be taken in such manner and either at once or after an interval or adjournment (but must be taken on the day of the meeting) or otherwise as the chair directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

20. VOTING AT GENERAL MEETINGS

20.1 Constituent Clubs Entitled to Vote via Delegates

Each Constituent Club with up to 40 Individual Members shall have 1 vote at General Meetings. Each Constituent Club with 40 or more Individual Members shall have 2 votes at General Meetings. Subject to this Constitution, only appointed Delegates can vote at General Meetings. No other Member shall be entitled to vote, but shall, subject to this Constitution, have and be entitled to exercise, those rights set out in **Rule 6.1**. Where a Constituent Club's subscriptions or fees are 28 days in arrears at the time of the General Meeting, or a Constituent Club is indebted to the Federation for whatever sum for a period of 28 days or more, it (nor its Delegate) shall not be entitled to vote.

20.2 Chair may exercise casting vote

Where voting at General Meetings is equal the chair may exercise a casting vote.

20.3 Methods of Voting

Where voting is required to be by secret ballot or where a poll is demanded the chair may appoint a returning officer and scrutineers. In the event of a ballot for the election of any Director the chair may not appoint any candidate for election as scrutineer or returning officer.

20.4 Postal or Electronic Voting

Postal or electronic voting may be held from time to time in such instances as the Board may determine and shall be held in accordance with procedures prescribed by the Board and the Act. All postal or electronic voting shall be conducted under condition of a secret ballot and shall be scrutinised by an impartial person duly appointed by the Board to conduct the ballot.

21. PROXY VOTING

21.1 Proxy Voting Permitted

Proxy voting shall be permitted at all General Meetings provided a proxy form in the form approved by the Board from time to time which has been duly completed and executed, is lodged with the Chief Executive Officer at or before the commencement of the meeting. No Member entitled to vote shall be proxy for more than one Constituent Club any 1 time. Only a Delegate can be appointed proxy for another Constituent Club. For the avoidance of doubt a proxy will be entitled to exercise the number of votes which the Constituent Club he is representing is entitled to exercise as determined under **Rule 5.2(b)**.

21.2 Proxy

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A Delegate shall be entitled to instruct his proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as the proxy thinks fit.

22. POWERS OF THE BOARD

Subject to the Act and this Constitution the business of the Federation shall be managed and the powers of the Federation shall be exercised, by the Board.

23. THE BOARD

23.1 Composition of the Board

The Board shall comprise:

- (a) 5 elected Directors; and
- (b) up to 2 appointed Directors.

23.2 Election and Appointment of Directors

- (a) The elected Directors shall be elected in accordance with **Rule 23**.
- (b) Appointed Directors may be appointed in accordance with **Rule 24**.

23.3 Portfolios

The Board may allocate portfolios and/or titles to Directors.

24. ELECTION OF BOARD

24.1 Nomination for Board

- (a) Nominations for the Board shall be called for by the Chief Executive Officer 48 days prior to the Annual General Meeting. When calling for nominations the Chief Executive Officer shall also provide details of the necessary qualifications and job descriptions for the positions. Qualifications and job descriptions shall be as determined by the Board from time to time.
- (b) Nominees for an elected Director position on the Board must declare any position they hold in a Constituent Club or Constituent Club as a director (howsoever described) or a full time employee. Following 12 months after the adoption of this Constitution, if the nominee is elected they must resign from their position as a director (howsoever described) or a full time employee of the Constituent Club or Constituent Club.

24.2 Form of Nomination

Nominations must be:

- (a) in writing;
- (b) on the prescribed form (if any) provided for that purpose;
- (c) signed by 2 authorised Individual Members;
- (d) certified by the nominee (who must be an Individual Member) expressing his willingness to accept the position for which he is nominated; and

- (e) delivered to the Federation not less than 35 days before the date fixed for the holding of the Annual General Meeting.

24.3 Elections

- (a) If the number of nominations received for the Board is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board, then those nominated shall be declared elected only if approved by the majority of the meeting.
- (b) If there are insufficient nominations received to fill all vacancies on the Board, or if a person is not approved by the majority of Members under **Rule 23.3(a)**, the positions will be deemed casual vacancies under **Rule 25.1**.
- (c) If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in alphabetical order, for each vacancy on the Board.
- (d) The voting shall be conducted using the first past the post method, and shall be by secret ballot on papers prepared by the Chief Executive Officer.

24.4 Term of Appointment

- (a) Elected Directors shall be elected in accordance with this Constitution for a term of 2 years, which shall commence from the conclusion of the Annual General Meeting at which the election occurred until the conclusion of the second Annual General Meeting following.
- (b) Three (3) elected Directors shall be elected in each year of even number and the remaining two (2) elected Directors shall be elected, in each year of odd number.
- (c) Should any adjustment to the term of elected Directors elected under this Constitution be necessary to ensure rotational terms in accordance with this Constitution, this shall be determined by the Board.
- (d) Following the adoption of this Constitution, no person who has served as a Director for a period of four consecutive full terms shall be eligible for election or appointment as a Director until the next annual general meeting following the date of conclusion of his last term as a Director.

25. APPOINTED DIRECTORS

25.1 Appointment of Directors

The elected Directors may appoint up to 2 Directors.

25.2 Qualifications for Appointed Directors

The appointed Directors may have specific skills in commerce, finance, marketing, law or business generally or such other skills which compliment the Board composition, but need not have experience in or exposure to Cycling. They do not need to be Members.

25.3 Term of Appointment

- (a) Appointed Directors may be appointed by the elected Directors in accordance with this Constitution for a term of 2 years, which shall commence six weeks after the Annual General Meeting until six weeks after the conclusion of the second Annual General Meeting following.
- (b) One (1) appointed Director may be appointed in each year of odd number and 1 appointed Director may be appointed, in each year of even number.
- (c) Should any adjustment to the term of appointed Directors appointed under this Constitution be necessary to ensure rotational terms in accordance with this Constitution, this shall be determined by the Board.
- (d) Following the adoption of this Constitution, no person who has served as a Director for a period of four consecutive full terms shall be eligible for election or appointment as a Director until the next annual general meeting following the date of conclusion of his last term as a Director.

26. VACANCIES ON THE BOARD

26.1 Casual Vacancies

Any casual vacancy occurring in the position of Director may be filled by the remaining Directors from among appropriately qualified Individual Members. Any casual vacancy may only be filled for the remainder of the Director's term under this Constitution.

26.2 Grounds for Termination of Director

In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (d) resigns his office in writing to the Federation;
- (e) is absent without the consent of the Board from 3 consecutive meetings of the Board;
- (f) holds any office of employment with the Federation;
- (g) is directly or indirectly interested in any contract or proposed contract with the Federation and fails to declare the nature of his interest;
- (h) in the opinion of the Board:
 - (i) has breached any of the By-Laws;

- (ii) has acted in a manner unbecoming or prejudicial to the Objects and/or interests of the Federation and/or Cycling; or
- (iii) has brought the Federation, any Constituent Club or Cycling into disrepute;
- (i) is removed by Special Resolution;
- (j) has been charged and convicted of a serious criminal offence; or
- (k) would otherwise be prohibited from being a director of a corporation under the Corporations Act.

26.3 Board May Act

In the event of a casual vacancy or vacancies in the office of a Director or Directors, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Director to a number sufficient to constitute such a quorum.

27. MEETINGS OF THE BOARD

27.1 Board to Meet

The Board shall meet as often as is deemed necessary in every calendar year for the dispatch of business and may adjourn and, subject to this Constitution otherwise regulate, its meetings as it thinks fit. A Director may at any time, and the Chief Executive Officer shall, on the requisition of a Director, convene a meeting of the Board within a reasonable time.

27.2 Notice of Board Meetings

Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence) not less than 14 days written notice of the meeting of the Board shall be given to each Director. Notice shall be given in accordance with this Constitution. The agenda shall be forwarded to each Director not less than 7 days prior to such meeting.

27.3 Quorum

At meetings of the Board the number of Directors whose presence is required to constitute a quorum is 4.

27.4 Chair

The Board shall elect a chairman who will act as chair of any Board meeting or General Meeting at which he is present. If the chairman is not present, or is unwilling or unable to preside, the remaining Directors shall appoint one of their number to preside as chair for that meeting only. The chairman will hold office for a term of two years but only so long as they remain a director.

27.5 Decisions of Board

Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination of a majority of Directors shall

for all purposes be deemed a determination of the Board. All Directors shall have 1 vote on any question. The chair shall have a casting vote where voting is equal.

27.6 Resolutions not in Meeting

- (a) A resolution in writing, signed or assented to by facsimile or other form of electronic communication by all the Directors shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held. Any such resolution may consist of several documents in like form each signed by 1 or more of the Directors.
- (b) Without limiting the power of the Board to regulate their meetings as they think fit, a meeting of Board may be held where 1 or more of the Directors is not physically present at the meeting, provided that:
 - (i) all persons participating in the meeting are able to communicate with each other effectively simultaneously and instantaneously whether by means of telephone or other form of communication;
 - (ii) notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board and such notice specifies that Directors are not required to be present in person;
 - (iii) in the event that a failure in communications prevents condition (i) from being satisfied by that number of Directors which constitutes a quorum, and none of such Directors are present at the place where the meeting is deemed by virtue of the further provisions of this clause to be held then the meeting shall be suspended until condition (i) is satisfied again. If such condition is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated;
 - (iv) any meeting held where 1 or more of the Directors is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Director is there present and if no Director is there present the meeting shall be deemed to be held at the place where the chair of the meeting is located.

28. CONFLICTS

28.1 Directors' Interests

A Director is disqualified by holding any place of profit or position of employment in the Federation or in any company or incorporated Federation in which the Federation is a shareholder or otherwise interested or from contracting with the Federation either as vendor, purchaser or otherwise except with express resolution of approval of the Board. Any such contract or any contract or arrangement entered into by or on behalf of the Federation in which any Director is in any way interested will be void unless approved by the Board.

28.2 Conflict of Interest

A Director shall declare his interest in any matter in which a conflict of interest arises or may arise, and shall, unless otherwise determined by the Board, absent himself from discussions of such matter and shall not be entitled to vote in respect of such matter. If the Director votes the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Director to absent herself from discussions and refrain from voting, the issue should be immediately determined by vote of the Board, or if this is not possible, the matter shall be adjourned or deferred.

28.3 Disclosure of Interests

The nature of the interest of such Director must be declared by the Director at the meeting of the Board at which the contract or other matter is first taken into consideration if the interest then exists or in any other case at the first meeting of the Board after the acquisition of the interest. If a Director becomes interested in a contract or other matter after it is made or entered into the declaration of the interest must be made at the first meeting of the Board held after the Director becomes so interested.

28.4 General Disclosure

A general notice that a Director is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under **Rule 27.3** as regards such Director and the said transactions. After such general notice it is not necessary for such Director to give a special notice relating to any particular transaction with that firm or company.

28.5 Recording Disclosures

It is the duty of the Chief Executive Officer to record in the minutes any declaration made or any general notice given by a Director in accordance with **Rules 27.3** and **27.4**.

29. CHIEF EXECUTIVE OFFICER

29.1 Appointment of Chief Executive Officer

The Chief Executive Officer shall be appointed by the Board for such term and on such conditions as it thinks fit. The Chief Executive Officer shall be entitled to notice of, attend and participate in debate at, all meetings of Board, but shall have no entitlement to vote.

29.2 Chief Executive Officer to Administer

The Chief Executive Officer shall administer and manage the Federation in accordance with this Constitution.

29.3 Specific Duties

The Chief Executive Officer shall:

- (a) execute tasks relating to the day to day management of the Federation;
- (b) as far as is practicable attend all Board meetings and all General Meetings;

- (c) prepare in consultation with the President, and distribute the agenda for all Board meetings and General Meetings;
- (d) facilitate the recording and preparation of minutes of the proceedings of all meetings of the Board and the Federation;
- (e) regularly report to the Board and/or the Federation on the activities of, and issues relating to, the Federation; and
- (f) if permitted by law, be the public officer of the Federation in accordance with the Act.

29.4 Broad Power to Manage

Subject to the Act, this Constitution, the By-Laws and any policy directive of the Board, the Chief Executive Officer has power to perform all such things as appear necessary or desirable for the proper management and administration of the Federation.

29.5 Chief Executive Officer may Employ

The Chief Executive Officer may in consultation with the Board employ such personnel as are deemed necessary from time to time. Such appointments shall be for such period and on such conditions as the Chief Executive Officer determines.

30. DELEGATIONS

30.1 Board may delegate functions

The Board may by instrument in writing create or establish or appoint from among its own members, the Members or otherwise, special committees, individual officers or consultants to carry out such duties and functions, and with such powers, as the Board determines.

30.2 Delegation By Instrument

The Board may in the establishing instrument delegate such functions as are specified in the instrument, other than:

- (a) this power of delegation; and
- (b) a function imposed on the Board by the Act, any other law or this Constitution.

30.3 Delegated Function Exercised in Accordance With Terms

A function, the exercise of which has been delegated under this Rule, may whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

30.4 Procedure of Delegated Entity

The procedures for any delegated entity shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under this Constitution.

30.5 Delegation may be Conditional

A delegation under this Rule may be made subject to such conditions or limitations as to the exercise of any function or at the time or circumstances as may be specified in the delegation.

30.6 Revocation of Delegation

The Board may by instrument in writing, revoke wholly or in part any delegation made under this Rule, and may amend or repeal any decision made by such body or person under this Rule.

31. RECORDS AND ACCOUNTS**31.1 Custody and Inspection**

The Chief Executive Officer shall keep in his custody or control all books, documents and securities of the Federation. The books, documents and securities of the Federation shall be available for inspection upon reasonable notice to the Chief Executive Officer subject always to the Act and confidentiality considerations.

31.2 Records Kept in Accordance With Act

Proper accounting and other records shall be kept in accordance with the Act and may be kept in written or electronic form. The books of account shall be kept in the care and control of the Chief Executive Officer.

31.3 Federation to Retain Records

The Federation shall retain such records for 5 years after the completion of the transactions or operations to which they relate.

31.4 Board to Submit Accounts

The Board shall submit to the Members at the Annual General Meeting the statements of account of the Federation in accordance with the Act and this Constitution.

31.5 Accounts to be Sent to Members

The Chief Executive Officer shall cause to be sent to all persons entitled to receive notice of Annual General Meetings of the Federation in accordance with this Constitution, a copy of the statements of account, the Board's report, the auditor's report and every other document required under the Act (if any).

31.6 Negotiable Instruments

All cheques and other negotiable instruments, shall be signed or otherwise executed, as the case may be, by any 2 Directors or 1 Director and the Chief Executive Officer or in such other manner as the Board determines.

32. SOURCES OF FUNDS AND INCOME

32.1 Source of Funds

The funds of the Federation shall be derived from membership fees, donations and such other sources as the Board determines.

32.2 Income of Federation

The income and property of the Federation shall be applied solely towards the promotion of the Objects. No portion of the income or property of the Federation shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member, but this shall not preclude payment to a Member in good faith for expenses incurred or services rendered.

33. AUDITOR

- (a) A properly qualified auditor shall be appointed and the remuneration of such auditor fixed by the Board. The auditor's duties shall be regulated in accordance with the Act and the Corporations Act.
- (b) The accounts of the Federation shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor at least once in every year.

34. SEAL

34.1 Safe Custody of Seal

The Chief Executive Officer shall provide for safe custody of the common seal.

34.2 Affixing Seal

The common seal shall only be used by authority of the Board and every document to which the seal is affixed shall be signed by 2 Directors.

34.3 Director Interest

A Director may not sign a document to which the common seal of the Federation is affixed where the Director is interested in the contract or arrangement to which the document relates.

35. NOTICE

35.1 Manner of Notice

- (a) Notices may be given by the Chief Executive Officer to any Member by sending the notice by pre-paid post or facsimile transmission or where available, by electronic mail, to the Member's registered address or facsimile number or electronic mail address.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing and posting the notice. Service of the notice is deemed to have been effected 2 days after posting.

- (c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.
- (d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected unless a "bounceback" electronic mail message is received stating the electronic mail address to which the notice was sent did not receive the electronic mail sending the notice.

36. PATRONS AND VICE PATRONS

The Federation at its Annual General Meeting may appoint annually on the recommendation of the Board a chief patron, patrons and vice-patrons.

37. ALTERATION OF CONSTITUTION

This Constitution shall not be altered except by Special Resolution in accordance with the Act.

38. WINDING UP

38.1 Contributions of Members on winding up

- (a) Each Constituent Club (and other Members entitled to vote) must contribute to the Federation's property if the Federation is wound up while they are a Member or within one year after their membership ceases.
- (b) The contribution is for:
 - (i) payment of the Federation's debts and liabilities contracted before their membership ceased;
 - (ii) the costs of winding up; and
 - (iii) adjustment of the rights of the contributories among themselves,
 and the amount is not to exceed \$1.00.
- (c) No other Member must contribute to the Federation's property if the Federation is wound up.

38.2 Excess property on winding up

- (a) If on the winding up or dissolution of the Federation, and after satisfaction of all its debts and liabilities, any property remains, that property must be given or transferred to another body or bodies:
 - (i) having purposes similar to those of the Federation; and
 - (ii) whose constitution prohibits (or each of whose constitutions prohibit) the distribution of its or their income and property among its or their members to an extent at least as great as is imposed under this Constitution.

- (b) That body is, or those bodies are, to be determined by the Constituent Clubs (and other Members entitled to vote) at or before the time of dissolution or, failing that determination, by a judge who has or acquires jurisdiction in the matter.

39. INDEMNITY

- (a) Every Director and employee of the Federation shall be indemnified out of the property and assets of the Federation against any liability incurred by them in their capacity as Director or employee in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is granted by the Court.
- (b) The Federation shall indemnify its Directors and employees against all damages and losses (including legal costs) for which any such Director or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:
- (i) in the case of a Director, performed or made whilst acting on behalf of and with the authority, express or implied of the Federation; and
 - (ii) in the case of an employee, performed or made in the course of, and within the scope of their employment by the Federation.

40. BY-LAWS

40.1 Board to Formulate By-Laws

The Board may formulate, issue, adopt, interpret and amend such By-Laws for the proper advancement, management and administration of the Federation, the advancement of the Objects and Cycling as it thinks necessary or desirable. Such By-Laws must be consistent with this Constitution.

40.2 By-Laws Binding

All By-Laws made under this Rule shall be binding on the Members.

40.3 Bulletins Binding on Members

Amendments, alterations, interpretations or other changes to By-Laws shall be advised to Constituent Clubs and Constituent Clubs by means of bulletins approved by Board and prepared and issued by the Chief Executive Officer. Such bulletins are binding upon all Members.