

CONSTITUTION OF NEWCASTLE CYCLEWAYS

THIS Constitution was adopted by Newcastle Cycleways Movement on 14 May 1986 as the basis for incorporation in New South Wales under the Associations Incorporation Act, 1984.

1. NAME

The name of the association is the Newcastle Cycleways Incorporated, referred to in this document as "the NCM".

2. STATEMENT OF OBJECTS

- 2.1 To promote community use of the bicycle for transport and recreation
- 2.2 To create a safer and more amenable bicycling environment in the Newcastle region by encouraging
 - (1) widespread upgrading of existing roads and the establishment of a network of off-road bicycle paths where appropriate.
 - (2) the improvement of the road behaviour of bicyclists and motorists through education and enforcement programs.
 - (3) community recognition of the obligations and rights of bicyclists as responsible and legitimate road users.
- 2.3 To provide services to members of the NCM.
- 2.4 To provide advice and information (within the means and expertise of the NCM) to governments or their agencies, business and individuals on bicycle related matters.

3. RULES

3.1 PART I. PRELIMINARY

(1) Interpretation.

- (a) In these rules, except in so far as the context or subject matter otherwise indicates or requires:

“secretary” means:

 - (i) the person holding office under these rules as secretary of the NCM; or
 - (ii) where no such person holds that office - the public officer of the NCM;

"special general meeting" means a general meeting of the NCM other than annual general meeting;

"the Act" means the Associations Incorporation Act, 1984;

"The Regulation" means the Associations Incorporation Regulation, 1985,
- (b) In these rules:
 - (i) a reference to a function includes a reference to a power, authority and duty; and
 - (ii) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.
- (c) The provisions of the Interpretation Act, 1897, apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

3.2 PART II. MEMBERSHIP

(1) Membership qualifications

A person is qualified to be a member of the NCM if, but only if:

- (a) the person is a person referred to in Section 15(l) (a), (b) or (c) of the Act and has

not ceased to be a member of the NCM at any time after incorporation of the NCM under the Act; or

- (b) the person is a natural person who has been approved for membership of the NCM by the committee of the NCM.

(2) Cessation of Membership

A person ceases to be a member of the NCM if the person:

- (a) dies;
- (b) resigns that membership; or
- (c) is expelled from the NCM.

(3) Membership Entitlement Not Transferable

A right, privilege or obligation which a person has by reason of being a member of the NCM:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates upon cessation of the person's membership.

(4) Resignation of Membership

- (a) A member of the NCM is not entitled to resign that membership except in accordance with this rule.
- (b) A member of the NCM who has paid all amounts payable by the member to the NCM in respect of the member's membership may resign from membership of the NCM by first giving notice (being not less than 1 month or not less than such other period as the committee may determine) in writing to the secretary of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.
- (c) Where a member of the NCM ceases to be a member pursuant to clause 3.2 (2), and in every other case where a member ceases to hold membership, the membership secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

(5) Register of Members

- (a) The membership secretary of the NCM shall establish and maintain a register of members of the NCM specifying the name and address of each person who is a member of the NCM together with the date on which the person became a member.
- (b) The register of members shall be kept at the principal place of administration of the NCM and shall be open for inspection, free of charge by any member of the NCM at any reasonable hour on request to the membership secretary.

(6) Fees, Subscription, etc

A member of the NCM shall pay to the NCM, an annual membership fee as determined by the committee,

- (a) except as provided by paragraph 3.2(6)(b), before 1 July in each calendar year; or
- (b) where the member becomes a member on or after 1 July in any calendar year, upon becoming a member and before 1 July in each succeeding calendar year.

(7) Members' Liabilities.

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

(8) Disciplining of Members.

- (a) Where the committee is of the opinion that a member of the NCM:
- (i) has persistently refused or neglected to comply with a provision or provisions of these rules; or
 - (ii) has persistently and wilfully acted in a manner prejudicial to the interests of the NCM,
- the committee may by resolution
- (iii) expel the member from the NCM; or
 - (iv) suspend the member from membership of the NCM for a specified period,.
- (b) A resolution of the committee under clause 3.2(9)(a) is of no effect unless the committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under clause 3.2(9)(c), confirms the resolution in accordance with this rule.
- (c) Where the committee passes a resolution under clause 3.2(9)(a), the secretary shall, as soon as practicable, cause a notice in writing to be served on the member:
- (i) setting out the resolution of the committee and the grounds on which it is based;
 - (ii) stating that the member may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
 - (iii) stating the date, place and time of that meeting; and
 - (iv) informing the member that the member may do either or both of the following:
 - A attend and speak at that meeting;
 - B submit to the committee at or prior to the date of that meeting written representations relating to the resolution.
- (d) At a meeting of the committee held as referred to in clause 3.2(9)(c), the committee shall:
- (i) give to the member an opportunity to make oral representations;
 - (ii) give due consideration to any presentations submitted to the committee by the member at or prior to the meeting; and
 - (iii) by resolution determine whether to confirm or to revoke the resolution.
- (e) Where the committee confirms a resolution under clause 3.2(9)(d), the secretary shall, within 7 days after that confirmation, by notice in writing inform the members of the fact and of the member's right to appeal under rule 3.2(10).
- (f) A resolution confirmed by the committee under clause 3.2(9)(d) does not take effect:
- (i) until the expiration of the period within which the member is entitled to appeal against where the resolution where the member does not exercise-the right of appeal within that period; or
 - (ii) where within that period the member exercises the right of appeal, unless and until NCM confirms the resolution pursuant to rule Clause 3.2(10)(d).

(9) Right of Appeal of Disciplined Member.

- (a) A member may appeal to the NCM in a general meeting against a resolution of the committee which is confirmed under rule clause 3.2(9)(d), within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.

- (b) Upon receipt of a notice from a member under clause 3.2(10)(a), the secretary shall notify the committee which shall convene a general meeting of the NCM to be held within 21 days after the date on which the secretary received the notice.
- (c) At a general meeting of the NCM convened under clause 3.2(10)(b):
 - (i) no business other than that of the appeal shall be transacted;
 - (ii) the committee and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
 - (iii) the members shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (d) If, at the general meeting, the NCM passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

3.3 PART III. THE COMMITTEE

(1) Powers, etc., of committee

The committee shall be called the committee of management of the NCM and, subject to the Act, the Regulation and these rules and to any resolution passed by the NCM in general meeting;

- (a) shall control and manage the affairs of the NCM;
- (b) may exercise all such functions as may be exercised by the NCM other than those functions that are required by these rules to be exercised by a general meeting of members of the NCM; 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 the NCM.

(2) Constitution and membership

- (a) Subject in the case of the first meeting of committee to section 21 of the Act, the committee shall consist of the office bearers of the NCM, of whom shall be elected at the annual general meeting of the NCM pursuant to rule 3.3(3),
- (b) The office-bearers of the NCM shall be -
 - (i) the president;
 - (ii) the vice-presidents;
 - (iii) the treasurer;
 - (iv) the secretary;
 - (v) such other positions as decided at the annual general meeting,
- (c) Each member of the committee shall, subject to these rules, hold office until the conclusion of the annual general meeting following the date of the member's election but is eligible for re-election
- (d) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the NCM to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of appointment.

(3) Election of members.

- (a) Nominations of candidates for election as office bearers of the NCM -
 - (i) shall be made in writing, signed by 2 members of the NCM and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and

- (ii) shall be delivered to the secretary of the NCM not less than 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (b) If insufficient nominations are received to fill all vacancies on the committee the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- (c) If insufficient further nominations are received, any vacant positions remaining on the committee shall be deemed to be casual vacancies.
- (d) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected,
- (e) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- (f) The ballot for the election of office-bearers and ordinary members of the committee shall be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
- (g) A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for election to another office at the same election.

(4) Secretary

- (a) The Secretary of the NCM shall, as soon as practicable after being appointed as secretary, lodge notice with the NCM of his or her address.
- (b) It is the duty of the Secretary or other nominated person to keep minutes of -
 - (i) all appointments of office-bearers and members of the committee;
 - (ii) the name of members of the committee present at a committee meeting or a general meeting; and
 - (iii) All proceedings at committee meetings and general meetings.
- (c) Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

(5) Treasurer

It is the duty of the treasurer of the NCM to ensure that -

- (a) all money due to the NCM is collected and received and that all payments authorised by the NCM are made; and
- (b) correct books and accounts are kept showing the financial affairs of the NCM including full details of all receipts and expenditure connected with the activities of the NCM

(6) Casual Vacancies

For the purposes of these rules, a casual vacancy in the office of a member of the committee occurs if the member

- (a) dies;
- (b) ceases to be a member of the NCM;
- (c) becomes an insolvent under administration within the meaning of the Companies [New South Wales] Code;
- (d) resigns office by notice in writing given to the secretary;
- (e) is removed from office under rule 3.3(7);
- (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or

- (g) Is absent without consent of the committee from all meetings of the committee held during a period of 6 months.
- (7) Removal of member.
- (a) The NCM 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 of the member so removed.
 - (b) Where a member of the committee to whom a proposed resolution referred to in clause (a) relates makes representation in writing to the secretary or president [not exceeding a reasonable length] and requests that the representations be notified to the members of the NCM, the secretary or the president may send a copy of the representations to each member of the NCM or, if they are not sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.
- (8) Meetings and Quorum
- (a) The committee shall at least 3 times in each period of 12 months at such place and time as the committee may determine.
 - (b) Additional meetings of the committee may be convened by the president or by any member of the committee;
 - (c) Oral or written notice of a meeting of the committee shall be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the committee) before the time appointed for the holding of the meeting;
 - (d) Notice of a meeting given under clause(c) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meetings except business which the committee members present at the meeting unanimously agree to treat as urgent business,
 - (e) Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee;
 - (f) No business shall 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 stands adjourned to the same place and at the same hour of the same day in the following week.
 - (g) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting the meeting shall be dissolved;
 - (h) At a meeting of the committee -
 - (i) the president or in the president's absence, a vice-president shall preside; or
 - (ii) 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 shall preside.
- (9) Delegation by the committee to sub-committee.
- (a) The committee may delegate to one or more sub-committees (consisting of such member or members of the NCM as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instruments other than
 - (i) this power of delegation; and
 - (ii) a function which is a duty imposed on the committee by the Act or by any other law,
 - (b) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked be exercised from time to time

by the sub-committee in accordance with the terms of the delegation.

- (c) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to its time or circumstances, as may be specified in the instrument of delegation.
- (d) Notwithstanding any delegation under this rule, the committee may continue to exercise any function delegated.
- (e) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.
- (f) The committee may, revoke wholly or in part any delegation under this rule;
- (g) A sub-committee may meet and adjourn as it thinks proper,

(10) Voting and decisions

- (a) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee shall be determined by a majority of the votes of members of the committee or sub-committee present at the meeting;
- (b) 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;
- (c) Subject to rule (8)(e), the committee may act notwithstanding any vacancy on the committee;
- (d) Any act or thing done or suffered, or purporting to have been done or suffered by the committee or by a sub-committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

3.4 PART IV. GENERAL MEETINGS,

(1) Annual general meetings - holding of

- (a) The NCM shall, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the NCM, convene an annual general meeting of its members,
- (b) Clause (a) has effect subject to any extension or permission granted by the Commission under section 26[3] of the Act

(2) Annual general meetings - calling of and business at.

- (a) The annual general meeting of the NCM shall, subject to the Act and to rule 21, be convened on such date and at such place and time as the committee thinks fit.
- (b) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be -
 - (i) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
 - (ii) to receive from the committee reports upon the activities of the NCM during the last preceding financial year;—
 - (iii) to elect office-bearers of the NCM; and
 - (iv) to receive and consider the statement which is required to be submitted to members pursuant to section 26 [6] of the Act.
- (c) An annual general meeting shall be specified as such in the notice convening it.

(3) Special general meetings - calling of

- (a) The committee may, whenever it thinks fit, convene a special general meeting of the NCM
- (b) The committee shall, on the requisition in writing of not than 5 per cent of the total number of members convene a special general meeting of the NCM
- (c) A requisition of members for a special general meeting -
 - (i) shall state the purpose or purposes of the meeting;
 - (ii) shall be signed by the members making the requisitions;
 - (iii) shall be lodged with the secretary; and
 - (iv) may consist of several documents in a similar form, each signed by one or more of the members making the requisition
- (d) If the committee fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date..
- (e) A special general meeting convened by a member or members as referred to in clause (d) shall be convened as nearly as practicable in the same manner as general meetings are convened by the committee and any member who thereby incurs expense is entitled to be reimbursed by the NCM for any expense so incurred

(4) Notice

- (a) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the NCM, the secretary shall, at least 7 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting
- (b) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the NCM, the secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in clause (a) specifying, in addition to the matter required under clause (a), the intention to propose the resolution as a special resolution.
- (c) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to rule 2(b)
- (d) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

(5) Procedure

- (a) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (b) Five members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (c) If within a half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the if convened requisition of shall be dissolved in any other shall adjourned to day in the following week at the 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 members given before the day to which the meeting is adjourned) at the same place.

- (d) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall constitute a quorum,

(6) Presiding member.

- (a) The president or, in the president's absence, the vice-president, shall preside as chairperson at each general meeting of the NCM.
- (b) If the president and a vice-president are absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

(7) Adjournment

- (a) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (b) Where a general meeting is adjourned for 14 days or more, the secretary shall give written or oral notice of the adjourned meeting to each member of the NCM stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (c) Except as provided in clauses (a) and (b), 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,

(8) Making of decisions.

- (a) A question arising at a general meeting of the NCM shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, 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 the NCM, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (b) At a general meeting of the NCM, a poll may be demanded by the chairperson or by not less than 3 members present in person or by proxy at the meeting.
- (c) Where a poll is demanded at a general meeting, the poll shall be taken
 - (i) Immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
 - (ii) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter shall be deemed to be the resolution on the meeting on that matter.

(9) Special Resolution.

A resolution of the NCM is a special resolution if -

- (a) it is passed by a majority which comprises not less than three-quarters of such members of the NCM as being entitled under these rules so to do, vote in person or by proxy at a general meeting of which not less than 14 days' notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or
- (b) where it is made to appear to the Commission that it is not possible or practicable

for the resolution to be passed in the manner specified in paragraph (a) - the resolution is passed in a manner specified by the Commission.

(10) Voting

- (a) Upon any question arising at a general meeting of the NCM a member has one vote only.
- (b) All votes shall be given personally or by proxy but no member may hold more than 5 proxies.
- (c) 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.
- (d) A member or proxy is not entitled to vote at any general meeting of the NCM unless all money due and payable by the member or proxy to the NCM has been paid, other than the amount of the annual subscription payable in respect of the then current year.

(11) Appointment of proxies.

- (a) Each member shall be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (b) The notice appointing the proxy shall be in writing.

3.5 PART V. MISCELLANEOUS,

(1) Insurance.

- (a) The NCM shall effect and maintain insurance pursuant to section 44 of the Act.
- (b) In addition to the insurance required under clause (a), the NCM may effect and maintain other insurance.

(2) Funds - source.

- (a) The funds of the NCM shall be derived from annual subscriptions of members, donations, grants, voluntary contributions, fund raising efforts and such other sources as the committee determines.
- (b) All money received by the NCM shall be deposited as soon as practicable and without deduction to the credit of the NCM's bank account.
- (c) The NCM shall, as soon as practicable after receiving any money, issue an appropriate receipt.

(3) Funds - management

- (a) The funds of the NCM shall be used in pursuance of the objects of the NCM in such manner as the committee determines,
- (b) All cheques, drafts, bills of exchanges, promissory notes and other negotiable instruments shall be signed by any two members of the committee or employees of the NCM, being members or employees authorised to do so by the committee.

(4) Alteration of objects and rules

The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the NCM.

(5) Common seal

- (a) The common seal of the NCM shall be kept in the custody of the president or secretary,
- (b) The common seal shall not be affixed to any instrument except by the authority of the committee and the affixing of the common seal shall be attested by the signatures either of 2 members of the committee or of 1 member of the committee

and of the public officer.

(6) Custody of books, etc.

Except as otherwise provided by these rules, the secretary or public officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the NCM.

(7) Inspection of books, etc.

The records, books and other documents of the NCM shall be open to inspection, free of charge, by a member of the NCM at any reasonable hour.

(8) Service of notices.

- (a) For the purpose of these rules, a notice may be served by or on behalf of the NCM upon any member either personally or by sending it by post to the member at the member's address shown in the register of members.
- (b) Where a document is sent to a person by properly addressing, prepaying, and posting to the person a letter containing a document, the document shall, unless the contrary is proved, shall be deemed for the purpose of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

(9) Surplus property

- (a) At the first general meeting the meeting shall pass a special resolution nominating an incorporated association as the association in which to vest its surplus property pursuant to section 53[2] of the Act in the event of the winding up or the cancellation of the incorporation of the NCM
- (b) The incorporated association so nominated shall be one which fulfils the requirements specified in section 53[2][a]-[c] of the Act.