

CONSTITUTION OF THE WEST AUSTRALIAN MOUNTAIN BIKE ASSOCIATION INC.

1 Name

The name of the Association is the West Australian Mountain Bike Association Incorporated.

2 Definitions and interpretation

2.1 Definitions

In this Constitution, unless the contrary intention appears-

- (a) "Act" means the Associations Incorporation Act 1987 (WA);
- (b) "Annual General Meeting" means the Annual General Meeting of the Association held in accordance with clause 14.1(a)(i);
- (c) "Association" means the West Australian Mountain Bike Association Incorporated;
- (d) "Chairperson" means the person presiding at the Committee meeting or general meeting in accordance with clause 14.5;
- (e) "Club" means a club, body, association or other entity which is registered as a member of the Association under clause 6.3;
- (f) "Committee" means the Committee of Management of the Association referred to in clause 8;
- (g) "Committee meeting" means meeting referred to in clause 8.5;
- (h) "Committee Member" means person referred to in paragraph (i), (ii), (iii), (iv) or (v) of clause 8.2(a);
- (i) "Constitution" means this Constitution, as amended from time to time;
- (j) "Delegate" means a member of a Management Council as referred to in clause 9.2;
- (k) "Financial Year" has the meaning given by section 3(1) of the Act, a reference in that section to-
 - (i) "an incorporated association" or "the association" being construed as a reference to the Association; and

- (ii) "the Committee" being construed as a reference to the Committee;
- (l) "General Meeting" means meeting convened under clause 14;
- (m) "Head Office" means the Head Office and principal place of business of the Association described in clause 3;
- (n) "Individual Member" means a member of a Club, or an individual member of the Association;
- (o) "Management Councils" means the Management Councils established under clause 9.1;
- (p) "Member" means a Club, Individual Member or any new class of member created by the Committee in accordance with clause 6.2;
- (q) "Ordinary Resolution" means resolution other than a special resolution;
- (r) "President" means the President referred to in clause 11;
- (s) "Secretary" means the Secretary referred to in clause 12;
- (t) "Special Resolution" has the meaning given by section 24 of the Act;
- (u) "State" means Western Australia;
- (v) "Treasurer" means the Treasurer referred to in clause 13; and
- (w) "Vice President" means the Vice President referred to in clause 8.2(a).

2.2 Interpretation

- (a) Unless the contrary intention appears in this Constitution,
 - (i) words importing the singular include the plural and words importing the plural include the singular;
 - (ii) words importing a gender include every other gender;
 - (iii) words used to denote persons generally or importing a natural person include any company, corporation, body corporate, body politic, partnership, joint venture, association, board, group or other body (whether or not the body is incorporated);

- (iv) a reference to a person includes that person's successors and legal personal representatives;
 - (v) a reference to any statute, regulation, proclamation, ordinance or by-law includes all statutes, regulations, proclamations, ordinances or by-laws varying, consolidating or replacing them and a reference to a statute includes all regulations, proclamations, ordinances and by-laws issued under that statute; and
 - (vi) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings.
- (b) In this constitution headings and boldings are for convenience only and do not affect its interpretation.

2.3 Application of the Act

- (a) This Constitution is to be interpreted subject to the Act.
- (b) Unless the contrary intention appears, an expression in a clause that deals with a matter dealt with by a provision of the Act, has the same meaning as in that provision of the Act.

3 Office and place of business

The Head Office and principal place of business of the Association will be at any place determined by the Committee.

4 Objects

4.1 Objects

The Objects of the Association are to:

- (a) promote and encourage interest in mountain biking as a lifestyle activity;
- (b) endorse and encourage mountain biking events;
- (c) establish and maintain good relations with the various authorities controlling land used for mountain biking, and all other relevant bodies;

- (d) adhere to the constitution and any rules, regulations, by-laws, policies and codes of Mountain Bike Australia or its successor in name;
- (e) co-ordinate the WA State Points Series, and also the WA State MTB Championships, and any other races or events as deemed appropriate by the Association;
- (f) keep authentic records of all results and times at mountain bike events co-ordinated by the Association;
- (g) affiliate with any international, national, state or other bodies as deemed appropriate by the Association;
- (h) act with other cyclist associations or representative bodies with reference to interstate and other mountain bike events;
- (i) adopt and implement the rules of mountain bike racing applying in Australia from time to time, and participate in the development of those rules as necessary;
- (j) promote the health and safety of Members;
- (k) watch the course of any legislative or policy developments affecting the interests of mountain bikers and make representations as considered necessary;
- (l) do all such things and acts conducive to the furtherance of the objects and interests in the Association; and
- (m) promote new and existing mountain bike trails.

4.2 Application of property and income

The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

5 The Powers of the Association

Subject to the Act and this Constitution and the Rules, Regulations, By-laws and Policies, the Association has the power to do all things necessary or convenient for carrying out the Association's objects, including:

- (a) to establish such rules, regulations, by-laws and policies that are considered appropriate and necessary for the administration and conduct of cycle racing in the State;

- (b) to acquire, lease, sell, hire, exchange or loan equipment and goods.
- (c) open and operate accounts with banks, building societies and other financial institutions;
- (d) draw, accept and negotiate cheques, bills of exchange, promissory notes and other negotiable instruments;
- (e) invest the funds of the Association in such investments or securities as the Association may from time to time think fit;
- (f) borrow or raise money upon such terms and conditions and in such manner as the Association thinks fit;
- (g) sell, improve, lease, mortgage, grant charges and other securities over, dispose of or otherwise deal with all or any part of the property, rights, privileges, assets or funds of the Association;
- (h) institute and defend legal proceedings and to compromise claims;
- (i) take out and maintain insurance over the property and assets of the Association and over the lives of any persons who are employed by the Association or any other person in whom the Association has an insurable interest;
- (j) employ persons and establish and operate superannuation schemes in respect of persons employed by the Association;
- (k) engage persons to undertake any of the obligations or business of the Association or to further the objects of the Association, including solicitors, accountants, public relations officers and development officers;
- (l) appoint agents and attorneys to transact the business of the Association on its behalf;
- (m) raise and spend funds for the objects of the Association;
- (n) enter into any contract that the Association considers desirable or necessary; and
- (o) do all things that may be necessary, incidental or conducive to the attainment of any or all of the objects of the Association.

6 Members

6.1 Classes of Members

The Members of the Association are:

- (a) Clubs;
- (b) Individual Members; and
- (c) Any new class of Member created in accordance with clause 6.2.

6.2 New classes of Members

The Committee may create new classes of membership and determine the rights and obligations that apply to those classes. The establishment of any new classes is to be at the sole discretion of the Committee.

6.3 Clubs

- (a) A club, body, association or other entity which supports the objects and interests of the Association may apply to the Committee to become an affiliated Club of the Association, otherwise known as a Member as referred to in clause 6.1(a).
- (b) To be eligible for membership of the Association, a Club must have ten (10) or more Individual Members, although the Committee may, at its discretion, accept an application for membership from a Club with less than ten (10) Individual Members.
- (c) An application for membership as a Club must be in writing. The application must include the following information:
 - (i) a list of all Individual Members showing their full names, addresses, telephone numbers, ages and dates of birth;
 - (ii) the names of the office holders of the Club;
 - (iii) a copy of the Club's constitution and any rules; and
 - (iv) any other information reasonably required by the Committee.
- (d) The Committee Members shall consider each application made under clause 6.3(c) at a Committee meeting and shall at the Committee meeting or a subsequent Committee meeting accept or reject that application.

- (e) The Committee may accept or reject an application, regardless of whether or not the club has complied with clauses 6.3(b) and (c). The Committee is not required to give reasons for its decision.
- (f) If the Committee accepts the application the Secretary shall enter the club's name in the register of Members and, upon the name being so entered, the Club becomes a Member of the Association.
- (g) All Clubs must renew their membership annually on or before the anniversary of their joining date in each year. The renewal application must:
 - (i) contain an updated list of all Individual Members showing their full names, addresses, telephone numbers, age and date of birth; and
 - (ii) contain a copy of any amendments to the Club's constitution.

6.4 Individual Members

- (a) All members of a Club are automatically Individual Members of the Association.
- (b) As soon as possible after a person joins an affiliated Club, the Club must provide the Association with the full name, address, telephone number, age and date of birth of the new Individual Member.
- (c) Any person who supports the objects and interests of the Association may apply to be an Individual Member of the Association without being a member of a Club.
- (d) A person who wishes to become an Individual Member shall:
 - (i) apply for membership to the secretary in writing on the form as determined by the Committee; and
 - (ii) accompany the application form with the payment of subscription fees.
- (e) The Committee may accept or reject an application regardless of whether or not the person has complied with clause 6.4(d). The Committee is not required to give reasons for its decision. If the application is accepted, the applicant becomes an Individual Member.

- (f) All Individual Members who are not members of Clubs must renew their membership annually on or before the anniversary of their joining date in each year. The renewal application must be accompanied by payment of subscription fees.

6.5 Discontinuation of membership

- (a) A Club ceases to be a Member:
 - (i) by resigning by notice in writing to the Association which resignation takes effect from the date of receipt or such later date stated in the notice;
 - (ii) by failing to renew its membership before the date stated in clause 6.3(g);
 - (iii) if it is expelled in accordance with clause 7.6(a).
- (b) An Individual Member ceases to be a Member:
 - (i) if they are not a member of a Club
 - (ii) by resigning by notice in writing to the Association which resignation takes effect from the date of receipt or such later date stated in the notice;
 - (iii) by failing to renew his/her membership before the date stated in clause 6.4(f);
 - (iv) if he/she is expelled in accordance with clause 7.6(a).
- (c) A person that ceases to be a Member remains liable to the Association for the amount of any unpaid subscription fees.

6.6 Subscriptions and fees

- (a) The Committee may determine the annual membership subscription fees (if any) payable by Members to the Association.
- (b) Each Member shall pay to the Association, annually on the anniversary of their joining date, the amount of the subscription determined under clause 6.6(a).
- (c) A member is a financial Member for the purposes of these clauses if his or her subscription is paid on or before the relevant date fixed by or under clause 6.6(b).

6.7 Registers

- (a) The Association must keep and maintain in an up to date condition:
 - (i) a register of the names of Members of the Association and their postal and residential addresses;
 - (ii) the Constitution and Rules, Regulations, By-Laws and Policies of the Association as referred to in clause 5(a); and
 - (iii) the names and residential or postal addresses of all Committee Members and Management Council Members.
- (b) Upon the request of a Member, the Association must make available the Constitution and Rules, Regulations, By-Laws and Policies referred to in clause 6.7(a) for inspection by the Member. The Member may take a copy of or take an extract from the Constitution or the Rules, Regulations, By-Laws and Policies, but cannot remove the Constitution or the Rules, Regulations, By-Laws and Policies for any purpose.
- (c) The Association shall cause the name of a person who dies or ceases to be a Member under clause 6.5 to be deleted from the register of members referred to in clause 6.7(a)(i), making notation for the reason for ceasing to be a Member.

6.8 Effect of Membership

Members acknowledge and agree that:

- (a) they are bound by the Constitution and the Rules, Regulations, By-Laws and Policies;
- (b) this Constitution and the Rules, Regulations, By-Laws and Policies constitute a contract between each of them and the Association; and
- (c) they will comply with and observe this Constitution, the Rules, Regulations, By-Laws and Policies and any determination, resolution or policy which may be made or passed by the Committee.

7 Discipline of Members

7.1 Committee

- (a) Where the Committee is of the opinion that a Member has committed a breach of discipline contrary to clause 7.2 the Committee shall meet to discuss this matter
- (b) If any matter to be determined by the Committee under this clause gives rise to a conflict of interest on the part of any member of the Committee, that member shall exclude themselves from all discussions and decisions for the determination of that matter only.

7.2 Breach of discipline by Member

A Member must not:

- (a) breach, fail, refuse or neglect to comply with a provision of this Constitution, the Rules, Regulations, By-Laws and Policies or any policy, resolution or determination of the Committee;
- (b) act in a manner unbecoming of a Member or prejudicial to the objects and interests of the Association or mountain biking generally; or
- (c) bring the Association or mountain biking generally into disrepute.

7.3 Report of a disciplinary matter

- (a) Any Member or other interested person (in this clause called a **complainant**) may give written notice of a complaint relating to the conduct or otherwise of a Member to any member of the Committee.
- (b) The Committee Member who receives the complaint must as soon as practicable, but within seven days, forward written details of the complaint to each member of the Committee.

7.4 Consideration of matter

- (a) The Committee must, as soon as practicable after receiving a notice under clause 7.3(b), investigate and consider the matter, and must within fourteen (14) days of receiving the notice determine whether:
 - (i) the matter should be dismissed, because there has been no breach of discipline or the complaint is otherwise vexatious or trifling in nature; or

- (ii) the matter warrants further review and determination in accordance with the principles of natural justice (in this clause called a **preliminary determination**).
- (b) If the Committee determines the complaint should be dismissed under clause 7.4(a)(i), it must, as soon as practicable, give written notice to the complainant of its determination.
- (c) If the Committee determines the matter warrants further review under clause 7.4(a)(ii), it must, as soon as practicable, serve a notice in writing on the Member and the complainant:
 - (i) setting out its preliminary determination, and including the grounds on which this preliminary determination has been reached;
 - (ii) stating that the Member and the complainant (personally or by his or her representative, not being legally trained or qualified) may address the Committee at a meeting to be held not earlier than fourteen and not later than twenty-eight (28) days after service of the notice;
 - (iii) stating the date, place and time of that meeting;
 - (iv) informing the Member that he or she may do one or more of the following:
 - A. attend that meeting;
 - B. give the Association, before the date of that meeting a written statement setting out relevant information surrounding the complaint, and (if appropriate) seeking dismissal of the complaint; or
 - C. not less than forty-eight (48) hours after the meeting, lodge with the Association a notice to the effect that he or she or it wishes to appeal to the Committee.

7.5 Meeting of Committee for Disciplinary Purposes

The Committee may conduct the meeting convened in accordance with clause 7.4(c) in such manner as it sees fit, but must:

- (a) give to the Member and the complainant every opportunity to be heard;

- (b) give due consideration to any written statement submitted by the Member and the complainant;
 - (c) allow the Member and the complainant to have a representative, who must not be legally trained or qualified; and
 - (d) by resolution, determine whether to dismiss or uphold the complaint;
- and may:
- (e) require the complainant or any other witness to attend the meeting and/or provide (wherever possible, in writing) such evidence as is available.

7.6 Committee Resolution

The Committee, having had regard to any submission or evidence of the Member and the complainant, may by resolution:

- (a) expel a Member from the Association; or
- (b) suspend a Member from membership of the Association for a specified period; or
- (c) reprimand a Member; or
- (d) otherwise impose any penalty or arrive at any other resolution as considered appropriate, if the Committee considers that the Member has committed a breach of discipline contrary to clause 7.2.

7.7 Effect of resolution

- (a) Where the Member exercises a right of appeal to the Committee under clause 7.4(c)(iv)C., a resolution of the Committee under clause 7.6 does not take effect unless the Committee confirms the resolution in accordance with this clause.

7.8 Notice of Appeal to the Committee

Where the Association receives a notice under clause 7.4(c)(iv)C. indicating the Member wishes to appeal to the Committee, the Committee must convene a General Meeting in accordance with these rules, to be held within twenty-eight (28) days of the date on which the Association received the notice.

7.9 Proceedings of the General Meeting

At a General Meeting convened under clause 7.8:

- (a) no business, other than the question of the appeal, shall be conducted;
- (b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution (personally or in written submissions);
- (c) the Member, personally or by his or her representative (not being legally trained or qualified), must be given every opportunity to be heard (personally or in written submissions);
- (d) the Individual Members present must vote by secret ballot on the question of whether the resolution of the Committee should be upheld or revoked.

7.10 Decision of the Members

If at the General Meeting:

- (a) a resolution is passed upholding the resolution under clause 7.6, the resolution is upheld; and
- (b) in any other case, the resolution is revoked.

7.11 Decisions binding

Decisions of the General Meeting will be final and binding upon the General Meeting, the Committee and the Member.

7.12 Continuation of Rights

Until such time as a final determination is made under clause 7, a Member is entitled to exercise all the usual rights of membership, unless having regard to the nature of the alleged act or offence, the Committee considers it appropriate that the Member should be temporarily suspended pending the outcome of disciplinary proceedings.

8 Committee of Management

8.1 Powers of the Committee

Subject to the Act and this Constitution, the business of the Association will be managed, and the powers of the Association will be exercised, by the Committee of Management.

8.2 Composition of the Committee

- (a) The Committee will comprise of –
 - (i) a President
 - (ii) a Vice President
 - (iii) a Secretary
 - (iv) a Treasurer; and
 - (v) not less than two (2) other persons,
- (b) all of whom shall be members of the Association elected to membership of that Committee at an annual general meeting or appointed under subclause 8.3(e).

8.3 Appointment of Committee Members

- (a) At the commencement of the **first Annual General Meeting** to be held after the incorporation of the Association under the Act, all members of the Committee shall be chosen by a simple majority on a show of hands. All previous members of the Committee shall be eligible for re-election to membership of the committee
- (b) At the commencement of each successive Annual General Meeting after the annual general meeting referred to in clause 8.3(a), all Committee Members shall cease to be Committee Members, but shall be eligible for re-election to membership of the Committee.
- (c) A person who is eligible for election or re-election under this clause may be nominated for election at the annual general meeting concerned by –
 - (i) Himself or herself; and
 - (ii) A Member
- (d) A person who is eligible for election or re-election under this clause may at the Annual General Meeting concerned –
 - (i) second himself or herself; and
 - (ii) vote for himself or herself.

- (e) When a casual vacancy within the meaning of clause 8.4(b) occurs in the membership of the Committee, as a result of clause 8.4(a) –
 - (i) the Committee may, by a majority vote, appoint an Individual Member to fill that vacancy; and
 - (ii) an Individual Member appointed under this subclause shall –
 - A. hold office until the commencement of; and
 - B. be eligible for election to membership of the Committee at the next following Annual General Meeting.

8.4 Vacancies of Committee Members

- (a) The office of a Committee Member becomes vacant if:
 - (i) their appointment is terminated by:
 - A. a vote of a majority of the Committee Members in office; or
 - B. the written resolution of at least 75% of Clubs;
 - (ii) he or she resigns by written notice to the Association
 - (iii) he or she ceases to be a member of the Association;
 - (iv) the Committee Member is absent from two (2) consecutive meetings of the Committee without the permission of the Committee;
 - (v) the Committee Member becomes bankrupt or makes any arrangement or composition with his or her creditors;
 - (vi) the Committee Member dies or becomes of unsound mind; or
 - (vii) the Committee Member is convicted of an offence against the Act or involving fraud or dishonesty.
- (b) In the event of a **casual vacancy** the Committee may continue to act. The Committee must, as soon as practicable, seek the appointment of a new Committee Member under clause 8.3.

8.5 Meetings of the Committee for General Purposes

- (a) The Committee must meet as often as is necessary, but it must meet at least once in every two (2) calendar months. Subject to the Act and this Constitution, the Committee Members may adjourn and otherwise regulate their meetings

- as they think fit. The President must convene a meeting upon the request of four (4) Committee Members.
- (b) Without limiting the power of the Committee Members to regulate their meetings as they think fit, a meeting of the Committee may be held where one or more of the Committee Members 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; and
 - (ii) notice of the meeting is given to all the Committee Members entitled to notice.
 - (c) The President (or nominee) must chair all Committee meetings. If the President (or nominee) is not present within ten minutes of the time appointed for holding the meeting the Committee Members present may choose one of their number as Chairperson to chair the meeting.
 - (d) A resolution in writing signed and dated by all of the Committee Members has the same effect as if it had been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form each signed by one (1) or more Committee Members.
 - (e) Questions arising at any Committee meeting will be decided upon (resolved) by a majority of votes, and a determination by a majority of the Committee is for all purposes deemed to be a determination of the Committee. All Committee Members have one (1) vote each. The Chairperson has a casting vote where voting is equal.
 - (f) A quorum at a meeting of the Committee is five (5) Committee Members.
 - (g) A Committee Member having any direct or indirect pecuniary interest referred to in section 21 or 22 of the Act shall comply with that section.
 - (h) The Chief Executive Officer is entitled to attend, but not vote, at all meetings of the Committee.

9 Management Councils

9.1 Establishment of Management Councils

- (a) The Committee may establish any number of Management Councils to:
 - (1) advise the Committee on such issues as the Committee considers appropriate;
 - (2) assist the Committee and the Chief Executive Officer in the implementation of the objects of the Association; and
 - (3) confirm the appointment of Committee Members in accordance with this Constitution.
 - (4) provide a two way communication channel for Members, promoters, spectators, regulators and other interested parties to participate in the development of mountain bicycling; and
 - (5) produce an Annual Report to the Committee, outlining its activities in the past year and its proposed activities for the ensuing two (2) years, which will be made available to Members once approved by the Committee.
- (b) The following Management Councils are standing Management Councils:
 - (1) Racing Management Council;
 - (2) Trails Access Management Council.
- (c) The Committee must set out in writing the specific responsibilities of each Management Council. The Committee may change these responsibilities from time to time.

9.2 Appointment of Delegates

- (a) Each Management Council will consist of the following Delegates: an Individual Member appointed by each Club as its representative on each Management Council.
- (b) A Club may only appoint a Delegate to the Racing Management Council if that Club is affiliated with Mountain Bike Australia or its successor in name.
- (c) A Delegate may serve on more than one (1) Management Council at a time.
- (d) Management Councils may designate a Chairperson from the Delegates sitting on that Management Council.

- (e) A Club may change its Delegate at any time by notice in writing to the Committee.

9.3 Management Council meetings

- (a) Each Management Council must meet as often as is necessary, or at the direction of the Committee. Subject to the Act and this Constitution, a Management Council may adjourn and otherwise regulate its meetings as it thinks fit, however, any direction from the Committee shall prevail.
- (b) Questions arising at any Management Council meeting must be decided by a majority of votes and a determination by a majority of the Management Council is for all purposes deemed to be a determination of the Management Council.
- (c) Each Delegate has one (1) vote at Management Council meetings.
- (d) A quorum for all Management Council meetings is not less than half of the Delegates appointed to that Management Council.
- (e) Each Management Council is to appoint a person to keep and maintain minutes of meetings.
- (f) The Chief Executive Officer is entitled to attend, but not vote, at all Management Council meetings.

9.4 Extinguishment of Management Council

The Committee may, at its sole discretion, extinguish any Management Council, except the standing Management Councils established under clause 9.1(b).

10 Chief Executive Officer

10.1 Appointment of Chief Executive Officers

The Chief Executive Officer of the Association must be appointed by the Committee for such term and on such terms as it thinks fit.

10.2 Duties

The Chief Executive Officer must:

- (a) as far as is practicable attend all Committee meetings, Management Council meetings and General Meetings of the Association;
- (b) advise the Committee on the best means of planning, administering and promoting the affairs of the Association;

- (c) regularly report to the Committee on the activities of, and issues relating to, the Association;
- (d) ensure the proper performance by all employees of the Association of their duties;
- (e) subject to the Act, this Constitution and Rules, Regulations, By-Laws and Policies, and any directives of the Committee, do all things necessary or desirable and be accountable for the proper management and administration of the Association; and
- (f) perform any other duties set out in the Chief Executive Officer's contract of employment and job description.

10.3 Chief Executive Officer cannot hold another office

The Chief Executive Officer can't be a Committee Member or a Delegate while he or she holds the office of Chief Executive Officer.

11 President

11.1 Subject to this clause, the President shall preside at all General Meetings and Committee Meetings.

11.2 In the event of the absence from –

- (a) a General Meeting of –
 - (i) the President, the Vice President; or
 - (ii) both the President and the Vice President, an Individual Member elected by the other Members present at the General Meeting;

or

- (b) a Committee Meeting of –
 - (i) the President, the Vice President; or
 - (ii) both the President and the Vice President, a Committee Member elected by the other Committee Members present,
 shall preside at the general meeting or Committee Meeting, as the case requires.

12 Secretary

12.1 Duties

The Secretary shall –

- (a) coordinate the correspondence of the Association;
- (b) keep full and correct minutes of the proceedings of the Committee and of the Association;
- (c) comply on behalf of the Association with –
 - (i) section 27 of the Act in respect of the register of members of the Association;
 - (ii) section 28 of the Act in respect of the rules of the Association; and
 - (iii) section 29 of the Act in respect of the record of the office holders, and any trustees, of the Association;
- (d) have custody of all books, documents, records and registers of the Association, including those referred to in paragraph (c), other than those required by clause 13 to be kept and maintained by, or in the custody of, the Treasurer; and
- (e) perform such other duties as are imposed by this Constitution and the Rules, Regulations, By-Laws and Policies on the Secretary.

13 Treasurer

13.1 Duties

The Treasurer shall –

- (a) be responsible for the receipt of all moneys paid to him/her or received by him/her, or paid by him/her on behalf of, the Association and shall issue receipts for those moneys in the name of the Association;
- (b) pay all moneys referred to in paragraph (a) into such account or accounts of the Association as the Committee may from time to time direct;
- (c) make payments from the funds of the Association with the authority of a general meeting or of the Committee and in so doing ensure that all cheques are signed as required by clause 17.5(b);
- (d) comply on behalf of the Association with sections 25 and 26 of the Act in respect of the accounting records of the Association;
- (e) whenever directed to do so by the President, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;

- (f) have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (d) and (e); and
- (g) perform such other duties as are imposed by this Constitution and the Rules, Regulations, By-Laws and Policies on the Treasurer.

14 General Meetings

14.1 Meetings of Members

- (a) The Committee:
 - (i) must convene an Annual General Meeting of all Clubs within four (4) months after the end of the immediately preceding Financial Year; and
 - (ii) may at any time convene a General Meeting; and
 - (iii) must, within thirty (30) days of receiving a request in writing to do so from not less than three (3) Clubs or ten (10) Individual Members, convene a General Meeting for the purpose specified in that request.
- (b) The Clubs or Individual Members making a request referred to in clause 14.1(a)(iii) must:
 - (i) state in that request the purpose for which the General Meeting is required; and
 - (ii) have the request signed by the president of the Club.
- (c) If a General Meeting is not convened within the period of thirty (30) days the Clubs that made the request may themselves convene a General Meeting as if they were the Committee.

Deleted: six (6)

14.2 Notice of Annual General Meetings and General Meetings

- (a) Notice of every Annual General Meeting and General Meeting must be given to every Club and Individual Member at the address appearing in the register of Members kept by the Association. The Committee Members, Delegates, Auditor and Chief Executive Officer must also be given notice of every Annual General Meeting and General Meeting, at their last known address.
- (b) A notice of an Annual General Meeting and General Meeting must specify the venue, date and time of the proposed meeting and must state the business to be conducted at the meeting.

- (c) At least twenty-one (21) days' notice of an Annual General Meeting or a General Meeting must be given to those persons entitled to receive notice, together with:
 - (i) the agenda for the meeting;
 - (ii) any notice of motion received from Clubs.

14.3 Business

- (a) The business to be conducted at the Annual General Meeting includes the consideration of accounts and the reports of the Committee and the Auditor, election of all Committee Members, and the appointment and fixing of the remuneration of the auditors.
- (b) Any other business transacted at an Annual General Meeting, or at a General Meeting, is special business.
- (c) No business other than that stated on the notice shall be conducted at that meeting.
- (d) Clubs are entitled to submit notices of motion. All notices of motion for inclusion as special business at an Annual General Meeting or at a General Meeting must be submitted in writing to the Secretary not less than twenty-eight (28) days (excluding receiving date and meeting date) prior to the Annual General Meeting or General Meeting.

14.4 Quorum

No business shall be conducted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for Annual General Meeting and General Meetings of the Association is fifteen (15) Individual Members.

14.5 President to preside

- (a) The President of the Committee shall, subject to this Constitution, chair every Annual General Meeting or General Meeting, except where a conflict of interest arises.
- (b) If the President of the Committee is not present, or is unwilling or unable to preside, the Committee must appoint another Committee Member to preside as Chairperson for that meeting only.

14.6 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 such time and place as the Chairperson may

determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed the meeting will lapse.

- (b) The Chairperson may with the consent of any meeting at which a quorum is present and must if directed to do so by the meeting, adjourn the meeting 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 an Annual General Meeting or a General Meeting is adjourned for a period of thirty (30) days or more, the Secretary shall give notice under clause 14.2 of the adjourned Annual General Meeting or General Meeting as if that Annual General Meeting or General Meeting were a fresh Annual General Meeting or General Meeting.

14.7 Voting procedure

A resolution put to the vote of an Annual General Meeting or General Meeting must 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 by any Individual Member.

14.8 Recording of determinations

Unless a poll is demanded under clause 14.7, the Chairperson must declare whether a resolution has been carried or lost. An entry to that effect must be made in the minute book of the proceedings of the Association and that entry is conclusive evidence of the fact without proof of the number of votes recorded in favour of or against the resolution.

14.9 Where a poll is demanded

If a poll is duly demanded under clause 14.7 it must be taken in such manner as the Chairperson directs.

14.10 Voting entitlements of Members

Each Individual Member is entitled to one (1) vote at an Annual General Meeting and at a General Meeting.

14.11 Proxies of Members of Association

A Member (in this clause of the Constitution called "the appointing member") may appoint in writing another member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member, at any Annual General Meeting or General Meeting.

15 Minutes of Meetings of the Association

- 15.1** The Secretary shall cause proper minutes of all proceedings of all Annual General Meetings, General Meetings and Committee Meetings to be taken and then to be entered within thirty (30) days after the holding of each Annual General Meeting, General Meeting or Committee Meeting, as the case requires, in a minute book kept for that purpose.
- 15.2** The Chairperson shall ensure that the minutes taken of a Annual General Meeting, General Meeting or Committee Meeting under clause 14.1 are checked and signed as correct by the Chairperson of the Annual General Meeting, General Meeting or Committee Meeting to which those minutes relate or of the next succeeding Annual General Meeting, General Meeting or Committee Meeting, as the case requires.
- 15.3** When minutes have been entered and signed as correct under this clause, they shall, until the contrary is proved, be evidence that –
- (a) the Annual General Meeting, General Meeting or Committee Meeting to which they relate (in this clause called 'the meeting') was duly convened and held;
 - (b) all proceedings recorded as having taken place at the meeting did in fact take place thereat; and
 - (c) all appointments or elections purporting to have been made at the meeting have been validly made.

16 Inspection of Records, etc. Of Association

A member may, at any reasonable time, inspect without charge, the books, documents, records and securities of the Association, but excluding the personal details of Members.

17 Accounting and audit

17.1 Financial Year of the Association

The Financial Year of the Association commences on 1 January in each year and ends on 31 December in the same year.

17.2 Accounts to be kept in accordance with the Act

Proper accounting and other financial records of the Association must be kept in accordance with the Act, and otherwise in accordance with generally accepted accounting principles from time

to time in force in Australia. The books of accounts shall be kept in the care and control of the Treasurer.

17.3 Submissions of accounts to Members

The Association must submit to the Members at the Annual General Meeting the audited accounts of the Association showing the financial position of the Association at the end of the immediately preceding Financial Year.

17.4 Auditor

- (a) A properly qualified Auditor must be appointed by the Association at a General Meeting. The remuneration of the Auditor must also be fixed by the Association at the same General Meeting.
- (b) The Auditor shall examine the accounts of the Association and report on the correctness of the profit and loss account and balance sheet of the Association as at the conclusion of each Financial Year.

17.5 Finance

- (a) All revenue received by the Association must be paid into the funds of the Association and must be allocated in the manner determined by the Committee.
- (b) All cheques and other negotiable instruments must be signed or otherwise endorsed by:
 - (i) Two (2) Committee Members; or
 - (ii) One (1) Committee Member and the Chief Executive Officer; or
 - (iii) in such other manner as the Committee determines.

18 Default

While any moneys payable by a Member to the Association are overdue, that Member will not be entitled to exercise any rights granted under this Constitution or the Rules, Regulations, By-Laws and Policies unless the Committee resolves otherwise.

19 Patrons and Governors

The Association at its Annual General Meeting may appoint (on the recommendation of the Committee) any number of Patrons,

Honorary Solicitors and Governors as it considers necessary, subject to consent of that person or persons.

20 Indemnity

20.1 Indemnity

- (a) All Committee Members, the CEO and any other employees of the Association are automatically covered under existing insurance provisions of Mountain Bike Australia or its successor in name;
- (b) The insurance referred to in clause 20.1(a) applies only while the Committee Members, CEO and any other employees are members of Mountain Bike Australia or its successor in name.

20.2 Extent of indemnity

- (a) The indemnity in clause 20.1 does not extend to acts of criminal activity.

21 Notices

21.1 Manner of Notice

Any notices or other communication to be given under this Constitution or the Rules, Regulations, By-Laws and Policies must be given by sending the notice by hand delivery, post or facsimile transmission, or electronic mail, to:

- (a) in the case of Members, to the Member's registered address, facsimile number or electronic mail address;
- (b) in the case of any other person, to the last notified address, facsimile number or electronic mail address.

21.2 Time of service

- (a) Where a notice is given by hand delivery, the notice is deemed to have been served at the time of delivery.
- (b) Where a notice is sent by post, the notice is deemed to have been served three (3) days after posting.
- (c) Where a notice is sent by facsimile transmission, the notice is deemed to have been served upon receipt of a confirmation report confirming that 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, the notice is deemed to have been served upon receipt of a confirmation

report confirming the electronic mail message was received at the electronic mail address to which it was sent.

22 Amendment of this Constitution

Subject to the Act, this Constitution may be amended by a Special Resolution of Clubs passed at an Annual General Meeting or at a General Meeting of the Association.

23 Distribution of surplus property on winding up of Association

If, on the winding up of the Association any property of the Association remains after satisfaction of the debts and liabilities of the Association and the costs, charges, and expenses of that winding up, that property in the discretion of the Committee, will be distributed:

- (a) to another incorporated body having objects similar to those of the Association; or
- (b) for charitable purposes.

Deleted: or benevolent

Which incorporated body or purposes, as the case requires shall be determined by resolution of the members when authorizing and directing the Committee under section 33 (3) of the Act to prepare a distribution plan for the distribution of the surplus property of the Association.

24 Rules, Regulations, By-laws and Policies

The Committee may from time to time make and amend Rules, Regulations, By-laws and Policies as they think fit. All Rules, Regulations, By-laws and Policies bind Members. In the event of inconsistency between any Rules, Regulations, By-laws and Policies and this Constitution, the provisions of this Constitution will prevail to the extent of the conflict.

24A Seal

- (a) The Association must have a seal. The Committee is provide for the safe custody of the seal

(b) The seal may only be used by authority of the Committee,
and every instrument to which the seal is affixed must be
attested to by:

(1) Two Committee members; or

(2) A Committee member or the Chief Executive Officer,

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25 Review of Constitution

- (a) Within five (5) years of the adoption of this Constitution, the Committee must appoint a special committee consisting of five (5) persons (at least three (3) of whom must be Members) to review the terms and conditions of this Constitution.
- (b) The special committee must review this Constitution and prepare a report to the Committee advising on whether this Constitution requires amendment.
- (c) The special committee shall complete its review of this Constitution within a period of not more than three (3) months from the date of the appointment of the special committee.
- (d) The report referred to in clause 25(b) shall be completed and presented to the Committee within a period of not more than one (1) month after the conclusion of the review specified in clause 25(c).