



Constitution of Bike Adelaide Incorporated

*As adopted by Members at the Special General Meeting held
Thursday 26 September 2024*

1 Name of Association

1.1 The name of the incorporated association is Bike Adelaide, referred to herein as the 'Association'.

2 Nomenclature

2.1 In these rules unless the contrary intention appears:

'Committee' means the Committee of Management of the Association;

'Meeting' means a general meeting of members of the Association convened in accordance with these rules;

'Member' means a member of the Association;

'the Act' means the Associations Incorporation Act 1985;

'the Regulations' means the Associations Regulations 1985.

3 Objects and Purposes

3.1 To promote interest in safety for cyclists and safe cycling.

3.2 To promote good fellowship among those interested in cycling.

3.3 To encourage greater use of bicycles for transport and leisure.

3.4 To promote the benefits of cycling.

3.5 To encourage, educate and offer advice to members of the Association.

3.6 To promote planning that will facilitate the greater use of bicycles as a viable means of transport.

3.7 To do all things and acts conducive to furtherance of the objects and interests of the Association.

4 Powers

4.1 The Association shall have all the powers conferred by Section 25 of the Act save and except such modifications and exclusions as are specified in this rule.

5 Membership

5.1 Any person who is interested in the objects and interests of the Association shall be eligible for membership.

5.2 The Association may choose to award membership according to these categories:

5.2.1 Personal: for a natural person

5.2.2 Household: for members of a family or group living at the same address as, and nominated by, a personal member

5.2.3 Concessional: student, pensioner, unemployed

5.2.4 Organisation: for clubs and organisations other than those above

5.2.5 Honorary or Honorary Life: may be appointed at an AGM or Special General Meeting for services rendered in promoting the objects and interests of the Association

5.3 Any person, on their own behalf or duly on behalf of a household or organisation, may apply for membership by completion of a form as prescribed by the Committee from time-to-time. Should an application for membership be made, the Committee shall consider the application, and approve or deny the membership at their next meeting. Upon acceptance of the application and payment of the first subscription as defined in rule 6, the applicant shall be a member of the Association.

6 Subscriptions

6.1 The subscription fees for each category of membership shall be such sum as the members shall determine at the Annual General Meeting.

6.2 The subscription fees for each category of membership shall be payable at a time of year or at a regular interval as the Committee may determine from time-to-time.

6.3 Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the Association, provided always that the Committee may reinstate such a person's membership on such terms as the Committee thinks fit.

7 Resignation of Membership

7.1 A member may resign from membership of the Association by giving notice thereof to the Secretary (Public Officer) or Chairperson of the Association. Any member so resigning shall be liable for any outstanding subscriptions which shall be recovered as a debt due to the Association.

8 Expulsion of a Member

8.1 The Committee may expel a member from the association by way of a motion to the effect which must articulate the reasons for expulsion. The motion shall only be taken as passed if it receives the support of two-thirds of Committee members at that meeting. The member will be taken to be expelled immediately thereafter.

8.2 Within 14 days of the expulsion; the Secretary will write to the expelled member advising them of their expulsion and the reasons articulated in the motion.

8.3 Within 14 days of the date of the letter advising them of their expulsion, the expelled member may write to the Secretary giving reason as to why their expulsion should be reversed. Such reasons must be considered by the committee at their next meeting. The expulsion shall thereafter be considered null and void unless a motion to confirm the expulsion receives two-thirds support.

8.4 A member whose expulsion has been confirmed may appeal this to a Committee Meeting requisitioned for that purpose. For the avoidance of doubt, the expelled member may not count towards quorum defined under that rule. The expulsion shall be considered upheld in the absence of the passage of a motion overturning it.

9 The Committee

9.1 The affairs of the Association shall be managed and controlled exclusively by a Committee which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the Association

and are not by the Act or by these rules required to be done by the Association in General Meeting.

9.2 The Committee shall be constituted only of members of the Association.

9.3 The Committee shall comprise:

9.3.1 A Chairperson who shall chair meetings of the Committee;

9.3.2 A Vice Chairperson who shall exercise the functions of the Chairperson in the Chairperson's absence or incapacity;

9.3.3 A Secretary who shall be the Public Officer, take minutes, maintain the membership list and other such records of the association;

9.3.4 A Treasurer who shall maintain a record of the accounting of the Association;

9.3.5 Up to six general committee members.

9.4 The Committee shall have the power to appoint such officers and employees as required to carry out the objectives of the Association and may discuss or delegate any of its powers to such officers and employees.

9.5 The Committee shall be appointed at the Annual General Meeting (AGM) and remain in office until the subsequent AGM.

9.6 The Committee may appoint members of the Association to fill no more than three casual vacancies and such Committee members shall hold office AGM of the Association.

9.7 Casual vacancies shall be filled at any meeting of the Committee by resolution of a motion to appoint a member of the Association. The motion shall only be taken as passed if it receives the support of two-thirds of Committee members. The appointment of a member to the casual vacancy shall take immediate effect after the motion passes.

10 Disqualification of Committee Member

10.1 The office of Committee member shall become vacant if a Committee member is

10.1.1 Disqualified under the Act;

10.1.2 Expelled under these rules;

10.1.3 Permanently incapacitated by ill-health;

10.1.4 Absent without apology from more than three consecutive Committee meetings;

10.1.5 Otherwise ceases to be a member of the Association.

10.2 The Committee may resolve by motion to suspend a Committee member, pending consideration of their conduct or ability to conduct their duties. The motion shall state the reason for suspension and will only be taken as passed if it receives the support of two thirds of all committee members. The member will be taken to be suspended immediately thereafter.

11 Election of the Committee

11.1 At to each Annual General Meeting (AGM) the Committee shall appoint a member of the Association who is not a member of the Committee to serve as the Returning Officer (RO) for that AGM. The member may reject the appointment.

11.2 The RO shall conduct any and all elections at that AGM. The Chair of the meeting shall pass to the RO for this purpose.

11.3 The RO shall be ineligible to nominate for or be elected to any office in an election which they conduct.

11.4 The RO shall declare vacant all Committee positions for the purpose of electing the Committee.

11.5 Any member of the Association may nominate themselves or another member of the Association for any position for election in writing to the RO or Public Officer at any time before the election is conducted. A verbal nomination at the AGM shall be accepted by the RO when nominations for a position are called.

11.6 Nominations at the AGM will require a seconder for the nomination to be considered valid.

11.6.1 Any candidate who has been a member of the Association for a period less than six months shall require their nomination to be seconded by another member of the Association whose period of membership is greater than six months.

11.7 Should the RO receive an equality of nominations as positions they shall declare the nominees elected unopposed. Members of the AGM shall resolve to accept the declaration by way of majority vote (50%+1).

11.8 Should the RO receive more nominations than positions vacant, ballots for those positions will be conducted according to a method as proposed by the RO and agreed to by the AGM by way of majority vote (50%+1).

11.9 If a position receives no nominations the position will remain vacant and is to be recorded in the RO Report.

11.10 Any Candidate in any election may appoint a member of the Association other than themselves or another candidate in the election to serve as a scrutineer of the ballot count. Scrutineers may not touch or otherwise interfere with any ballot material during the count process. Candidates may request a recount after the conclusion of the initial count.

11.11 The RO shall report on the outcome of the elections which they have conducted, to be accepted by motion at the AGM. The Report will be considered accepted with a simple majority of votes (50%+1). Those declared elected shall assume office upon closure of the AGM at which the RO's Report is accepted.

12 Proceedings of Committee Meetings

12.1 The Committee shall meet together for the dispatch of business at least ten times per year.

12.2 Questions arising at any meeting shall be decided by a majority of votes and in the event of equality of votes the Chairperson shall have a casting vote in addition to a deliberative vote.

12.3 A quorum for a meeting of the Committee shall be at least 50%.

12.4 A member of the Committee having a pecuniary interest in a contract with the Association must disclose that interest to the Committee as required by the Act and shall not vote with respect to that contract.

13 Borrowing Powers

13.1 Subject to this rule, the Association may borrow money from banks or other financial institutions upon such terms and conditions as the Committee sees fit and may secure the

repayment thereof by charging up to half the marketable value of the property of the Association as valued by a person competent to give such a valuation.

13.2 Subject to Section 53 of the Act, the Association may invite and accept deposits of money from any person on such terms and conditions as may be determined by the Committee from time to time.

14 Rules

14.1 Subject to approval by a resolution of the members of the Association, these rules may be altered [including an alteration to name] or be rescinded and be replaced by substituted rules. Such alteration shall be registered with the Commission as required by the Act.

14.2 The registered rules shall bind the Association and every member to the same extent as if they had respectively signed and sealed them and agreed to be bound by all of the provisions thereof.

15 The Seal

15.1 The Association shall have a common seal upon which its corporate name shall appear in legible characters.

15.2 The seal shall not be used without the express authorisation of the Committee and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by two committee members.

15.3 The seal shall be kept in the custody of the Secretary or such other person as the Committee may decide from time to time.

16 Meetings

16.1 The Committee may call a Special General Meeting of the Association at any time and shall call an Annual General Meeting according to the Act. 16.2 Upon a requisition in writing of not less than ten (10) members of the Association, the Committee shall within one month of the receipt of the requisition convene a Special General Meeting for the purpose specified in the requisition.

16.3 Every requisition shall be signed by the members making the request and shall state the purpose of the meeting.

16.4 If a Special General Meeting is not convened within one month as required by sub-rule 16.2, the requisitionists may convene a Special General Meeting. Such meeting shall be convened in the same manner as a meeting convened by the Committee and for this purpose the Committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.

16.5 At least fourteen (14) days notice of any General Meeting shall be given to members. The notice shall set out where and when the meeting will be held and particulars of the nature and order of the business to be transacted at the meeting. In the case of an Annual General Meeting, the order of the business at the meeting shall be the consideration of the accounts and reports of the Committee the election of the Committee members (if required) and any other business requiring consideration of the Association in the General Meeting.

16.6 Notice of meeting at which a special resolution is proposed shall be given at least twenty-one (21) days prior to the date of the meeting.

16.7 A notice may be given by the Association to any member by serving the member with a notice personally or by sending it by email to the address appearing in the register of members.

17 Proceedings at Meetings

17.1 Ten (10) members present or by proxy shall constitute a quorum at any General Meeting.

17.2 If within thirty minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon a requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week at the same time and place and if at such adjourned meeting a quorum is not present within thirty minutes of the time appointed for the meeting the members present shall form a quorum.

17.3 The Chairperson of the Committee or if there shall be no Chairperson, then the Vice-Chairperson of the Committee or in their absence, or on their declining to take, or retiring from the chair, one of the committee members chosen by meeting shall preside as Chairperson at every General Meeting of the Association.

17.4 If there is no such Chairperson or Vice-Chairperson present within five minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairperson.

17.5 The Chairperson may with the consent of any meeting at which a quorum is present and shall if so directed by the meeting, adjourn from time-to-time and 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.

17.6 When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as if that meeting were an original meeting of members.

17.7 At any General Meeting, a resolution put to a vote shall be decided on a show of hands and a declaration by the Chairperson of the meeting that a resolution has been carried or lost shall, unless a poll is demanded by conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, the resolution.

17.8 A poll demanded on the election of a Chairperson of a meeting or on any question of an adjournment shall be taken at the meeting and without adjournment.

18 Minutes

18.1 Proper minutes of all proceedings of meetings of the Association and of meetings of the Committee shall be entered within one month after the relevant meeting into a record management system kept for the purpose.

18.2 The minutes kept pursuant to these rules shall be subject to acceptance by the Committee at the next succeeding meeting.

18.3 Where minutes are entered, they shall until the contrary is proved be evidence that the meeting was duly held, that all proceedings held at the meeting shall be deemed to have been duly held and that all appointments made at a meeting shall be deemed to be valid.

19 Voting Rights

19.1 Subject to these rules each member of the Association present in person or by proxy shall be entitled to one vote.

20 Proxies

20.1 A member shall be entitled to appoint in writing a natural person who is also a member of the Association to be a proxy and to attend and vote at any meeting of the Association.

21 Accounts

21.1 The Association shall keep such accounting records as are necessary to correctly record and explain the financial position and financial transactions of the Association.

21.2 The assets and income of the organisation shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to the members of the organisation except as bona fide remuneration for services rendered or expenses incurred on behalf of the organisation.

21.3 Should the Committee propose to expend more than 25% of the Association's assets in one twelve-month period, then the proposal is required to be ratified in advance at a General Meeting.

22 Winding Up

22.1 The Association may be wound up in the manner provided for in the Act.

23 Application of Surplus Assets

23.1 If, after winding up of the Association, there remain surplus assets as defined in the Act, such surplus assets shall be appropriated in accordance with this rule. The surplus assets shall be paid and applied by the organisation in accordance with its powers to any organisation which has similar objects and which has rules prohibiting the distribution of its assets and income to its members.

24 Amendments to this Constitution

24.1 Amendments to this Constitution may only be made at a Special General Meeting or Annual General Meeting of the Association. Rules and notice and voting shall be as prescribed in clauses 15.1 through to 16.9 of the Act.