



THE RULES

OF

CYCLINGSOUTH INC

AMENDED

DECEMBER 2011

RULES OF CyclingSouth Inc

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CyclingSouth Inc

Amended 26 September 2006

1. Name

1.1. The name of the organisation shall be "CyclingSouth Inc".

2. Interpretation

2.1. In these rules:

- 2.1.1. "Management Committee" means a committee including the following: Chair, Deputy Chair, Secretary, Treasurer and Public Officer and other committee members as defined in Rule 2.1.2 and 2.1.3
- 2.1.2. "Financial members" means members of the Management Committee who represent organisations that make a financial contribution to the operating costs of CyclingSouth. This usually means an employee or elected member of a Council, but can include a representative of a government agency or corporate sponsor.
- 2.1.3. "Non-financial members" means members of the Management Committee who represent organisations or community groups that have an interest in cycling but don't make a financial contribution to the operating costs of CyclingSouth.
- 2.1.4. "Auditor" means the person appointed as the auditor of CyclingSouth Inc under Rule 10.
- 2.1.5. "General meeting" includes the Annual General meeting and any Special General Meeting.
- 2.1.6. "Special General Meeting" means any general meeting other than the Annual General Meeting.

Any doubt arising as to the application or meaning of any Rule shall be decided by the Management Committee whose decision shall remain until altered by a vote of a General Meeting, the decision of which shall then be final and conclusive.

2.2. If any case, issue or event arises which in the opinion of the Management Committee is not provided for in these Rules, the Management Committee shall determine it in such manner as deemed expedient within the provisions of the Act.

3. Rules

- 3.1. These Rules may be amended by resolution passed by a three-quarters majority at an Annual General Meeting or Special General Meeting.
- 3.2. The Secretary shall supply a copy of these Rules without charge and upon reasonable request to any member of CyclingSouth Inc.

4. Office

4.1. The office of CyclingSouth Inc will be at Glenorchy Pool, Anfield St, Glenorchy, Tasmania, or any other place the Management Committee determines.

5. Objects and Purposes

5.1. The objects of CyclingSouth Inc shall be:

- 5.1.1. To organise and manage cycling activities as a non-profit association for local government financial members in Southern Tasmania including but not limited to:

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- 5.1.1.1. Cycling events and activities (eg: community bike rides)
- 5.1.1.2. Safety & awareness programs (eg: Helmet campaign with Community Road Safety Committees).
- 5.1.1.3. Education & skills programs (eg: Five Alive! gymkhana).
- 5.1.1.4. Encouragement programs (eg: Ride to Work Day breakfasts)
- 5.1.1.5. Infrastructure development programs (eg: bike strategies)
- 5.1.2. To facilitate the promotion of cycling activities in Tasmania including but not limited to:
 - 5.1.2.1. Cycling events (eg: Bike Week)
 - 5.1.2.2. Safety & Awareness programs (eg: Sharing the Road)
 - 5.1.2.3. Education & skills programs (eg: Adult Cycling Courses)
 - 5.1.2.4. Encouragement programs (eg: Ride to Work Day)
 - 5.1.2.5. Professional Development Workshops (eg: Bicycle Facility Design Workshop)
 - 5.1.2.6. Information resource on cycling (eg: website)
- 5.1.3. To work towards becoming a self-funded cycling promotion and development unit.
- 5.1.4. To confer, negotiate and facilitate with government and non-government agencies on cycling development.
- 5.1.5. To purchase, lease, hire or by any other legal means acquire any real or personal estate necessary or convenient for the purposes of CyclingSouth Inc.
- 5.1.6. To buy, sell, supply and deal in goods of all kinds.
- 5.1.7. To construct, maintain and alter buildings or works necessary or convenient for any of the objects or purposes of CyclingSouth Inc.
- 5.1.8. To accept any gift for any of the objects or purposes of CyclingSouth Inc.
- 5.1.9. To take steps the Management Committee or the members in General Meeting consider expedient for the purpose of procuring contributions to the funds of CyclingSouth Inc.
- 5.1.10. To print and publish material considered by the Management Committee or the members in General Meeting to be desirable for the promotion of the objects and purposes of CyclingSouth Inc.
- 5.1.11. To hire and employ all classes of persons whose services may be deemed necessary for the purposes of CyclingSouth Inc.
- 5.1.12. To borrow and raise money in any manner and on terms the Management Committee thinks fit or approved and directed by resolution passed at a General Meeting.
- 5.1.13. To invest any money of CyclingSouth Inc not immediately required for any of its objects in such a manner as from time to time the Management Committee determines.
- 5.1.14. To establish and support or aid in the establishment and support of associations, institutions, funds, trusts, schemes and conveniences calculated to benefit servants or past servants of CyclingSouth Inc and their dependants and the granting of pensions, allowances or other benefits to servants or past servants of CyclingSouth Inc and their dependants, and the making of payments towards insurance in relation to any of those purposes.

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- 5.1.15. To establish and support or aid in the establishment or support of any other association formed for any of the basic objects of CyclingSouth Inc.
- 5.1.16. To purchase or acquire and undertake all or any part of the property, assets, liabilities and engagements of any association with which CyclingSouth Inc is amalgamated in accordance with the provisions of the Act and the rules of CyclingSouth Inc.
- 5.1.17. To do all such other lawful things as are incidental or conducive to the attainment of any or all of the objects and purposes of CyclingSouth Inc.

6. Membership

- 6.1. CyclingSouth Inc shall have four categories of membership:
 - 6.1.1. Local Government Agency.
 - 6.1.2. Other Government Agency.
 - 6.1.3. Corporate.
 - 6.1.4. Community Group
- 6.2. A nomination of an organisation for membership of CyclingSouth Inc is to be:
Made in writing and signed by two financial members of CyclingSouth Inc; and
 - 6.2.1. Accompanied by the written consent of the person representing the nominated organisation; and
Lodged with Public Officer of CyclingSouth Inc.
- 6.3. As soon as practicable after receipt of a nomination, the Public Officer shall refer the nomination to the Management Committee and on approval by the Management Committee, the Public Officer:
 - 6.3.1. Is to notify the nominee in writing of the approval of membership of CyclingSouth Inc; and
 - 6.3.2. Upon receipt of the sum payable as the first year's subscription or part thereof as determined from time to time by the Management Committee, is to enter the nominee's name in a register of members.
- 6.4. A member may resign from CyclingSouth Inc by providing the Public Officer in writing with a written notice of resignation and on receipt of that notice, the Public Officer is to remove the name of the member from the register of members.
- 6.5. A person or organisation:
 - 6.5.1. Becomes a member of CyclingSouth Inc when his or her or its name is entered in the Register of Members.
 - 6.5.2. Ceases to be a member of CyclingSouth Inc when his or her or its name is removed from the Register of Members.
- 6.6. Any right, privilege or obligation of an organisation as a member of CyclingSouth Inc:
 - 6.6.1. Is not capable of being transferred or transmitted to another organisation; and
 - 6.6.2. Terminates on cessation of the membership.
- 6.7. If CyclingSouth Inc is wound up:
 - 6.7.1. Every member of CyclingSouth Inc and every person or organisation who within the period of 12 months immediately preceding the commencement of the winding up was a member of CyclingSouth Inc is liable to contribute:
 - 6.7.1.1. To the assets of CyclingSouth Inc for payment of the debts or liabilities of CyclingSouth Inc ; and

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6.7.1.2. For the costs, charges and expenses of the winding up; and

6.7.1.3. For the adjustment of the rights of the contributories among themselves.

- 6.8.** Any liability under Rule 6.8.1 is not to exceed \$500.
- 6.9.** A former member is not liable to contribute under Rule 6.8.1 in respect of any debt or liability of CyclingSouth Inc contracted after he or she ceased to be a member.
- 6.10.** No restrictions shall be imposed on any person or organisation applying for membership by virtue of religious or political belief, sex, ethnicity, disability or age.
- 6.11.** The Management Committee shall have the right to refuse membership to any person without assigning a reason.
- 6.12.** The Management Committee may nominate an individual member for election at any Annual General Meeting of CyclingSouth Inc as a Life Member, such nomination to be on account of special service or services rendered to CyclingSouth Inc.
- 6.13.** A member shall be deemed a Life Member on election by three-fifths of the members attending an Annual General Meeting, and upon election shall be entitled to attend all general meetings of CyclingSouth Inc and have other such privileges as the Management Committee may decide.

7. Income and Property

- 7.1.** The income and property of CyclingSouth Inc is to be applied solely towards the promotion of the objects and purposes of CyclingSouth Inc.
- 7.2.** No portion of the income and property of CyclingSouth Inc is to be paid or transferred to a member of CyclingSouth Inc.
- 7.3.** CyclingSouth Inc is not to:
 - 7.3.1.** Appoint a person who is a member of the Management Committee to any office in the gift of CyclingSouth Inc to the holder of which any remuneration is payable by way of salary, fees or allowances.
 - 7.3.2.** Pay to a person who is a member of the Management Committee any remuneration or other benefit in money or money's worth, other than the repayment of out-of-pocket expenses.
- 7.4.** A servant or member of CyclingSouth Inc may be paid:
 - 7.4.1.** Remuneration in return for services rendered to CyclingSouth Inc or for goods supplied to CyclingSouth Inc in the ordinary course of business.
 - 7.4.2.** Interest on money lent to CyclingSouth Inc at a rate not exceeding two percentage points higher than the Official Interest Rate as published from time to time by the Reserve Bank of Australia.
 - 7.4.3.** A reasonable and proper sum by way of rent for premises let to CyclingSouth Inc.

8. Accounts

- 8.1.** True accounts shall be kept of:
 - 8.1.1.** All money received and expended by CyclingSouth Inc and the matter in respect of which the receipt or expenditure takes place; and
 - 8.1.2.** The property, credits and liabilities of CyclingSouth Inc.
- 8.2.** The accounts are to be open to inspection by the members of CyclingSouth Inc subject to any reasonable restrictions as to time and manner of inspection CyclingSouth Inc may impose.
- 8.3.** The Treasurer of CyclingSouth Inc or a managing agency nominated by the Management Committee is to keep all general records, accounting books and records

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of receipts and expenditure connected with the operation and business of the association in the form and manner the Management Committee directs.

- 8.4.** The accounts, books and records are to be kept at CyclingSouth Inc's office or at any other place the Management Committee decides.

9. Banking and Finance

- 9.1.** The Treasurer or Executive Officer of CyclingSouth Inc or a managing agency nominated by the Management Committee shall act on behalf of CyclingSouth Inc to:

9.1.1. Receive all money paid to CyclingSouth Inc; and

9.1.2. Immediately after receiving money issue official receipts.

- 9.2.** The Management Committee is to:

9.2.1. Cause to be opened with any bank, building society, or credit union the Management Committee selects an account in the name of CyclingSouth Inc into which all money received is to be paid as soon as possible after receipt; or

9.2.2. Direct a managing agency nominated by the Management Committee to pay all money received as soon as possible into an account with any bank, building society or credit union and for those deposits to be reflected in account reports from the managing agency.

- 9.3.** The Management Committee may:

9.3.1. Receive from CyclingSouth Inc's financial institution the cheques drawn by CyclingSouth Inc on any of its accounts with the financial institution.

9.3.2. Release and indemnify the financial institution from and against all claims, actions, suits or demands that may be brought against the financial institution arising directly or indirectly out of those cheques.

- 9.4.** Except with the authority of the Management Committee, a payment of any sum exceeding \$50 is not to be made from the funds of CyclingSouth Inc otherwise than by cheque drawn on the account of CyclingSouth Inc or its managing agency.

- 9.5.** The Management Committee may provide the Treasurer with a sum to meet urgent expenditure, subject to any conditions in relation to the use and expenditure the Management Committee may impose.

- 9.6.** Cheques may only be drawn on the account of CyclingSouth Inc or the management agency for expenditure that has been authorised by the Management Committee.

- 9.7.** All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments drawn on CyclingSouth Inc's account are to be:

9.7.1. Signed and countersigned by two authorised members of the Management Committee nominated by the Management Committee for that purpose;

except those cheques, drafts, bills of exchange, promissory notes and other negotiable instruments drawn by the managing agency on CyclingSouth Inc's behalf, in which case the officers as normally nominated by the managing agency shall be the signatories.

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10. Auditor

- 10.1.** If at any time during a financial year CyclingSouth Inc conducts financial business on its own account without a managing agency, the Management Committee shall appoint prior to the end of that financial year a person as Auditor.

An Auditor so appointed under Sub-Rule 10.1 is to hold office until the Annual General Meeting next after the time at which he or she is appointed, and is eligible for re-appointment by the Management Committee.

- 10.2.** An Auditor may only be removed from office in the course of the financial year of their appointment by a Special Resolution.
- 10.3.** If a casual vacancy occurs in the office of Auditor during the course of a financial year of CyclingSouth Inc, the Management Committee may appoint a person as the Auditor to hold office until the next succeeding Annual General Meeting.
- 10.4.** If CyclingSouth Inc conducts its affairs through a managing agency for the entire financial year, the managing agency shall be required to appoint an Auditor.

11. Audit

- 11.1.** An Auditor appointed under Rule 10.1 is to examine the accounts of CyclingSouth Inc at least once in the financial year of their appointment.
- 11.2.** An Auditor appointed under Rule 10.5 is to examine the accounts of the managing agency at least once in the financial year of their appointment.
- 11.3.** The auditor is to:
- 11.3.1.** Certify as to the correctness of the accounts of CyclingSouth Inc; and
 - 11.3.2.** Report to the members present at the Annual General Meeting.
- 11.4.** In the report and in certifying the accounts, the Auditor is to state if:
- 11.4.1.** He or she has obtained the required information.
 - 11.4.2.** In his or her opinion the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of CyclingSouth Inc:
 - 11.4.2.1.** According to the information at his or her disposal and the explanations given; and
 - 11.4.2.2.** As shown by the books of CyclingSouth Inc.
 - 11.4.3.** The rules relating to the administration of the funds of CyclingSouth Inc have been observed.
- 11.5.** The Public Officer of CyclingSouth Inc is to cause to be delivered to the Auditor a list of all the accounts, books and records of CyclingSouth Inc.
- 11.6.** The Auditor may:
- 11.6.1.** Have access to the accounts, books, records, vouchers and documents of CyclingSouth Inc.
 - 11.6.2.** Require from the servants of CyclingSouth Inc any information and explanations he or she considers necessary for the performance of the duties as Auditor.
 - 11.6.3.** Employ persons to assist in investigating the accounts of CyclingSouth Inc.
 - 11.6.4.** Examine any member of the Management Committee or any servant of CyclingSouth Inc in relation to the accounts of CyclingSouth Inc.

12. Annual General Meeting

- 12.1.** CyclingSouth Inc is to hold an Annual General Meeting each year.

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- 12.2. The Annual General Meeting is to be held on any day the Management Committee determines but not later than 30 September after the close of the financial year of CyclingSouth Inc.
- 12.3. The Annual General Meeting is to be in addition to any other General Meetings that may be held in the same year.
- 12.4. The notice convening the Annual General Meeting is to specify the purpose of the meeting.
- 12.5. The ordinary business of the Annual General Meeting is to be:
 - 12.5.1. To confirm the minutes of the last preceding Annual General Meeting and of any general meeting held since that meeting.
 - 12.5.2. To receive from the Management Committee, Auditor and servants of CyclingSouth Inc reports on the transactions of CyclingSouth Inc during the last preceding financial year.
 - 12.5.3. To elect the officers of CyclingSouth Inc and the members of the Management Committee.
 - 12.5.4. To determine the remuneration of the servants of CyclingSouth Inc.
- 12.6. The Annual General Meeting may transact special business of which notice is given in accordance with these Rules.

13. **Special General Meetings**

- 13.1. The Management Committee may convene a Special General Meeting of CyclingSouth Inc at any time.
- 13.2. The Management Committee, on the requisition in writing of at least four members, may convene a special general meeting of CyclingSouth Inc.
- 13.3. A requisition for a Special General Meeting:
 - 13.3.1. Is to state the objects of the meeting; and
 - 13.3.2. Is to be signed by the requisitionists; and
 - 13.3.3. Is to be deposited at the office of CyclingSouth Inc; and
 - 13.3.4. May consist of several documents, each signed by one or more of the requisitionists.
- 13.4. If the Management Committee does not cause a Special General Meeting to be held within 21 days from the day on which a requisition is deposited at the office of CyclingSouth Inc, any of the requisitionists may convene the meeting within three months from the day of the deposit of the requisition.
- 13.5. A Special General Meeting convened by requisitionists is to be convened in the same manner as nearly as possible as meetings are convened by the Management Committee.
- 13.6. All reasonable expenses incurred by requisitionists in convening a Special General meeting are to be refunded by CyclingSouth Inc.

14. **Notices of General Meetings**

- 14.1. At least 14 days before the date fixed for holding a General Meeting of the Association, the Public Officer of CyclingSouth Inc is to advertise the AGM on the Cycling South website specifying the place, day and time for holding of the meeting, and the nature of the business to be transacted at the meeting. Existing members of Cycling South will be notified of the AGM by email

15. Business and Quorum at General Meetings

- 15.1.** All business transacted at a general meeting, except the ordinary business of the Annual General Meeting, is special business.
- 15.2.** Business is not to be transacted at a general meeting unless a quorum of members entitled to vote is present at the time the meeting is considering that business.
- 15.3.** A member shall be considered present if communicating with the meeting through electronic means that enable that member to be both heard and to communicate directly with the meeting.
- 15.4.** A quorum for the transaction of the business at a general meeting is fifty per cent plus one financial members present and entitled to vote.
- 15.5.** If a quorum is not present one hour after the appointed time for the commencement of a general meeting, the meeting:
- 15.5.1.** If convened on the requisition of members, is to be dissolved.
- In any other case, is to be adjourned to the same day in the next week at the same time at the same place.
- 15.6.** If at an adjourned meeting a quorum is not present one hour after the time appointed for the commencement of the meeting, the meeting is to be dissolved.
- 15.7.** The chairperson, by written notice or at the time of the adjournment, may specify another place to which a meeting is to be adjourned.

16. Chairperson at General Meetings

- 16.1.** The Chair is to preside as chairperson at every general meeting of CyclingSouth Inc.
- 16.2.** If the Chair is absent from a general meeting, the members present shall appoint or elect one of their own to preside as chairperson.

17. Adjournment of General Meetings

- 17.1.** The chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 17.2.** If a meeting is adjourned for 14 days or more, notice of the adjourned meeting is to be given in the same manner as the notice of the original meeting.
- 17.3.** It is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

18. Determination of Questions

- 18.1.** A question arising at a general meeting of CyclingSouth Inc is to be determined on a show of hands except for ballots to elect officers of CyclingSouth Inc.
- 18.2.** Unless before or on the declaration of the result of the show of hands a poll is demanded by one member of the meeting, a the chairperson shall declare that a resolution has, on show of hands, been carried or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the minute book of CyclingSouth Inc is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

19. Special Resolutions

- 19.1.** A resolution is a Special Resolution if it is passed by a majority of not less than three-quarters of such members of CyclingSouth Inc entitled under the rules of the association to vote as may be present in person at a general meeting of which notice specifying the intention to propose the resolution as a Special Resolution was given in accordance to these Rules.
- 19.2.** Rules 6.10 and 15.3 do not apply when voting on Special Resolutions.
- 19.3.** Notice of the passing of a Special Resolution shall be lodged by the Public Officer of CyclingSouth Inc with the Commissioner for Corporate Affairs within a period of one month after the passing of the resolution, and the resolution shall take effect after registration by the Commissioner for Corporate Affairs.
- 19.4.** A notice under Rule 19.3 shall be:
- 19.4.1.** Signed by the Public Officer of CyclingSouth Inc; and
- 19.4.2.** Accompanied by such other documents, including a copy of the Special Resolution, as may be prescribed under the *Act*, and those documents shall be signed or verified as prescribed.

20. Votes

- 20.1.** Only financial members are entitled to vote at a general meeting.
- 20.2.** The subscription that a member has paid shall be divided by the individual subscription and the resulting unit, or if an incomplete unit, rounded up to the next nearest unit, shall determine the number of votes a member may cast on a question arising at a general meeting.
- 20.3.** Where a financial member organisation has multiple representatives, a single representative should be nominated to cast a vote on behalf of the organisation. The nominated voting representative should be recorded in the Register of Members as the person authorised to vote on behalf of the organisation.
- 20.4.** Where the nominated voting representative is unable to attend a general meeting, another representative of the organisation can be authorised by the nominated voting representative to vote on their behalf.
- 20.5.** Except as provided in Rules 19, 6.10 and 15.3, all votes are to be given personally by members or their proxies.
- 20.6.** In the case of an equality of voting on a question, the chairperson has a second or casting vote.

21. Polls

- 21.1.** A poll that is demanded on the election of a chairperson, or on a question of adjournment, is to be taken immediately.
- 21.2.** A poll that is demanded on any other question is to be taken at any time before the close of the meeting as the chairperson directs.

22. Management Committee

- 22.1.** The affairs of CyclingSouth Inc are to be managed by a Management Committee constituted as provided in Rule 22.7.
- 22.2.** The Management Committee:
- 22.2.1.** Is to control and manage the business and affairs of CyclingSouth Inc.
- 22.2.2.** May exercise all the powers and perform all the functions of CyclingSouth Inc, other than those powers and functions that are required by these Rules to be exercised by General Meetings of CyclingSouth Inc.

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22.2.3. Has the power to do anything that appears to the Management Committee to be essential for the proper management of CyclingSouth Inc.

22.3. The Officers of CyclingSouth Inc shall be:

22.3.1. A Chair.

22.3.2. A Deputy Chair.

22.3.3. A Secretary

22.3.4. A Treasurer.

22.3.5. A Public Officer shall be appointed from one of the Officer positions.

elected at the Annual General Meeting

22.4. Only representatives of financial member organisations can be officers of CyclingSouth Inc.

22.5. Each officer of CyclingSouth Inc is to hold office until the conclusion of the second Annual General Meeting after the date of his or her election, and is eligible for re-election.

22.6. If a casual vacancy in any office referred to in Rule 22.3 occurs, the Management Committee may appoint one of its members to the vacant office, to hold the office up to and including the conclusion of the Annual General Meeting next following the date of the appointment.

22.7. The Management Committee shall consist of the following members:

22.7.1. The Officers of CyclingSouth Inc; and

22.7.2. At least one representative of each of the financial members under Rule 6.1; and

22.7.3. One representative of non-financial members under Rule 6.1; and

22.8. An ordinary Management Committee member is to hold office until the Annual General Meeting next after the date of election, and is eligible for re-election.

22.9. If a casual vacancy occurs in the office of ordinary Management Committee member, the Management Committee may appoint a member of CyclingSouth Inc to fill the vacancy until the conclusion of the Annual General Meeting next following the date of the appointment.

23. **Election to the Management Committee**

23.1. Nominations of candidates for election as officers of CyclingSouth Inc or as ordinary Management Committee members are to be:

23.1.1. Made in writing and signed by two members of CyclingSouth Inc or their representatives and accompanied by the written consent of the candidate which may be endorsed on the nomination; and

23.1.2. Delivered to the Public Officer of CyclingSouth Inc at least seven days before the date fixed for the holding of the Annual General Meeting.

23.2. If insufficient nominations are received to fill all vacancies on the Management Committee:

23.2.1. The candidates nominated are considered to be elected; and

23.2.2. Further nominations are to be received at the Annual General Meeting.

23.3. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are considered to be elected.

23.4. If the number of nominations exceeds the number of vacancies to be filled, a ballot is to be held.

- 23.5. A ballot for the election of the officers and ordinary Management Committee members is to be conducted at the Annual General Meeting, and shall be secret and under the supervision of two scrutineers appointed by the Chairperson from the members present.

24. Vacation of Office

- 24.1. For the purpose of these Rules, the position of an officer of CyclingSouth Inc or of an ordinary Management Committee member becomes vacant if the officer or Management Committee member:
- 24.1.1. Dies; or
 - 24.1.2. Is no longer a representative of a member organisation
 - 24.1.3. Becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his or her creditors, or makes any assignment of his or her estate for their benefit; or
 - 24.1.4. Becomes of unsound mind; or
 - 24.1.5. Resigns office in writing addressed to the Management Committee; or
 - 24.1.6. Ceases to be resident in the State of Tasmania; or
 - 24.1.7. Fails to attend three consecutive meetings of the Management Committee without leave granted by the Management Committee, such leave to be considered as acceptance of an apology; or
 - 24.1.8. Ceases to be a member of CyclingSouth Inc; or
 - 24.1.9. Fails to pay all arrears of subscription due within 14 days after receiving a notice in writing signed by the Public Officer stating that he or she has ceased to be a financial member of CyclingSouth Inc.

25. Meetings of Management Committee and Sub-Committees

- 25.1. The Management Committee is to meet at least once in each two months at any place and time the Management Committee determines.
- 25.2. Special meetings of the Management Committee may be convened by the Chair or any of its financial members.
- 25.3. Notice is to be given to members of the Management Committee of any special meeting, specifying the general nature of the business to be transacted, and no other business is to be transacted at such meeting.
- 25.4. Fifty per cent plus one financial members of the Management Committee constitute a quorum for the transaction of the business of a meeting of the Management Committee.
- 25.5. Business is not to be transacted unless a quorum is present.
- 25.6. If 30 minutes after the time appointed for the meeting a quorum is not present, the meeting is to be adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it is to be dissolved.
- 25.7. At a meeting of the Management Committee, the following is to preside:
- 25.7.1. The Chair is to preside as chairperson at every meeting of the Management Committee.
 - 25.7.2. If the Chair/Deputy Chair is absent, the members present shall appoint or elect one of their own to preside as chairperson.

- 25.8.** Any question arising at a meeting of the Management Committee or of any sub-committee appointed by the Management Committee is to be determined:
- 25.8.1.** On a show of hands; or
- 25.8.2.** If demanded by a member, by a poll taken in any manner the person presiding at the meeting determines.
- 25.9.** Each member present at a meeting of the Management Committee or of any sub-committee appointed by the Management Committee, including the person presiding at the meeting, is entitled to one vote.
- 25.10.** If there is an equality of votes on any question, the person presiding as chairperson has a second or casting vote.
- 25.11.** Written notice of each Management Committee meeting is to be served on each member of the Management Committee by:
- 25.11.1.** Delivering it at a reasonable time before the meeting.
- 25.11.2.** Sending it by post in a pre-paid envelope addressed to his or her usual or last-known address in time to reach him or her in due course of post before the date of the meeting.
- 25.11.3.** By sending it by electronic means to his or her usual or last-known email address in time to reach him or her before the date of the meeting.

26. Disclosure of Interest in Contracts

- 26.1.** A member of the Management Committee who is interested in any contract or arrangement made or proposed to be made with CyclingSouth Inc is to disclose the interest:
- 26.1.1.** At the first meeting of the Management Committee at which the contract or arrangement is first taken into consideration, if the interest then exists; or
- 26.1.2.** In any other case, at the first meeting of the Management Committee after the acquisition of the interest.
- 26.2.** If a member of the Management Committee becomes interested in a contract or arrangement after it is made or entered into, he or she is to disclose the interest at the first meeting of the Management Committee after he or she becomes so interested.
- 26.3.** A member of the Management Committee is not to vote as a member of the Management Committee in respect of any contract or arrangement in which he or she is interested, and if such a vote is cast, that vote is not to be counted.

27. Indemnity and Responsibility

- 27.1.** The Management Committee shall take all reasonable steps to ensure CyclingSouth Inc's affairs are conducted within the laws and regulations of the jurisdictions of the Commonwealth of Australia and the State of Tasmania.
- 27.2.** The Management Committee shall ensure CyclingSouth Inc remains under the cover of an adequate public liability insurance policy and shall purchase whatever other insurance policies as are required to protect CyclingSouth Inc.

28. Sub-Committees

- 28.1.** The Management Committee may
- 28.1.1.** Appoint a sub-committee from the Management Committee.
- 28.1.2.** Prescribe the powers and functions of that sub-committee.
- 28.2.** The Management Committee may co-opt any person as a member of a sub-committee with voting rights, whether or not the person is a member of CyclingSouth Inc.
- 28.3.** A quorum at a meeting of a sub-committee is three appointed members.

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- 28.4. The convenor of a sub-committee shall be appointed by the Management Committee.
- 28.5. Written notice of each sub-committee meeting is to be served on each member of the sub-committee by:
- 28.5.1. Delivering it at a reasonable time before the meeting.
 - 28.5.2. By sending it by post in a pre-paid envelope addressed to his or her usual or last-known address in time to reach him or her in due course of post before the date of the meeting.
 - 28.5.3. By sending it by electronic means to his or her usual or last-known email address in time to reach him or her before the date of the meeting.

29. **Executive Committee**

- 29.1. The Chair, the Deputy Chair, the Secretary and the Treasurer shall constitute the Executive Committee.
- 29.2. The Executive Committee may issue instructions to the Public Officer and the servants of CyclingSouth Inc on matters of urgency connected with the management of the affairs of CyclingSouth Inc during the period between meetings of the Management Committee.
- 29.3. The Executive Committee is to report on any instructions issued under Rule 28.2 to the next meeting of the Management Committee.

30. **Subscriptions**

- 30.1. The Management Committee shall set membership subscriptions at least 90 days before the start of the financial year of CyclingSouth Inc.
- 30.2. The annual subscription of a member is due and payable on or before the first day of the financial year of CyclingSouth Inc.
- 30.3. Differential subscriptions may be levied at the discretion of the Management Committee.
- 30.4. Subscriptions may be paid by instalments at the discretion of the Management Committee.
- 30.5. A member of CyclingSouth Inc shall be deemed financial until after the prescribed subscription is three months in arrears.

31. **Financial Year**

- 31.1. The financial year of CyclingSouth Inc is the period beginning on 1 July in one year and ending on 30 June in the next following year.

32. **Notices**

- 32.1. A notice may be served by or on behalf of CyclingSouth Inc on any member:
- 32.1.1. Personally; or
 - 32.1.2. By sending it through the post in a pre-paid envelope addressed to the member at his or her usual or last-known address; or
 - 32.1.3. By sending it by electronic means to his or her usual or last-known email address.

33. **Suspension or Expulsion of Members**

- 33.1. The Management Committee may suspend or expel a member from CyclingSouth Inc if, in the opinion of the Management Committee, the member is guilty of conduct detrimental to the interests of CyclingSouth Inc.
- 33.2. The suspension or expulsion of a member under Rule 32.1 does not take effect until whichever of the following is the later date:

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33.2.1. The expiration of 14 days after the service on the member of a notice under Rule 32.3.

33.2.2. If the member exercises his or her right of appeal under this rule, the conclusion of the special general meeting convened to hear the appeal.

33.3. If the Management Committee suspends or expels a member from CyclingSouth Inc, the Public Officer of CyclingSouth Inc, without undue delay, is to cause to be served on the member a notice in writing:

33.3.1. Stating that the Management Committee has suspended or expelled the member; and

33.3.2. Specifying the grounds for the suspension or expulsion; and

33.3.3. Informing the member of a right of appeal against the suspension or expulsion under Rule 33.

34. Appeal against Suspension or Expulsion

34.1. A member may appeal against a suspension or expulsion under Rule 32 by delivering or sending by post to the Public Officer of CyclingSouth Inc, within 14 days after the service of a notice under Rule 32.3, a requisition in writing demanding the convening of a Special General Meeting for the purpose of hearing the appeal.

34.2. On receipt of a requisition:

34.2.1. The Public Officer is to immediately notify the Management Committee of its receipt; and

34.2.2. The Management Committee is to cause a Special General Meeting of members to be held within 21 days after the date on which the requisition is received.

34.3. At a Special General Meeting convened for the purpose of this rule:

34.3.1. No business other than the question of the suspension or expulsion is to be transacted; and

34.3.2. The Management Committee may place before the meeting details of the grounds of suspension or expulsion and the Management Committee's reason for the expulsion; and

34.3.3. The suspended or expelled member is to be given an opportunity to be heard; and

34.3.4. The members present are to vote by secret ballot on the question whether the suspension or expulsion should be lifted or confirmed.

34.4. If at the Special General Meeting a majority of members present vote in favour of the lifting of the suspension or expulsion:

34.4.1. The suspension or expulsion is taken to have been lifted; and

34.4.2. The suspended or expelled member is entitled to continue as a member of CyclingSouth Inc.

34.5. If at a Special General Meeting a majority of members present vote in favour of the confirmation of the suspension or expulsion the suspension or expulsion takes effect.

34.6. If a Special General Meeting confirms a suspension, the member, for the period of suspension, shall not participate in any activity of CyclingSouth Inc and shall have no voting rights at any meetings, and shall have no right of refund of his or her subscription.

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34.7. If a Special General Meeting confirms an expulsion, the expelled member ceases to be a member of CyclingSouth Inc.

35. **Disputes**

35.1. A dispute between a member of CyclingSouth Inc in the capacity as a member and CyclingSouth Inc is to be determined by arbitration in accordance with the provisions of the *Commercial Arbitration Act 1986*.

35.2. This rule does not affect the operation of Rules 32 and 33.

36. **Seal**

36.1. The seal of CyclingSouth Inc may take two forms:

36.1.1. A rubber stamp, inscribed with the name of CyclingSouth Inc encircling the word "Seal"; or

36.1.2. An electronic representation of the seal stored on computer disc and inserted on relevant documents that then may be printed with the seal included.

36.2. The seal of CyclingSouth Inc is not to be affixed to any instrument except by the authority of the Management Committee.

36.3. The affixing of the seal is to be attested by the signatures of:

36.3.1. Two members of the Management Committee; or

36.3.2. One member of the Management Committee and the Public Officer of CyclingSouth Inc or any other person the Management Committee may appoint for that purpose.

36.4. Attestation under Rule 35.3 is sufficient for all purposes that the seal was affixed by the authority of the Management Committee.

36.5. Any form of the seal is to remain in the custody of the Public Officer.

37. **Dissolution**

37.1. CyclingSouth Inc may be dissolved if:

37.1.1. A motion to this effect is carried by a general meeting after 14 days of notice of the proposed resolution has been given.

37.1.2. Financial membership is fewer than three members.

37.2. If CyclingSouth Inc is dissolved and all debts and liabilities have been satisfied, the interest in any remaining property or funds shall be transferred to or vested in some other organisation or institution having objects similar to those of CyclingSouth Inc.

37.3. The distribution of remaining property or funds as specified in Clause 36.2 shall be determined by members of CyclingSouth Inc at or before the time of dissolution, and in default thereof as may be directed upon application to the Supreme Court of Tasmania in that behalf.