

Penrith Cycling Club Constitution

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Part 1 Name and Objects

1. Name

The name of the Association shall be Penrith Cycling Club Incorporated (referred to in these rules as “the Club”).

2. Objects

- a) To promote, foster and encourage the sport of cycling
- b) To conduct cycle races and other cycling and associated events as deemed appropriate by the Club.
- c) To encourage and improve the standard of cycling and competition at Club level and higher.
- d) To organise and select members and teams to represent the Club in races and other activities against teams representing other Clubs and Associations including but not limited to teams representing other Clubs and Associations participating in competitions arranged by Cycling New South Wales, Cycling Australia or such other bodies with whom the Club is affiliated.
- e) To encourage generally sport and sportsmanship and, in particular the sport of cycling.
- f) To encourage members to learn and familiarise themselves with racing rules as may be determined from time to time by the Club, Cycling New South Wales, Cycling Australia, and the rules and regulations under the Motor Traffic Act (N.S.W.)
- g) To organise and conduct training or practice sessions with the aim of improving cycling skills of the participants.
- h) To obtain and maintain by way of rent, lease, purchase or otherwise, Club premises, training areas, cycling tracks and other such facilities as may be deemed necessary from time to time by the Committee for the conduct, development and promotion of the Club.
- i) To provide and/or organise playing and training facilities, equipment, gear, and the like for members and teams under the Club’s control or the control of any affiliated or associated Clubs or Associations.
- j) For the purposes hereof, to mortgage and charge the undertaking of the real and personal property present and future of the Club and to borrow money with or without giving any security thereto and upon such terms as to priority or otherwise as the Club shall think fit.

Part 2 Definitions and Interpretation

3. Interpretation

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

“the Act” means the Associations Incorporation Act, 1984:

“Commission” means the Corporate Affairs Commission, constituted by the Corporate Affairs Commission Act, 1981.

“Property” includes real and personal property, any estate or interest in any property, real or personal, any debt and any other right or interest, whether in possession or not.

“the Regulation” means the Associations Incorporation Regulation, 1984

“the Committee” means elected office bearers as listed in Rule 20.

“Secretary” means –

- i. The person holding office under these rules as secretary of the Club; or
- ii. Where no such person holds that office – the public officer of the Club

“Special general meeting” means a general meeting of the Club other than the Annual General meeting;

In these rules

- i. Words importing one gender include any other gender
- ii. A reference to a function includes a reference to a power, authority and duty; and
- iii. A reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.
- iv. The provisions of the Interpretations Act, 1897, apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

Part 3 Club Colours

4. Club Colours

The colours of the Club shall be such colours as the Club may determine by resolution passed by a 75% majority at an Annual or Special General Meeting.

Part 4 Affiliations

5. Affiliations

The Club shall be affiliated with:

- a) Cycling NSW Incorporated;
- b) Cycling Australia; and
- c) Such other bodies as the Club may from time to time determine
(herein after called "*affiliated bodies*")

Part 5 Membership

6. Membership Qualifications

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

- a) The person is a person referred to in 15(1)(a), (b) or (c) of the Act and has not ceased to be a member of the Club at any time after incorporation of the Club under the Act;
or
- b) The person is a natural person who
 - i. Has been nominated for membership of the Club as provided by Rule 9; and
 - ii. Has been approved for membership of the Club by the committee of the Club.
 - iii. Agrees to be bound by the Rules of the Club

7. Members

Subject to these rules the members of the Club shall be comprised of the members and life members of the Penrith Panthers Cycling Club at the change of name to Penrith Cycling Club, together with such other persons as the Committee admits to membership or who are elected to Life Membership pursuant to Rule 18 hereof.

8. Classes of Membership

- a) Member classification will be in accord with that stipulated from time to time by Cycling NSW and the Cycling Australia.
- b) All classes of members shall have voting rights PROVIDED HOWEVER that all members under 17 years of age only have the right to vote on matters that are concerned with their own classification and in the event of any dispute as to whether such classification is concerned, the decision of the Committee in relation thereto shall be final and conclusive.
- c) Notwithstanding anything set out in rule 8(a), the ages and respective divisions shall be subject to such directives and regulations as may be determined from time to time by Cycling NSW and Cycling Australia.

9. Becoming a Member

- a) Membership shall be open to any person who wishes to further the interests of the Club.
- b) Any person seeking membership shall make application to the Committee, either using Cycling NSW online application facility, or using the form provided by the Club.
- c) The Committee, or its nominated representative, shall determine what information and supporting documentation is required, and shall determine whether the application is successful or not. A nominated representative may, at his or her discretion, refer an application to the committee for approval.
- d) Each person admitted to membership shall be;
 - i. Bound by the Constitution and By-laws of the Club.
 - ii. Liable for such fees and subscriptions as may be fixed by the Club.
 - iii. Entitled to all advantages and privileges of membership.
- e) The Committee or its delegate shall, if approving a membership application, or membership renewal, on payment by the applicant of the amounts referred to in clause 14.
 - i. issue a receipt, at which time the applicant becomes a member of the club, and
 - ii. enter the applicant's name in the register of members and,
 - iii. forward the membership application to Cycling NSW, for the purpose of affiliation. When and if the application is approved by CNSW, the applicant becomes a member of the Club.

10. Cessation of Membership

- a) A person ceases to be a member of the Club if the person -
 - i. Dies;
 - ii. Resigns that membership, or
 - iii. Is expelled from the Club

11. Membership Not Transferable

A right, privilege **or** obligations which a person has by reason of being a member of the Club

- a) Is not capable of being transferred or transmitted to another person: and
- b) Terminates upon cessation of the person's membership

12. Resignation of Membership

- a) A member of the Club is not entitled to resign that membership except in accordance with this rule.
- b) A member of the Club who has paid all amounts payable by the member to the Club in respect of the member's membership may resign for membership of the Club by first giving notice (being not less than 1 month or not less than other such period as

the committee may determine) in writing to the secretary of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.

- c) Where a member of the Club ceases to be a member pursuant to Clause (b), and in every other case where a member ceases to hold membership, the secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

13. Registration of Members

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

14. Fees, Subscriptions, Etc.

- a) A member of the Club shall, upon admission to membership, pay the Club a joining fee of \$1 or, where some other amount is determined by the committee, of that other amount.
- b) In addition to any amount payable by the member under clause (a), a member of the Club shall pay to the Club an annual membership fee of \$2, or, where some other amount is determined by the committee, of that other amount.
 - i. Except as provided by paragraph (ii), before January 1st in each calendar year; or
 - ii. Where the member becomes a member after 1st January in any calendar year upon becoming a member and before 1st January in each succeeding calendar year.
 - iii. The committee may at its discretion waive payment of any membership subscription or fee payable by a member.
 - iv. A person elected to Life Membership of the Club will thereafter be exempted from paying any membership subscription fees.
- c) In addition to the Club fees payable pursuant to the clauses (a) and (b) above members shall be required to pay any fees payable to affiliated bodies by members.
- d) Any member not financial may be stopped from competing in any event by any official of the Club, or by the request of another member of the Club.
- e) Any members who has not paid any fees payable pursuant to clauses (a), (b) and (c) of this rule on or before the due date for payment, or within such period as the committee may determine, shall be deemed to have given notice under Rule 12 (b) of his intention to resign his membership of the Club.

15. Members Liabilities

- a) The liability of a member of the Club to contribute towards the payment of the debts and liabilities of the Club, or the costs, charges and expenses of the winding up of the

Club is limited to the amount, if any, unpaid by the member in respect of membership of the Club as required by Rule 14.

16. Disciplining of Members

- a) Where the committee is of the opinion that a member of the Club Has persistently refused or neglected to comply with a provision or provisions of these rules; or has persistently and wilfully acted in a manner prejudicial to the interests of the Club, the committee may, by resolution –
 - i. expel the member from the Club; or
 - ii. suspend the member from membership of the Club for a specified period.
- b) A resolution of the committee under clause (a) is of no effect unless the committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under clause (c), confirms the resolution in accordance with this rule.
- c) Where the committee passes a resolution under clause (a), the secretary shall, as soon as practicable, cause a notice in writing to be served on the member –
 - i. Setting out the resolution of the committee and the grounds on which it is based;
 - ii. Stating that the member may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the service of the notice;
 - iii. Stating the place, and time of that meeting; and
 - iv. Informing the member that the member may do either or both of the following: -
 1. Attend and speak at that meeting
 2. Submit to the committee at or prior to the date of that meeting written representations relating to the resolution.
- d) At a meeting of the committee held as referred to in Clause (c) the committee shall
 - i. Give the member an opportunity to make oral representations;
 - ii. Give due consideration to any written representations submitted to the committee by the member at or prior to the meeting; and
 - iii. By resolution determine whether to confirm or revoke the resolution
- e) Where the committee confirms a resolution under clause (d), the secretary shall, within 7 days of that confirmation, by notice in writing inform the member of the fact and of the member's right of appeal under Rule 17.
- f) A resolution under clause (d) does not take effect
 - i. Until the expiration of the period within which the member is entitled to appeal against the resolution. Where the member does not exercise the right of appeal within that period; or
 - ii. Where within that period the member exercises the right of appeal, unless and until the Club confirms the confirms the resolution pursuant to Rule 17 (d).

17. Right of Appeal of Disciplined Member

- a) A member may appeal to the Club in a general meeting against a resolution of the committee which is confirmed under Rule 16 (d), within 7 days after notice of resolution is served on the member, by lodging with the secretary a notice to that effect.
- b) Upon receipt of a notice from a member under clause (a), the secretary shall notify the committee which shall convene a general meeting of the Club to be held within 21 days after the date on which he secretary received the notice.
- c) At a general meeting of the Club under clause (b)
 - i. No business other than the question of the appeal shall be transacted;
 - ii. The committee and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
 - iii. The members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- d) If at the General Meeting the Club passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

18. Life Membership

- a) The Club shall have the power to elect a person who has held office in the Club for a period of ten consecutive years to Life Membership in recognition of special service or contribution given by such person to the Club. Life members may only be elected at an Annual General Meeting pursuant to a special resolution provided that the nominee for Life Membership has first been approved as a candidate by the Committee and a record of Membership is presented at the Annual General Meeting.
- b) For the purpose of rule 18(b) only, the years as an office bearer of or for special service or contribution given to Penrith Cycling Club (and / or Penrith Panthers Cycling Club) by the person nominated for life membership shall apply as if such period or special service or contribution was given to the Club.

Part 6 The Committee

19. Powers of The Committee

The Committee, subject to the Act, the Regulation and these rules and to any resolution passed by the Club in general meeting

- a) Shall control and manage the affairs of the Club;
- b) May exercise all such functions as may be exercised by the Club other than those functions that are required by these rules to be exercised by a general meeting of members of the Club; and
- c) Has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the Club.

20. Structure of The Committee

- a) Subject to Rule 21, the committee shall consist of The office bearers of the Club and the captain, each of whom shall be elected at the annual general meeting of the Club pursuant to Rule 21.
- b) The office-bearers of the Club shall be
 - i. The President
 - ii. Two (2) Vice-Presidents;
 - iii. The Treasurer and
 - iv. The Secretary
- c) In addition to the above office bearers the committee shall nominate either from the members of the committee or from other members of the Club the following additional officers:
 - i. Chief Delegate to the Cycling New South Wales.
 - ii. Chief delegates to any other affiliated bodies.
 - iii. Referee
 - iv. Handicapper
 - v. Such other additional officers as it may determine
- d) Each member of the committee shall, subject to these rules, hold office until the conclusion of the annual general meeting following the date of the member's election.
- e) Retiring members of the committee shall be eligible for re-election.
- f) In the event of a casual vacancy occurring in the membership of the committee or the delegate to any affiliated body, the committee may appoint a member of the Club to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

21. Election of Members of the Committee

- a) No person shall be eligible for election to office unless he or she has been an affiliated member of the Club (or in the case of the first committee elections, of Penrith Cycling Club and /or Penrith Panthers Cycling Club) for a minimum of three (3) months.
- b) The election of office bearers and members of the committee shall be conducted at the Annual General Meeting.
- c) If only one nomination is received for a position on the committee, the candidate shall be deemed elected to that position.
- d) If two or more nominations are received for a position on the committee, a ballot to fill that position shall be held in such usual and proper manner as the committee may direct.
- e) A nominee who unsuccessfully stands for a particular position shall be entitled to stand for any position (other than the position of the auditor), the vote in respect of which is held after the vote for which he or she was nominated.
- f) If no nominations are received for a particular position, that position shall be deemed to be a casual position on the committee.
- g) Nothing herein contained shall prevent the members elected to the committee from holding the offices of Referee, Captain, Handicapper or Delegate.

22. Remuneration of Committee Members

- a) No remuneration or any other benefit in money or money's worth shall be paid or given by the Club to any member of the Committee except:
 - i. Repayment of out of pocket expenses or expenses properly incurred in the administration of the Club;
 - ii. Interest at a rate not exceeding interest at the rate for the time being which is or would be charged by the Club's bankers for money advanced or lent to the Club;
 - iii. Reasonable and proper rent for premises lent to the Club: and
 - iv. Payment for professional service (excluding honorary services) provided to the Club.
- b) A member of the Club holding a salaried office of the Club or any office of the Club paid by fees will not be eligible for election to the committee

23. Secretary

- a) The secretary of the Club shall, as soon as practicable after being appointed as secretary, lodge notice with the Club of his or her address.
- b) It is the duty of the secretary to keep minutes of
 - i. All appointments of office-bearers and members of the committee
 - ii. The names of members of the committee present at a committee meeting or a general meeting; and
 - iii. All proceedings at committee meetings and general meetings

- c) Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting

24. Treasurer

It is the duty of the treasurer of the Club to ensure that:

- a) All money due to the Club is collected and received and that all payments authorised by the Club are paid; and
- b) Correct books and accounts are kept showing the financial affairs of the Club including full details of all receipts and expenditure connected with the activities of the Club.

25. Casual Vacancies in the Committee

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

- a) Dies
- b) Ceases to be a member of the Club
- c) Becomes an insolvent under administration within the meaning of the Companies (NSW) Code.
- d) Resigns office by notice in writing given to the secretary;
- e) Becomes of unsound mind or person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- f) Is absent without the consent of the committee from all meetings of the committee held during a period of 3 months

26. Removal of The Committee

- a) The Club in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- b) Where the member of the committee to whom a proposed resolution referred to in Clause (a) relates makes representation in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the Club, the secretary or the president may send a copy of the representation to the members of the Club or, if they are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

27. Committee Meetings

- a) The committee shall meet as often as is necessary to conduct the business of the Club but not less than eight times a year at such place and time as the committee may determine.

- b) Additional meetings of the committee may be convened by the president or by any member of the committee.
- c) Oral or written notice of the meetings of the committee shall be given by the secretary to each member of the committee at least 48 hours (or such period as may be unanimously agreed upon by the members of the committee) before the time appointed for the holding of the meeting.
- d) Notice of a meeting given under the clause (c) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- e) Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of a committee.
- f) No business shall be transacted by the committee unless a quorum is present and if within a half hour of the time appointed for a meeting a quorum is not present the meetings stands adjourned to the same place and at the same hour of the same day in the following week.
- g) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for a meeting, the meeting shall be dissolved.
- h) In the event of a vacancy or vacancies in the members of the committee, the remaining members may continue to act, but if the number of remaining members is not sufficient to constitute a quorum at a meeting of the committee, they may act only for the purpose of appointing new members of the committee to at least the number of members required to constitute a quorum.
- i) At a meeting of the committee:
 - i. The president, or in the president's absence, the vice president shall preside; or
 - ii. If the president and the vice-presidents are absent or unwilling to act such one of the remaining members of the committee as shall be chosen by the members shall preside.
- j) The committee shall have the power to invite any delegates representing any class of member or any committee or sub-committee of the Club or any delegates or affiliated bodies to attend meeting of the committee.

28. Delegation by Committee to Sub-Committees

- a) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Club as the committee sees fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
 - i. This power of delegation; and
 - ii. A function which is a duty imposed on the committee by the Act or by any other law
- b) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation

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

29. Committee Voting

- a) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee shall be determined by a majority of the votes of members of the committee or sub-committee present at the meeting
- b) Each member present at a meeting of the committee or any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes of any question, the person presiding may exercise a second or casting vote.
- c) Subject to Rule 27 (e), the committee may act notwithstanding any vacancy on the committee.
- d) Any act or thing done or suffered, or purported to be done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

Part 7 General Meetings

30. Annual General Meetings – Holding Of

- a) The Club shall, at least once in each calendar year and within the period of 6 months after the expiration of each calendar year and within the period of 6 months of the expiration of each financial year of the Club, convene an Annual General Meeting of its members.

This clause has effect subject to any extension or permission granted by the Commission under Section 26(3) of the Act.

31. Annual General Meetings – Calling of & Business At

- a) The annual general meeting of the Club shall, subject to the Act and to Rule 30, be convened on such date and at such place and time as the committee thinks fit.
- b) In addition to any other business which may be transacted at an annual general meeting, the business of the annual general meeting shall be:

- i. To confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting
 - ii. To receive from the committee reports on the activities of the Club during the last preceding financial year
 - iii. To elect office bearers of the Club and members of the committee
 - iv. To receive and consider the statement which is required to be submitted to members pursuant to section 26(6) of the Act, and:
 - v. To elect an auditor or auditors
- c) An annual general meeting shall be specified as such in the notice convening it.

32. Special General Meetings – Calling Of

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

33. Notice of General Meeting

- a) Except where the nature of the business proposed to be dealt with at a General Meeting requires a final resolution of the Club, the secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post to each member at the member's address appearing in the register of members, *(or by electronic means if the member has approved this means of communication)* a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- b) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the secretary shall, at least 21 days before

the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in Clause (a) specifying, in addition to the matter required under clause (a) the intention to propose the resolution as a special resolution.

- c) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except in the case of an annual general meeting, business which may be transacted pursuant to Rule 31(b).
- d) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who shall include that business in the next notice calling a general meeting given after the receipt of the notice from the member.

34. Procedure at General Meetings

- a) No item of business shall be transacted at a general meeting unless a quorum of members entitled to vote under these rules is present during the time the meeting is considering that item.
- b) The following numbers of members present in person (being members entitled under these rules to vote at a general meeting) shall constitute a quorum for the transaction of business
 - i. At Annual General Meetings: 10 members
 - ii. At Special General Meetings 12 members
 - iii. At General Meetings 8 members
- c) If within half an hour after the appointed time for the commencement of a meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- d) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting the members present (being not less than 6) shall constitute a quorum

35. Presiding Member

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

36. Adjournment

- a) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned

meeting other than the business left unfinished at the meeting at which the adjournment took place.

- b) Where a general meeting is adjourned for 14 days or more, the secretary shall give written or oral notice of the adjournment meeting to each member of the Club, stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- c) Except as provided in clauses (a) and (b), notice of an adjournment of general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

37. Making of Decisions

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

38. Special Resolution

- a) A special resolution must be passed by a general meeting of the Club to effect the following changes:
 - (i) An alteration of the Club's constitution.
 - (ii) An alteration of or addition to the Club's objects.
 - (iii) An alteration of the Club's name.
 - (iv) An amalgamation with another incorporation or association.
 - (v) To voluntarily wind up the Club and distribute its property.
 - (vi) To apply for registration as a company or co-operative.
- b) A resolution of the association is a special resolution if –
 - (i) It is passed by a majority which comprises not less than three-quarters of such members of the Club as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which not less than 21 days' written notice specifying the intention to propose the resolution was given in accordance with these rules; or

- (ii) Where it is made to appear to the commission that it is not possible or practicable for the resolution to be passed in the manner specified by the commission.

39. Voting

- a) Upon any question arising at a general meeting of the Club a member has, subject to any qualification contained within Rule 8(b) one vote only.
- b) All votes shall be given personally or by proxy but no member may hold more than five proxies.
- c) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- d) A member or proxy is not entitled to vote at any general meeting of the Club unless all money due and payable by the member or proxy to the Club has been paid, other than the amount of the annual subscription payable in respect of the then current year.

40. Appointment of Proxies

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

Part 8 Miscellaneous

41. Club Officer

- a) The Committee shall ensure that a member of the Club is appointed public officer.
- b) The committee may at any time remove the public officer and appoint a new public officer,

42. Patron

- a) A Patron of the Club may be elected at the Annual General Meeting
- b) The provisions of rule 21 hereof will apply in respect of nominations for the position of patron of the Club.
- c) The Patron is eligible for election to the committee and to hold a position on the committee concurrently with the position of patron.

43. Insurance

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

44. Funds - Source

- a) The funds of the Club shall be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution of members passed in general meeting, such other sources as the committee determines
- b) All money received by the Club shall be deposited as soon as practicable and without deduction to the credit of the Club's bank account
- c) The Club shall as soon as practicable after receiving any money, issue an appropriate receipt.

45. Funds Management

- a) Subject to any resolution passed by the Club in a general meeting, the funds of the Club shall be used in accordance in pursuance of the objects of the club in such manner as the committee determines.
- b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two of the President, Secretary or Treasurer.

46. Alteration of Objects and Rules

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

47. Custody of Books, Etc.

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

48. Inspection of Books, etc.

- a) Membership records, books and other documents of the Club shall be open to inspection, free of charge, by a member of the Club at any reasonable hour.
- b) A copy of this constitution and any amendments thereto shall be available to all financial members of the Club.

49. Service of Notices

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

50. Surplus Property

- a) The Club may, by special resolution at a special meeting specifically called for that purpose, nominate an incorporated association as the association in which it is to vest its surplus property, pursuant to section 53(2) of the Act in the event of the winding up of the cancellation of the incorporation of the Club.
- b) The incorporated association so nominated shall be one which fulfils the requirements specified in section 53(2)(a)-(c) of the Act.

Part 9 Club Racing Program and Rules

51. Club Racing Program and Rules

- a) The committee shall discuss and formulate the road racing season programme and the track season programme for the forthcoming season and submit the same to a general committee meeting of the Club for discussion before final adoption.

52. Withholding of Prizes and Trophies

- a) No prizes, trophies, or open orders will be given to any member who is in debt to the Club, and if necessary, any funds and allocation for prizes, trophies or open orders to that member may be used to discharge that member's debt.

53. Amendment of Club Racing Rules

- a) The club rules shall be those of Cycling NSW, except that The Club reserves the right to amend or add to those rules, for Club races which it promotes and directs, as may be deemed necessary from time to time, provided that:
 - i. Proper notice is given to all members of such changes; and
 - ii. if any Club rule is in conflict with that set forth by Cycling NSW, the latter shall take precedence.

Appendix #1

[Rule 40]

Form of Appointment of Proxy

I

Full name

Of

Address

Being a member of Penrith Cycling Club Incorporated hereby appoint:

Full name of proxy

Of

Address

Being a Member of the Penrith Cycling Club Incorporated, as my proxy to vote for me on my behalf at the general meeting of the association (Annual General Meeting, General Meeting or Special General Meeting as the case may be) to be held on the

Day of , 20

And at any adjournment / management of that meeting.

My proxy is authorised to vote in favour of / against (delete as appropriate) the resolution (insert details*)

*to be inserted if desired

Signature of member appointing proxy

Date

Note: A proxy may not be given to a person who is not a member of the Penrith Cycling Club Incorporated