

# The constitution of Merri-bek Bicycle User Group Incorporated

Revision L (20 September 2022)

## 1. Name

- 1.1. The business name of the Group shall be: Merri-bek Bicycle User Group Incorporated.

## 2. Group Objectives

- 2.1. To promote greater and safer commuter and recreational cycling in the City of Merri-bek.
- 2.2. To liaise with local, state and federal government authorities regarding on-road and off-road bicycle facilities in the City of Merri-bek.
- 2.3. To liaise with other bicycle groups for the promotion of cycling.
- 2.4. To provide affordable and accessible membership and activities for all members.
- 2.5. To organise recreational rides for Merri-bek Bicycle User Group Inc. members.
- 2.6. The promotion of cycling in general.

## 3. Membership

- 3.1. Membership is open to any person who wishes to further the interests of the Group.
- 3.2. Membership may be terminated:
  - (a) Upon the request of the member.
  - (b) If a member's annual membership fee (where set) remains unpaid after two months falling due.
  - (c) Upon a vote of the membership at a Special General Meeting.
  - (d) By the Committee using the grievance procedures detailed in Section 12 (Discipline, suspension and expulsion of members).

## 4. Committee of Management and Officers

- 4.1. The affairs of the Group shall be managed by the Committee of Management.
- 4.2. The Committee:
  - (a) Shall control and manage the business and affairs of the Group; and
  - (b) May, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Group other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Group; and
  - (c) Subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Group.
- 4.3. The Group shall have a Committee of Management comprising of:
  - (a) Convenor
  - (b) Deputy Convenor
  - (c) Secretary
  - (d) Treasurer
  - (e) Three (3) Ordinary Members

- (f) Plus any other position(s) required, as decided at an Annual or Special General Meeting.
- 4.4. The Committee of Management shall be elected at an Annual General Meeting of Group members.
- 4.5. The Committee of Management shall hold office until the next Annual General Meeting.
- 4.6. Members of the Committee of Management may be elected at a Special General Meeting if a Committee position is open.
- 4.7. A Committee member may not hold more than one position on the Committee of Management.
- 4.8. A position on the Committee of Management becomes vacant if the officer:
  - (a) Ceases to be a member of the Group,
  - (b) Becomes an insolvent under administration within the meaning of the corporations law, or
  - (c) Resigns from office by written notice given to the Secretary.
- 4.9. In the event of a casual vacancy in any office referred to in rule 4.3, the Committee may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.
- 4.10. The Committee shall meet on a monthly basis, and must meet a minimum of five (5) times per year.
- 4.11. Any four (4) members of the Committee constitute a quorum for the conduct of the business of a meeting of the Committee of Management.
- 4.12. No Committee business may be conducted unless a quorum is present at a Committee Meeting.
- 4.13. Decisions of the Committee shall be reached by consensus where possible; or by a majority of Committee members with the chairperson of the meeting holding the casting vote, if required.

## **5. Election of Committee members**

- 5.1. Nominations of candidates for election as officers of the Group or as ordinary members of the Committee must be:
  - (a) Made in writing, signed by two members of the Group and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - (b) Delivered to the Secretary of the Group not less than seven (7) days before the date fixed for the holding of the annual general meeting.
- 5.2. A candidate may only be nominated for one office, or as an ordinary member of the committee, prior to the annual general meeting.
- 5.3. If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.
- 5.4. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 5.5. If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held, using the procedures detailed in Section 11.

## **6. Duties of the Committee**

- 6.1. The Committee shall generally manage the business and affairs of the Group.
- 6.2. The Committee of Management shall be responsible for official liaison with other cycling and community groups.

- 6.3. The Committee of Management shall be responsible for representing the Group at functions and in the media and in any lobbying or advocacy activities.
- 6.4. The Committee shall appoint sub-committees as needed.
- 6.5. The Committee shall be responsible for the management of the Group's finances including the authorisation of payment of accounts, maintenance of accounting records, the reconciliation of bank statements and other administrative tasks as deemed necessary.
- 6.6. The Convenor shall be the chairperson of all meetings. The Convenor is responsible for controlling meetings and can exercise a casting vote when required.
- 6.7. The Deputy Convenor shall assume the role of the Convenor when the Convenor is not able to attend meetings or when the Convenor requests. If neither the Convenor or Deputy Convenor can attend a meeting, the Committee shall nominate a Group member to assume the role of chairperson for a meeting.
- 6.8. The Secretary shall convene meetings, conduct the business of the Group in accordance with the Constitution and ensure that all relevant documents are maintained, including records of General Meetings and Committee Meetings. The Secretary will make all relevant documents of the Group available for inspection by members upon request.
- 6.9. The Treasurer is the financial agent of the Committee and shall keep a true and accurate account of all monies received and paid, together with all relevant vouchers and shall prepare a statement of income and expenditure, made up to June 30 for the Committee to present to the Annual General Meeting. 'A Statement of Income and Expenditure shall be attached to the AGM minutes. The Treasurer will make all financial accounts of the Group available for inspection by members upon request.
- 6.10. Two members of the Committee of Management must sign all cheques, bank withdrawal forms and the like.
- 6.11. Minutes of the Committee meetings and Group meetings shall be kept. The Secretary shall keep a record of the Annual General Meeting for submission to Business Affairs as required.

## **7. Group Communications**

- 7.1. The Secretary shall send all formal Group communications to all current members via email. Where requested, notice to a member may be provided in writing.

## **8. Annual General Meetings**

- 8.1. The Group will hold an Annual General Meeting in any given calendar year. The AGM shall be held in October, or a date as close to October as possible that is agreed on by the Committee.
- 8.2. At least ten (10) listed members must be present to form a quorum at an Annual General Meeting.
- 8.3. The financial year shall end on June 30.
- 8.4. The ordinary business of the Annual General Meeting shall be to:
  - (a) Confirm the minutes of the previous Annual General Meeting
  - (b) Presentation of financial statements by the Committee, detailing the transactions of the Group in the preceding financial year
  - (c) Elect the next Committee of Management
  - (d) Receive and consider the statement submitted by the Group in accordance with section 94 of the Associations Incorporation Reform Act 2012 (Vic), covering details

such as income and expenditure in its last financial year and assets and liabilities at the end of its last financial year

- (e) Enact any other business for which required notice has been given in writing to the Secretary
  
- 8.5. The Annual General Meeting may conduct any special business of which notice has been provided, in writing, to the Secretary at least twenty-one (21) days before the date of the meeting.
- 8.6. The Secretary shall send notice of an Annual General Meeting and all business to be conducted to all current members at least twenty one (21) days before the date of the meeting.

## **9. Special General Meetings**

- 9.1. A Special General Meeting may be called at the request of any member with the written support of nine (9) other listed members. Requests for Special General Meetings should be made via email or in writing to the Secretary together with a list of the members who support the need for a Special General Meeting to be held, and a summary of the matters to be discussed including any motions to be put to the meeting.
- 9.2. The Special General Meeting shall only consider the matter or matters stipulated in the formal notification of the meeting. No business for which required notice has not been given may be conducted at a Special General Meeting.
- 9.3. The Secretary shall send notice of a Special General Meeting and the business to be conducted to all current members at least twenty one (21) days before the date of the meeting.

## **10. Meetings of the General Group**

- 10.1. General Group meetings are to be held on the fourth Wednesday of each month except December, or as decided by the membership.
- 10.2. The purposes of the general Group meetings will include:
  - (a) Exchange of information
  - (b) Providing advice to the Committee of Management
  - (c) Receiving reports from the Committee of Management
  - (d) Organising activities for the Group
  - (e) Planning, lobbying and advocacy activities

## **11. Voting Procedures to apply at Annual and Special General Meetings**

- 11.1. At any question arising at a meeting of the Group, a member has one vote only.
- 11.2. Any question arising at a meeting of the Group shall be determined by a show of hands, with a resolution being carried by a majority of voting members.
- 11.3. The Secretary shall record the outcome of resolutions, as to being carried or lost.
- 11.4. Only listed members shall be eligible to vote at meetings.
- 11.5. All votes must be given in person.
- 11.6. In the case of a tied vote, the meeting chairperson shall reopen the debate. In the event of an ongoing tied vote, the meeting chairperson is entitled to cast a deciding vote.

## **12. Discipline, suspension and expulsion of members**

- 12.1. The Committee may, by resolution, suspend or expel any member of the Group:
  - (a) Who commits any breach of any rule or by-law of the Group; or
  - (b) Who, in the opinion of the Committee, acts in a manner which is contrary to the interests of the Group; or

- (c) No longer complies with the membership requirements of the Group.
- 12.2. The member will be informed of the allegations and invited to present a verbal or written explanation at the Committee Meeting at which the matter is to be considered.
- 12.3. Any member of the Group who feels aggrieved by a Committee decision under Rules 12.1 or 12.2, may submit to the Committee within one calendar month from the date thereof, appeal against such decision to a general meeting.
- 12.4. Such notice shall state the ground of appeal and such appeal shall be heard at a Special General Meeting to be held not later than one month from the giving of such notice to the Committee.
- 12.5. On the hearing of any such appeal, the member who feels aggrieved shall be afforded a full opportunity of being heard.
- 12.6. Until the hearing of such appeal, the decision of the Committee shall have full force and effect.
- 12.7. The decision of the Special General Meeting shall be final.

### **13. Grievance procedures**

- 13.1. The grievance procedure set out in this rule applies to disputes under these Rules between:
  - (a) A member and another member; or
  - (b) A member and the Group.
- 13.2. The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 13.3. If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 13.4. The mediator must be a person chosen by agreement between the parties.
- 13.5. A member of the Group can be a mediator.
- 13.6. The mediator cannot be a member who is a party to the dispute.
- 13.7. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 13.8. The mediator, in conducting the mediation, must:
  - (a) Give the parties to the mediation process every opportunity to be heard; and
  - (b) Allow due consideration by all parties of any written statement submitted by any party; and
  - (c) Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 13.9. The mediator must not determine the dispute.
- 13.10. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

### **14. Funds**

- 14.1. There are to be no Membership Fees
- 14.2. The funds of the Group shall be derived from donations, grant funding and such other sources as the Committee determines.

### **15. Alterations to the Statement of Purpose or Constitution**

- 15.1. These Rules and the statement of purposes of the Group must not be altered except in accordance with the Act.
- 15.2. An alteration to Group's Statement of Purpose or this Constitution shall not be made without:
  - (a) Providing notice of the alterations intended to members twenty one (21) days prior to meeting.
  - (b) Securing a 75% majority vote of listed members at the Annual General Meeting, or at a Special General Meeting providing the matter has been listed according to constitutional requirements.

## **16. Membership register**

- 16.1. The Secretary must keep and maintain a register of members containing:
  - (a) The name and contact details of each member; and
  - (b) The date on which each member's name was entered in the register.
- 16.2. The register is available for inspection free of charge by any member upon request.
- 16.3. A member may make a copy of entries in the register.

## **17. Custody and inspection of books and records**

- 17.1. Except as otherwise provided in these Rules, the Convenor, or a representative or representatives as determined by the Committee, must keep in his or her custody, or under his or her control, all books, documents and securities of the Group.
- 17.2. Except as otherwise provided in these Rules, all accounts, books, securities and any other relevant documents of the Group must be available for inspection free of charge by any member upon request.
- 17.3. Except as otherwise provided in these Rules, a member may make a copy of any accounts, books, securities and any other relevant documents of the Group.

## **18. Disbanding the Group**

In the event of the Group disbanding, all assets of the Group are to be sold and proceeds to be given to another cycling organisation or charitable organisation as chosen by the members at the final meeting.