



## CONSTITUTION

**BUG Incorporated, Bicycle User Group Rules, (adopted 7<sup>th</sup> June 2010)**

### 1. NAME

The name of the group is **Dubbo BUG Incorporated** (referred to in these rules as 'the group') **BUG** meaning "**Bicycle User Group**".

### 2. OBJECTS

The objects of the group are:

- a) To promote the use of the bicycle for transport and recreation as a means to improve quality of life and protect the environment.
- b) To encourage more people to cycle more often.
- c) To promote education of bicyclists and other road users in the interest of road safety.
- d) To advocate enforcement of the rights and obligations of bicyclists.
- e) To work with local government to improve cycling facilities.
- f) To advocate engineering and equipment appropriate for the use of bicyclists.

### 3. MEMBERSHIP

- a) Eligibility. Membership is open to all persons who accept the objects and rules of the group.
- b) Application. A person wishing to become a member of the group must apply to the committee or its delegated representative, where appropriate, for membership.
- c) Determination. The committee or its delegated representative, must determine whether or not to accept an application for membership. The committee or its delegated representative, need not supply reasons for accepting or rejecting an application for membership.
- d) Fees. Members must pay on joining and when due thereafter the fees determined by the group at a general meeting.
- e) Register. A register of members will be kept by the group, showing for each member, their name, membership status and other appropriate details as determined by the committee.
- f) Cessation. Membership ends on resignation, death of the member, expulsion, at the end of the membership period or on failure to pay outstanding membership fees.

### 4. MEMBERS' LIABILITY

- a) Incorporated Group. If the group is incorporated under the Associations Incorporation Act, 1984 (NSW), the members of the group are not liable to contribute towards the payment of debts and liabilities of the group or the costs, charges and expenses of the winding up of the group except to the amount of any unpaid membership fees.
- b) Unincorporated Groups. If the group is unincorporated, then members acknowledge that they and/or the committee comprise the group, which is not a separate legal entity.

### 5. DISCIPLINING OF MEMBERS

- a) Expulsion. A member may be expelled from membership of the group (or otherwise disciplined) by the committee, if in the opinion of the committee, (after affording the member an opportunity of offering an explanation of his/her conduct), the conduct is regarded as being detrimental to the interests of the group.

b) Appeal. A member who wishes to appeal against a decision expelling or otherwise disciplining them may do so by notifying the secretary in writing that they wish the decision to be reviewed at the next general meeting of the group.

## **6. DISPUTES BETWEEN MEMBERS**

a) In the event of a dispute arising between members (in their capacity as members) or between a member and the group, or a member and the committee, the following procedure applies:

- i) Each side of the dispute must nominate a representative who is not directly involved in the dispute. Those representatives must then attempt to settle the dispute by negotiation.
- ii) If the nominated representatives are unable to resolve the dispute within 14 days (or such other period as they may agree) the dispute must be referred to a person mutually agreed on for mediation, or if not agreed, under paragraph iii) below.
- iii) If the dispute is not resolved by the above procedures, it must be referred to a Community Justice Centre for mediation in accordance with the Community Justice Centres Act, 1983.

## **7. MANAGEMENT BY COMMITTEE**

a) The group must have its affairs controlled and managed by the officer bearers and other members known as the committee. The committee must act in accordance with any resolution passed by a general meeting of the group.

b) The office bearers are a president, secretary, treasurer, public officer. The public officer may hold any other office. There may be up to seven members of the committee.

c) The office bearers and other members of the committee are elected at each annual general meeting. Any casual vacancy occurring in the committee may be filled by a member appointed by the committee.

d) Each member of the committee holds office from the date of their election or appointment until the next annual general meeting.

e) Retiring committee members are eligible for re-election.

f) The committee must meet as often as necessary to conduct the business of the group and only when the committee feels it is required.

g) Notice of committee meetings may be given at the previous committee meeting or by such other means as the committee may decide upon.

h) A member of the committee ceases to hold office upon resignation in writing; removal as a member of the group; or absence from three successive committee meetings without approval by the committee.

i) The quorum for meetings of the committee is half the number of committee members elected at the previous annual general meeting.

j) The committee may function validly if its number is not reduced below the quorum. If committee numbers fall below the quorum the remaining committee members may act only to appoint new committee members.

k) Questions arising at any meeting of the committee must be decided by the majority of votes of those present. In case of an equality of votes, the person appointed to chair the meeting has a second or casting vote.

l) If within half an hour of the time appointed for a committee meeting a quorum is not present the meeting is dissolved.

m) Additional meetings of the committee may be convened by the President or any two members of the committee.

## **8. GENERAL MEETINGS**

a) An annual general meeting of the group must be held each year within 6 months from the end of the financial year of the group.

b) The committee may, whenever it thinks fit, convene a general meeting of the group. A general meeting must be convened by the committee within 3 months of receiving a written request to do so from at least 5% of the membership of the group.

- c) At least 14 days' notice of all general meetings and notices of motion must be given to members in ways determined by the committee. In the case of general meetings where a special resolution is to be proposed, notice of the resolution must be given to members at least 21 days before the meeting.
- d) In the case of the annual general meeting the following business must be transacted:
  - i) confirmation of the minutes of the last annual general meeting and confirmation of the minutes of any special general meeting held since the previous annual general meeting
  - ii) receipt of the committee's report upon the activities of the group in the last financial year
  - iii) receipt and consideration of a statement from the committee which is not misleading and gives a true and fair view for the last financial year of the group's
    - a) income and expenditure
    - b) assets and liabilities
  - iv) election of office bearers and other members of the committee
- e) The quorum for an annual general meeting is five members present in person. If within half an hour of the time appointed for an annual general meeting, a quorum is not present the meeting must be dissolved and reconvened within 28 days.
- f) The quorum for a general meeting is five members present in person. If within half an hour of the time appointed for a general meeting, a quorum is not present the meeting must be dissolved.
- g) Voting is by a show of hands unless a secret ballot is demanded. Decisions are made by a simple majority vote, except for those matters which must be decided by special resolution where a three quarter majority is required.
- h) All voting must be done personally, or by proxy in ways determined by the committee.
- i) In the case of an equality of votes the person appointed to chair the general meeting has a second or casting vote.
- j) Nomination of candidates for election as office bearers or other committee members may be made at the annual general meeting or in such other ways as is determined by the group at a general meeting.
- k) Members who have items of business they wish considered at a general meeting must give written notice to the secretary. The secretary must include that business in the next notice calling a general meeting.

## **9. OFFICE BEARERS**

- a) The president (or, in the president's absence, the secretary or treasurer) acts as chairperson at each general meeting and committee meeting of the group.
- b) If the president or other office bearers are absent from a meeting or unwilling to act, the members present at the meeting elect one of their number to act as chairperson.
- c) The secretary shall ensure that records of the business of the group including the rules, registers of members, and office bearers, minutes of all general and committee meetings and a file of correspondence are kept. These records must be available for inspection by any member and are held in the custody of the secretary.
- d) The treasurer must ensure that all money received by the group is paid into an account in the group's name. Any cheque payments must be signed by two signatories authorised by the committee, or by electronic funds transfer with two authorities from the committee. All transactions are to be reported at the following committee meeting.
- e) The treasurer must ensure that books and accounts are kept showing correctly the financial affairs of the group. These records must be available for inspection by any member and must be held in the custody of the treasurer.
- f) The public officer is responsible for liaising with the Director General of the Department of Fair Trading on behalf of the Association and carrying out the responsibilities as defined in the Associations Incorporation Act 1984 (NSW).

## **10. SPECIAL RESOLUTIONS**

a) A special resolution needs to be passed by a general meeting of the group to effect the following

changes:

- i) a change of the group's name;
- ii) a change of the group's rules;
- iii) an amalgamation with another group;
- iv) to voluntarily wind up the group; or
- v) to apply for registration as a company or a cooperative.

b) A special resolution is passed in the following manner:

- i) a notice is sent to all members advising that a general meeting is to be held to consider a special resolution;
- ii) the notice must give details of the proposed special resolution and give at least 21 days notice of the meeting;
- iii) a quorum must be present at the meeting; and
- iv) at least three-quarters of those present must vote in favour of the resolution.

c) In situations where it is not possible or practicable for a resolution to be passed as described above, a request may be made to the Department of Consumer Affairs for permission to pass the resolution in some other way.

## **11. MISCELLANEOUS**

a) The funds of the group may be derived from the fees of members, donations, grants and such other sources approved by the group.

b) If the group is dissolved, otherwise ceases to exist or has its incorporation cancelled, the amount that remains after such dissolution and the satisfaction of all debts and liabilities, shall be transferred to another group with similar purposes which is not carried on for the profit or gain of its individual members.

c) Service of documents on the group is effected by serving them on the secretary or by serving them personally on two members of the committee.

d) Notices sent by post or any other means are taken to have been received two days after the date of sending to the last recorded address.

e) The income and property of the group must be used only for promotion of the objects of the group and cannot be paid or transferred to members by way of dividend, bonus or profit.