

CONSTITUTION

- of -

**AUSTRALIAN CYCLING FEDERATION
INCORPORATED**

ASSOCIATIONS INCORPORATION ACT 1991 (ACT)

CONSTITUTION

of

AUSTRALIAN CYCLING FEDERATION INCORPORATED

1 Name

The name of the association is Australian Cycling Federation Incorporated ("**Federation**").

2 Objects of the Federation

The Federation is established to:

- (a) become and remain the only Australian affiliate of the Union Cycliste International or its successor or assign ("**UCI**");
- (b) regulate, encourage, administer, promote, advance and manage cycling in Australia through sporting and commercial means;
- (c) ensure that all cycling in Australia is carried on in a manner, which secures and enhances the safety of participants, officials, spectators and the public and which allows the sport to be competitive and fair;
- (d) adopt, formulate, issue, interpret, implement and amend from time to time such by-laws and regulations as are necessary for the control and conduct of cycling in Australia;
- (e) affiliate and otherwise liaise with the Australian Sports Commission and the Australian Olympic Committee and any other such organisation in the pursuit of these objects and the sport of cycling;
- (f) develop, manage and control the sport of cycling in Australia in accordance with and having regard to the rules and regulations of UCI and the By-Laws of the Federation;
- (g) allot and control the conduct and administration of National Competitions, Australian Championships and other Australian titled events;
- (h) determine, arrange and publish an annual Australian cycling calendar of events;
- (i) establish and maintain an Australian cycling judicial system in accordance with this Constitution and the By-Laws so as to facilitate the resolution of disputes involving any Member or any other person in any way associated with the sport of cycling in Australia;
- (j) pursue through itself or other such entity commercial arrangements, including sponsorship and marketing, opportunities as are appropriate to further the objects of the Federation;
- (k) formulate or adopt and implement appropriate policies, including policies in relation to Australian representative team selection, sexual harassment, equal opportunity, equity, drugs in sport, health, safety, infectious diseases and such other matters as arise from time to time as issues to be addressed in cycling;
- (l) provide for the representation of Australia at international events and championships and also at international meetings including meetings of UCI;

- (m) promote recognition of cycling as a leading participation sport;
- (n) do all that is reasonably necessary to enable these objects to be achieved and to enable the Members to receive the benefits which these objects are intended to achieve;
- (o) co-operate or join with or support any association, organisation, society, individual whose activities or purposes are similar to those of the Federation or which advance cycling in Australia;
- (p) have regard to the public interest in its operations; and
- (q) undertake and or do all such things or activities as are necessary, incidental or conducive to the advancement of these objects.

3 Powers of the Federation

Solely for furthering the objects set out above the Federation has the legal capacity and powers set out under section 124 of the *Corporations Law*.

4 Application of Income

- 4.1 The income and property of the Federation shall be applied solely towards the promotion of the objects set out in **Rule 2** of this Constitution.
- 4.2 No portion of the income or property of the Federation shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member.
- 4.3 No remuneration or other benefit in money or money's worth shall be paid or given by the Federation to any member who holds any office of the Federation.
- 4.4 Nothing contained in **Rules 4.2** or **4.3** shall prevent payment in good faith of or to any Member:
 - (a) for any services actually rendered to the Federation whether as an employee or otherwise;
 - (b) for goods supplied to the Federation in the ordinary and usual course of business;
 - (c) of interest on money borrowed from any Member;
 - (d) of rent for premises demised or let by any Member to the Federation; or
 - (e) for any out-of-pocket expenses incurred by the Member on behalf of the Federation.

provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

5 Addition Alteration or Amendment

No addition, alteration or amendment shall be made to this Constitution unless it has been approved by Special Resolution in accordance with the Act.

6 **Liability of Members**

The liability of the Members of the Federation is limited.

7 **Members' Contributions**

Every Member undertakes to contribute to the assets of the Federation in the event of it being wound up while a Member, or within one year after ceasing to be a Member for payment of the debts and liabilities of the Federation contracted before the time at which it ceases to be a Member, and the costs, charges and expenses of winding up and for an adjustment of the rights of contributors among themselves, such amount as may be required not exceeding one dollar.

8 **Distribution of Property on Winding Up**

If upon winding up or dissolution of the Federation there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the Members of the Federation but shall be paid to or distributed to an organisation or organisations having objects similar to the objects of the Federation and which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Federation by **Rule 4** this Constitution. Such organisation to be determined by the Members of the Federation at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of the Australian Capital Territory as may have or acquire jurisdiction in the matter.

9 **Accounts**

True accounts shall be kept of the sums of money received and expended by the Federation and the manner in respect of which such receipt and expenditure takes place and of the property, assets and liabilities of the Federation and subject to any reasonable restrictions as to time and manner of inspecting the same that may be imposed in accordance with this Constitution of the Federation for the time being, shall be open to the inspection of the Members. Once at least in every year the accounts of the Federation shall be examined by one or more properly qualified auditor or auditors who shall report to the Members in accordance with the provisions of the *Corporations Law*.

10 **Interpretation**

10.1 In this Constitution unless the contrary intention appears:

Act means the *Associations Incorporation Act 1991 (ACT)*.

Affiliate means an organisation which (a) has aims which are compatible to those of the Federation and (b) conducts cycling or cycling related programs and (c) does not conduct any activities which conflict with the interests of the Federation and (d) which has been granted affiliation with the Federation under this Constitution.

Board means the Directors of the Federation acting as a body.

By-Laws means any By-Laws made under **Rule 73**.

Chief Executive Officer means the chief executive officer appointed by the Board having such functions as are set out under this Constitution.

Constituent Association means a body which is or may be recognised by the Federation as the controlling body of and for cycling in each State.

Constitution means this Constitution of the Federation.

Council means the council of the Federation.

Delegate means a member of the Council and who is appointed by a Constituent Association to be its representative on Council.

Director means a member of the Board.

Financial Year means the year commencing 1 July and ending 30 June the following year.

General Meeting means the Annual or any Special General Meeting of the Federation.

Individual Member means a person registered with a Constituent Association.

Intellectual Property means all rights subsisting in copyright, trade names, trade marks, logos, designs, equipment, images (including photographs, videos or films) or service marks (whether registered or registrable) relating to the Federation, the words "cycling" or any event or competition or cycling equipment, product, publication or activity (including all Australian Championships but expressly excluding all State Championships) developed, conducted, promoted or administered by the Federation.

Member means a member for the time being of the Federation under **Rule 11**.

Objects means the Objects of the Federation in **Rule 2** of this Constitution.

President means the President for the time being of the Federation.

Special Resolution means a resolution:

- (a) of which at least 21 days notice has been given; and
- (b) that has been passed by at least 75% of the votes cast by Members entitled to vote on the resolution.

State means the States of Australia and includes the Northern Territory and the Australian Capital Territory.

State Acts means the legislation (by whatever name called) governing the Constituent Associations, including the Act and the *Corporations Law*.

10.2 Expressions referring to "writing" shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

10.2 In this Constitution

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- (c) words importing the singular include the plural and vice versa;

- (d) words importing any gender include the other genders;
- (e) references to persons include corporations and bodies politic;
- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction).

10.4 If any provision of this Constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of the Constitution or affecting the validity or enforceability of that provision in any other jurisdiction.

10.5 The Federation is established solely for the Objects.

10.6 The model rules referred to in the Act are displaced by this Constitution.

11 **Members**

11.1 Membership of the Federation shall comprise:

- (a) Constituent Associations;
- (b) Life Members; and
- (c) Individual Members.

11.2 Only Constituent Associations through their nominated Delegates shall have the right to vote, debate and move and second motions at General Meetings. All other Members shall have no such rights.

12 **Constituent Associations**

12.1 The Federation recognises a Constituent Association in each State as the controlling body responsible for ensuring the efficient administration of cycling in that State strictly in accordance with the Objects.

12.2 Each Constituent Association will:

- (a) be recognised by its relevant State government;
- (b) act at all times with all requirements that may be imposed on it by the relevant State government;
- (c) at all times act for and on behalf of the interests of the Federation, the Members, and cycling;
- (d) do all that is reasonably necessary to enable the Objects to be achieved;
- (e) act in good faith and loyalty to ensure the maintenance and enhancement of the Federation and cycling, its standards, quality and reputation for the collective and mutual benefit of the Members and cycling;

- (f) at all times operate with, and promote, mutual trust and confidence between the Federation and the Members in pursuit of the Objects;
- (g) not do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of cycling, and its maintenance and enhancement;
- (h) make full and proper disclosure to each other of all matters of importance to a Constituent Association, the Federation and cycling;
- (i) not acquire a private advantage at the expense of the Federation or any other Constituent Association or cycling;
- (j) ensure Individual Members comply with the Objects and this Constitution and in particular ensure that Individual Members recognise and agree to the obligations in **clauses 12(2) to 12(6)** as relevant to them; and
- (k) promote the economic and sporting success, strength and stability of the Federation and act interdependently with each other in pursuit of the Objects.

12.3 CA shall maintain, in a form and with such details as are acceptable to the requirements of the Federation and its affiliates, a current register of all individual members, including their State and Club affiliations. CA shall provide each Constituent Association access to the register of the members affiliated with their respective association at a time and in a form acceptable to these associations.

12.4 The Federation and the Constituent Associations agree:

- (a) that they are bound by this Constitution and that this Constitution operates to create uniformity in the way in which the objects of the Federation and the sport of cycling are to be conducted, encouraged, promoted and administered in Australia;
- (b) to promote the economic and sporting success, strength and stability of each other and to act interdependently with each other in pursuit of the Objects;
- (c) to act for and on behalf of the interests of the sport of cycling, the Federation and the Members; and
- (d) that should a Constituent Association have administrative, operational or financial difficulties, the Federation may, in its absolute discretion, act to assist that Constituent Association in whatever manner and on such conditions as the Federation considers appropriate.

12.5 The constituent documents of each Constituent Association shall clearly reflect the Objects and shall be in a form acceptable to the Federation, with such incidental variations as are necessary or appropriate, having regard to the State Acts applicable to each Constituent Association.

12.6 Each Constituent Association shall take all steps necessary to ensure its constituent documents and rules are in a form acceptable to the Federation and shall ensure its documents are amended in conformity with future amendments made to this Constitution, subject to any prohibition or inconsistency in any relevant State Acts.

- 13.1 On the nomination of the Board, life members may be elected by the Council by a Special Resolution provided that notice of nomination for such election is in accordance with this Constitution.
- 13.2 Life membership shall be restricted to those whose association with the Federation extends for a period of at least twenty years and whose service to cycling and the Federation is worthy of life membership.
- 13.3 Together with its nomination, the Board shall present to the Council a written report outlining the history of services of any nominee, together with its recommendations as to the suitability of the honour.

14 **Affiliates**

- 14.1 Affiliate status may be granted by the Council on such terms and conditions as it may see fit following formal application for such status accompanied by an up-to-date copy of the applicant's constituent documents. An Affiliate can not be granted voting rights at General Meetings but may be granted the right to attend and debate at such meetings.
- 14.2 Affiliate status may be suspended by the Board.
- 14.3 Affiliate status may be cancelled by the Council by a resolution passed by simple majority.

15 **Effect of Membership**

- 15.1 Members acknowledge and agree that:
 - (a) The Constitution constitutes a contract between each of them and the Federation and that they are bound by the Constitution and the By-Laws.
 - (b) They shall comply with and observe the Constitution and the By-Laws and any determination or resolution which may be made or passed by the Council or by the Board.
 - (c) By submitting to the Constitution and the By-Laws they are subject to the jurisdiction of the Federation.
 - (d) The Constitution is made in the pursuit of a common object, namely the mutual and collective benefit of the Federation, the Members and cycling.
 - (e) The Constitution and By-Laws are necessary and reasonable for promoting the Objects and particularly the advancement and protection of cycling.
 - (f) They are entitled to all benefits, advantages, privileges and services of Federation membership.
- 15.2 Notwithstanding **Rule 17**, where a Member fails to comply with its financial or other obligations under this Constitution, any Regulations or the By-Laws, the Board may determine that Member to be not of good standing. On determination that a Member is not of good standing, the Board may give notice to the Member of the:
 - (a) Board's determination; and
 - (b) grounds for the Board's determination;

and request that the Member show cause within such time as is determined by the Board as to why further action should not be taken against the Member in accordance with this Constitution or the By-Laws. The Member's failure to respond

or act to the Board's satisfaction (including assurances or compliance with its obligations) may result in the Board suspending the Member's membership of the Federation or otherwise imposing such conditions on that Member's membership, as the Board sees fit.

- 15.3 A Member, which ceases to be a Member, shall forfeit all right in and claim upon the Federation and its property including the Intellectual Property.

16 **Subscription and Fees**

16.1 The annual subscription (if any) and fees payable by Members (or any category of Member) to the Federation the time for and manner of payment shall be as determined by the Board from time to time.

16.2 Members whose subscriptions and/or fees have not been paid and received by the time set by the Board in any year shall not be entitled to receive any of the benefits, advantages, privileges or services of Federation membership unless otherwise approved in writing by the Board.

17 **Discipline of Members**

17.1 The Board in its sole discretion may refer any of the following matters for investigation or determination either under the procedures set down in the By-Laws or by such other procedure and/or persons as the Board considers appropriate:

- (a) an allegation (which in the opinion of the Board is not vexatious, trifling or frivolous) by a complainant (including but not only a Director or a Member) that a Member has:
 - (i) breached, failed, refused or neglected to comply with a provision of this Constitution the By-Laws or any other resolution or determination of the Council, Board or any duly authorised committee; or
 - (ii) acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of the Federation and/or cycling; or
 - (iii) prejudiced the Federation or cycling or brought the Federation or cycling into disrepute.

17.2 All Members (in this Rule “**defendant**”) will be subject to, and submit unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms of the Federation whether under the By-Laws or under this Constitution.

17.3 During investigatory or disciplinary proceedings under this **Rule 17**, a defendant may continue to participate in cycling, pending the determination of such proceedings (including any available appeal) unless the Board decides such continued participation is inappropriate having regard to the matter at hand.

18 Council

- 18.1 The Council shall consist of the President and the Delegates.
- 18.2 Each Constituent Association shall appoint a Delegate.
- 18.3 A Delegate shall cease to hold office when and for so long as the Constituent Association which he represents is or has been suspended or expelled from membership as the case may be.
- 18.4 Where a Delegate resigns or ceases to hold office any replacement shall hold office only for the balance of the term of the Delegate he replaces.
- 18.5 The Council will:
- (a) elect the President and the Vice-Presidents;
 - (b) approve the composition of the Commissions;
 - (c) elect Life Members under **Rule 13** (where before the Council);
 - (d) where required, amend the Rules;
 - (e) approve the annual accounts of the Federation;
 - (f) approve the Federation's strategic plan; and
 - (g) perform such other acts or functions as are required by the Act or this Constitution to be performed by Council.

19 Convening General Meetings

There will be at least 2 General Meetings in each year. The time and venue of these General Meetings will be as determined by the Board. The Board will also call further General Meetings if requested by at least 4 Delegates or if requested by the Board. The Board is entitled to attend General Meetings.

20 Notice of Meeting

Subject to the provisions of the *Corporations Law* relating to agreements for shorter notice, not less than thirty five days' written notice (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) must be given of any General Meeting. The notice must:

- (a) set out the place, date and time for the meeting (and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this); and
- (b) state the general nature of the meeting's business; and
- (c) if a Special Resolution is to be proposed at the meeting, set out an intention to propose the Special Resolution and state the resolution.

21 **Place of Meeting**

The Federation may hold a General Meeting at two or more venues using any technology that gives the Council as a whole a reasonable opportunity to participate.

22 **Resolutions Not in Meeting**

22.1 Except:

- (a) where prohibited by the *Corporations Law*;
- (b) in the case of an Annual General Meeting; or
- (c) where a Special Resolution is required under this Constitution;

a resolution in writing signed or assented to by facsimile or other form of visible or other electronic communication by all Delegates entitled to vote shall be as valid and effectual as if it had been passed at a meeting of Delegates entitled to vote duly convened and held. Any such resolution may consist of several documents in like form each signed by 1 or more of the Delegates entitled to vote.

22.2 Without limiting the power of the Council to hold Special General Meetings in accordance with this Constitution and otherwise as they see fit, a General Meeting may be held where 1 or more of the Delegates entitled to vote is not physically present at the meeting, provided that:

- (a) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication;
- (b) notice of the meeting is given to all persons entitled to notice in accordance with this Constitution;
- (c) in the event that a failure in communications prevents **Rule 22(2)(a)** from being satisfied by a quorum then the meeting shall be suspended until **Rule 22(2)(a)** is satisfied again. If such is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated; and
- (d) no meeting shall be invalidated merely because no Delegate entitled to vote is physically present at the place for the meeting specified in the notice of meeting.

23 **Separate Documents**

Separate copies of the document may be used for signing by Delegates if the wording of the resolution statement is identical on each copy. The resolution is passed when the last Delegate signs.

24 **Quorum**

The quorum for a General Meeting is 4 Delegates and 5 Directors entitled to attend. The quorum must be present at all times during the meeting.

25 **Adjournment for Lack of Quorum**

If a General Meeting does not have a quorum present within thirty minutes after the time for the meeting set out in the notice of meeting, the meeting is adjourned to the date, time and place the Board specifies. If the Board does not specify one or more of these things, then the meeting is adjourned to:

- (a) if the date is not specified – the same day in the next week; and
- (b) if the time is not specified – the same time; and
- (c) if the place is not specified – the same place.

26 **Lack of Quorum at Adjourned Meeting**

If no quorum is present at the resumed meeting within thirty minutes after the time for the meeting, then:

- (a) if the meeting was called as a consequence of a requisition of Members, the meeting is dissolved;
- (b) in all other cases, the Delegates present are a quorum.

27 **Chair of General Meeting**

The President will act as chair at every General Meeting of the Federation. If the President is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the Delegates present may elect one of the Directors to be chair of the meeting.

28 **Adjournment Generally**

The chair may, at any meeting at which a quorum is present (and will if so directed by the meeting), adjourn the meeting from time to time and from place to place. No business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for one month or more, notice of the adjourned meeting must be given as in the case of an original meeting. Otherwise it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

29 **Putting of Resolutions**

Unless a General Meeting is being held electronically a resolution put to the vote at a General Meeting must be decided on a show of hands unless a poll is demanded. Where a General Meeting is being held electronically voting shall be verbal unless otherwise ruled by the chair. A poll may be demanded by:

- (a) at least 4 Delegates present and entitled to vote on the resolution; or
- (b) the chair.

The poll may be demanded before a vote is taken or before the voting results on a show of hands are declared or immediately after the voting results on a show of hands are declared.

30 **Result on Show of Hands**

On a show of hands, a declaration by the chair is conclusive evidence of the result provided that the declaration reflects the show of hands. Neither the chair nor the minutes need state the number or proportion of the votes recorded in favour or against.

31 **Poll**

31.1 A poll may be demanded on any resolution including the election of the chair. A poll demanded on a matter other than the election of the chair must be taken when and in the manner the chair directs. A poll on the election of the chair must be taken immediately. A demand for a poll may be withdrawn.

31.2 A declaration by the chair of the votes cast on a poll is conclusive evidence of the result provided that the declaration reflects the votes cast (as confirmed by the scrutineers and/or the returning officer(s)). Neither the chair nor the minutes need state the number or proportion of the votes recorded in favour or against.

32 **Voting**

At General Meetings each Delegate has one vote. No other person, including the President has a deliberative vote. Where voting is equal the President may exercise a casting vote.

33 **Entitlement to Vote**

No Delegate is entitled to vote at any General Meeting unless all sums presently payable by the Delegate's Constituent Association in respect of membership of the Federation have been paid or some other arrangement has been made with the Board.

34 **Disallowance of Vote**

A challenge to a right to vote at a General Meeting:

- (a) may only be made at the meeting; and
- (b) must be determined by the chair whose decision is final.

Every vote not so disallowed is valid for all purposes.

35 **Proxy and postal voting**

35.1 Proxy voting at General Meetings is not permitted.

35.2 Should an issue arise between General Meetings which requires a decision or ratification by Constituent Associations the Board may call a postal vote in such manner as is considered necessary and expedient.

36 **Notices of motion**

Notice in writing of all motions for consideration at a General Meeting must be received by the Chief Executive 40 days prior to the date of the meeting. Notices received within this time shall be placed upon the agenda for the relevant meeting. A copy of any notices of motion received by the Chief Executive shall be mailed to each Delegate and Director 21 days prior to the General Meeting concerned.

37 **The Board**

The Board will consist of the following persons:

- (a) the President who shall be elected by the Council; and
- (b) 5 Vice Presidents who shall be elected by the Council; and
- (c) two (2) independent Directors appointed by the Board. The independent directors shall be persons who may have specific skills in commerce, finance, education, marketing, law or business generally or such other skills, which complement the Board composition; each of whom shall hold office for a three year term unless specified otherwise
- (d) The chairperson of the Athletes Commission who is (and will remain) a Director by virtue of that position.
- (e) a Director or Directors who may be nominated by an affiliated association subject to Council agreement and the terms and conditions of the relevant affiliation agreement.

38 **The President**

- 38.1 The President will be elected by the Council at the Annual General Meeting, and shall hold office for a term of 3 years. The President shall also be chairman of the Board.
- 38.2 The President can not also be a Delegate and, if being a Delegate at the time of his election, he must resign his position as Delegate upon assuming office as President.
- 38.3 The President shall assume office at the conclusion of the meeting in which he is elected. An incumbent President shall be eligible for re-election.

39 **Election of Directors and Vacancies**

- 39.1 Nominations of candidates for election as President or Vice-President shall be in such form as the Board prescribes from time to time. Candidates must be nominated and seconded by any Constituent Association and/or any Director. Candidates must consent to their nomination.
- 39.2 The Board may set qualifications for Directors from time to time. Such qualifications will be prescribed in the By-Laws.
- 39.3 Elections of Directors shall be conducted at the Annual General Meeting in such manner as is prescribed by the Board and approved by the Council from time to time.
- 39.4 Elected Directors shall hold office for three years, except that each year an elected Director shall retire in order of the year of election. The President and third Vice-President shall be elected in the same year.
- 39.5 All elected Directors including the President, shall, upon the expiration of their respective terms of office, be eligible for re-election.
- 39.6 In the event of the death, removal, resignation or disqualification from office of a Director, the Board will appoint a new Director, to fill the casual vacancy. Such new Director will hold office for the balance of the term of the Director who has vacated the Board.
- 39.7 In the event of a vacancy or vacancies in the office of Directors, the remaining Directors may act but, if the number of remaining Directors is not sufficient to

constitute a quorum at a Board meeting, they may act only for the purpose of ensuring the number of Directors are a number sufficient to constitute a quorum. Vacancies will be filled in accordance with this Constitution.

39.8 At the first meeting of the Board held after the Annual General Meeting in each year, the President shall nominate to the Board, one Vice President who shall be appointed to the position of Senior Vice President. The Senior Vice President shall carry out the duties of Deputy Chair, when required.

39.9 At the first meeting of the Board after the Annual General Meeting in each year, the Board shall also elect one of their number to the position of Director of Finance. Nothing shall prevent the Deputy Chair also performing the role of Director of Finance should he or she be so elected.

40 **Vacation of Office of Director**

The office of a Director is automatically vacated if the Director:

- (a) becomes bankrupt; or
- (b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- (c) resigns office by written notice to the Federation at its registered office; or
- (d) becomes prohibited from being a director by virtue of the *Corporations Law*; or
- (e) accepts remuneration, payment or other benefits from the Federation other than in accordance with this Constitution; or
- (f) is directly or indirectly interested in any contract or proposed contract with the Federation and fails to declare the nature of the interest in the manner required by this Constitution; or
- (g) is removed by Special Resolution; or
- (h) is absent from all Board meetings without consent for a period of six months; or
- (i) dies.

41 **Management of the Federation**

The business of the Federation is to be managed by or under direction of the Board.

42 **Executive**

42.1 There shall be an Executive comprising the President and 3 elected Directors one of whom must be the Director of Finance, and another whom must be the Deputy Chair. In the event of the Deputy Chair also holding the position of Finance Director, two other elected Directors shall be appointed to the Executive

42.2 Subject to the Act and these Rules the Board will delegate such of its powers to the Executive as it thinks necessary or desirable. The Executive has the power to make urgent decisions between Board meetings to ensure the proper management and administration of the business and affairs of the Federation and shall report such decisions to the Board within seven days.

42.3 The Executive shall meet as often as is deemed necessary for the dispatch of business and may adjourn and, subject to these Rules otherwise regulate, its meetings as it thinks fit.

42.4 Unless all members of the Executive agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence) not less than 2 days written notice of a meeting of the Executive shall be given to each member of the Executive. The agenda shall be forwarded not less than 1 day prior to such meeting.

43 **Chief Executive Officer**

43.1 The Chief Executive Officer shall be appointed by the Board for such term, and upon such conditions as the Board thinks fit.

43.2 The Federation shall be managed by the Chief Executive Officer who may exercise all powers of the Federation which are not, under the Law or these Rules, required to be exercised by the Board or by the Council.

43.3 The Chief Executive Officer shall administer cycling in Australia in accordance with the rules and regulations of the UCI, this Constitution and the By-Laws.

44 **General Powers of the Board**

The Board may exercise all of the powers of the Federation except any powers that the Act or this Constitution requires the Council to exercise.

45 **Negotiable Instruments**

Any two Directors may sign, draw, accept, endorse or otherwise execute a negotiable instrument. This provision is subject to the Board determining that a negotiable instrument may be signed, drawn, accepted, endorsed or otherwise executed in a different way.

46 **Minutes**

The Board will cause minute books to be kept in which the Federation records within one month:

- (a) proceedings and resolutions of General Meetings; and
- (b) proceedings and resolutions of Executive and Board meetings (including meetings of any Commission and any committee of the Board); and
- (c) resolutions passed by Members without a meeting; and
- (d) resolutions passed by the Board without a meeting.

The Board must ensure that minutes of a meeting are signed within a reasonable time after the meeting by the chair of the meeting or the chair of the next meeting. The Board must ensure that minutes of the passing of a resolution without a meeting are signed by a Director within a reasonable time after the resolution was passed. The Board will ensure a

report of the outcomes of a Board meeting is circulated to all Delegates within a reasonable time after the meeting.

47 **Register**

The Board will cause a register of Members to be kept.

48 **Holding of Board Meetings**

The Board may meet for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A Director may at any time and the Chief Executive Officer will on the request of a Director call a meeting of the Board by reasonable notice individually to each Director. A Director who is for the time being out of Australia is only entitled to receive notice of a meeting of the Board if the Director has given written notice to the Federation of an address for the giving of notices of meetings.

49 **Holding other offices**

Unless he has complied with the Law, this Constitution and has received the prior written approval of the Board a Director may not hold any other office or place of profit under the Federation in conjunction with the office of Director.

50 **Directors' Interests**

Where a Director holds any other office (whether voluntary or otherwise) or place of profit in the Federation or in any company in which the Federation is a shareholder or otherwise interested or seeks to contract with the Federation either as vendor, purchaser or otherwise he must first disclose the nature and extent of his interest. Where such an interest is not disclosed any contract or any contract or arrangement entered into by or on behalf of the Federation in which any Director is in any way interested will be voided for such reason.

51 **Disclosure of Interests**

The nature of the interest of such Director must be declared by the Director at the meeting of the Board at which the contract or arrangement is first taken into consideration if the interest then exists or in any other case at the first meeting of the Board after the acquisition of the interest. If a Director becomes interested in a contract or arrangement after it is made or entered into the declaration of the interest must be made at the first meeting of the Board held after the director becomes so interested.

52 **General Disclosure**

A general notice that a Director is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under **Rule 51** as regards such Director and the said transactions. After such general notice it is not necessary for such director to give a special notice relating to any particular transaction with that firm or company.

53 **Recording Disclosures**

It is the duty of the Chief Executive Officer to record in the minutes any declaration made or any general notice as aforesaid given by a director in pursuance of **Rules 51 and 52**.

54 Interested Director may NOT vote

A Director, notwithstanding the interest, may be counted in the quorum present at any meeting but can not vote in respect of any contract or arrangement in which the director is interested. If he does so vote his vote shall not be counted.

55 Quorum

Unless the Board determines otherwise, the quorum for a Board meeting is five Directors. The quorum must be present at all times during the meeting.

56 Chair of Board Meetings

The President will chair Board meetings. The Board must elect a Director present to chair a meeting, or part of it, if the President is not available within ten minutes after the time appointed for holding the meeting or declines to act for the meeting or the part of the meeting.

57 Athletes Commission

57.1 There will be an Athletes Commission representing members from each discipline of cycling for the purpose of representing the issues and interests of athletes. The Athletes Commissions will consist of such persons as the Board thinks fit, and who are approved by the Council.

57.2 The chairperson of the Athletes Commission will be a Director

57.3 The Board will delegate such of its powers to the Athletes Commission as it thinks necessary or desirable. The Athletes Commissions will conform to any regulations (including but not only, the conduct of meetings, reporting obligations) that may be imposed on it by the Board in the exercise of the powers delegated to the Athletes Commission. The Athletes Commission must exercise the powers delegated to it in accordance with any directions of the Board. The effect of the Athletes Commission exercising a power in this way is the same as if the Board exercised the power

57.4 The Chairperson of the Athletes Commission shall cause the minutes of all meetings of the Commission to be circulated to members of the Athletes Commission and the Chief Executive Officer of the ACF within one month of the holding of such meetings.

58 Committees

58.1 The Board may delegate any of its powers to such other commissions or committees consisting of such persons as the Board thinks fit. Any such committee will conform to any regulations (including but not only, the conduct of meetings, reporting obligations) that may be imposed on it by the Board in the exercise of the powers so delegated. Any such committee must exercise the powers delegated to it in accordance with any directions of the Board. The effect of the committee exercising a power in this way is the same as if the Board exercised the power. The Chief Executive Officer or his nominee will be an ex officio member of any committee under this Rule.

58.2 The Chairperson of each Committee shall cause the minutes of all meetings of the Committee to be circulated to members of that Committee and the Chief Executive Officer of the ACF within one month of the holding of such meetings.

59 **Votes at Board Meetings**

Each Director shall have one vote at Board meetings. A resolution of the Board must be passed by a majority of votes of the Directors entitled to vote on the resolution. In the case of an equality of votes the chair also has a casting vote.

60 **Validity of Directors' Acts**

All acts done by any meeting of the Board or of a Commission or committee or by any person acting as a Director are, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

61 **Written Resolution**

The Board may pass a resolution without a Board meeting being held if a majority of the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Separate documents may be used for signing by Directors if the wording of the resolution and statement is identical in each copy. The resolution is passed when a majority of the Directors in favour of the resolution sign the document and return their respective signed copies to the Chief Executive Officer.

62 **Manner of Holding Meetings**

A Board meeting may be called or held using any technology consented to by all the Directors. The consent may be a standing one. A Director may only withdraw the Director's consent within a reasonable period before the meeting.

63 **Common Seal**

The Federation may have a common seal. If it does then:-

- (a) the common seal must comply with the Act;
- (b) the Board will provide for the safe custody of the common seal;
- (c) the seal may only be used by the authority of the Board.

64 **Execution under Common Seal**

If the Federation does have a common seal then it may execute a document if the seal is fixed to the document and the fixing of the seal is witnessed by:

- (a) two Directors of the Federation; or
- (b) a Director and the Chief Executive Officer.

65 **Execution without Common Seal**

The Federation may execute a document without using a common seal if the document is signed by:

- (a) two Directors of the Federation; or
- (b) a Director and the Chief Executive Officer.

66 **Directors' Interests**

A Director may NOT sign a document to which the seal of the Federation is fixed where the Director is interested in the contract or arrangement to which the document relates.

67 Accounting Records

The Board will cause proper accounting and other records to be kept and will distribute copies of financial statements as required by the Act and the *Corporations Law*.

68 Access to Records

The Board will from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting and other records of the Federation or any of them will be open to the inspection of Members not being Directors. No Member (other than Constituent Associations) has any right of inspecting any accounting or other records of the Federation except as conferred by statute or authorised by the Board or by a resolution passed at a General Meeting.

69 Auditor

A properly qualified auditor or auditors shall be appointed and the remuneration of such auditor or auditors fixed and duties regulated in accordance with the *Corporations Law*.

70 Giving of Notices

The Federation may give notice to any Director, Delegate or Constituent Association:

- (a) personally; or
- (b) by sending it by post to the address of the Director, Delegate or Constituent Association as notified to the Board; or
- (c) by sending it to the facsimile number or electronic address (if any) nominated by the Director, Delegate or the Constituent Association.

Any notice sent by post is taken to have been given three days after it is posted. Any notice sent by facsimile or other electronic means is taken to be given on the business day after it is sent.

71 Entitlement to Notices

Notice of every General Meeting will be given in any manner authorised by this Constitution to:

- (a) every Delegate except those who have not supplied to the Federation an address for the giving of notices to them;
- (b) the Constituent Associations; and
- (c) the Directors; and
- (d) the auditor for the time being of the Federation.

No other person is entitled to receive notices of General Meetings.

72 **Extent of Indemnity**

The Federation will indemnify (either directly or through one or more interposed entities) any person who is or has been a Director of the Federation and, if so resolved by the Board, the auditor of the Federation, out of the funds of the Federation against the following:

- (a) any liability to another person (other than the Federation or a related body corporate) unless the liability arises out of conduct involving a lack of good faith;
- (b) any liability for costs and expenses incurred by that person strictly in their capacity as Director:
 - (i) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; or
 - (ii) in connection with an application, in relation to such proceedings, in which the court grants relief to the person under the *Corporations Law*.

73 **By-Laws**

73.1 The Board may from time to time as circumstances dictate, formulate, interpret, adopt, make, alter and amend By-Laws for the proper advancement, management and administration of the Federation, the advancement of the Objects and cycling as it thinks necessary or desirable. The By-Laws must (as far as practicable) be in conformity with the rules and regulations of UCI and must be consistent with this Constitution and all policy directives of the Council. The By-Laws are binding on all Members.

73.2 The Chief Executive Officer shall bring to the notice of the Board and Constituent Associations all By-Laws and any formulation, interpretation, amendment, alteration and repeal of them. Constituent Associations shall be obliged to draw such notices to the attention of cycling clubs and Individual Members in their States. Notices are binding upon all Members.

73.3 All rules and regulations of the Federation in force at the date of the approval of these Rules (including existing By-Laws) insofar as such rules and regulations are not inconsistent with, or have been replaced by these Rules, shall continue in force under this Constitution.

74 **The Act**

74.1 The Federation shall comply with all its obligations under the Act particularly in respect of the public officer of the Federation who shall be resident in the Australian Capital Territory and also in respect of the maintenance of a register of Members in which shall be entered such information as is required under the Act from time to time.

74.2 The annual return of the Federation shall publish the place at which the Register is available under **clause 74(a)**.

75 **Dissolution**

The Federation shall be dissolved if the number of Constituent Associations falls below 2 or by Special Resolution.

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