

# North Western Sydney Cycling Club

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# Constitution

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## **Overview**

This constitution has been established to set the foundation of North Western Sydney Cycling Club (NWSCC), which respectfully represents cyclists that choose to join said club and ensure the conduct of those cyclists is in accordance with Cycling NSW and law whilst participating in events established by the club.

## **COMPLIANCE WITH CONSTITUTION**

1. It shall be the duty of all members to observe and comply with the Constitution clauses for the time being and all by-laws made by the Board thereunder. No member shall remove any of the property of the Club from the Club rooms without the consent of the Board or in any way damage or injure any of the Club's property.
2. The damage sustained by the Club through any infringement of this clause may be assessed by the Board and notice of such assessment shall be given to the member or members concerned. Every such assessment shall be final and binding upon such member or members and the amount thereof shall forthwith be paid to the Club, failing which it shall be recovered by action at law.

## **NAME AND LOGO COLOURS**

1. The name of the organisation shall be the North Western Sydney Cycling Club.
2. The logo must incorporate the acronym NWSCC
3. Club colours are, Orange, Black and Green.

## **PURPOSES AND POWERS**

1. Promote interest and encourage fun and safe participation in bicycling of all forms.  
Towards this primary endeavour, our goals are to:
2. Make regularly scheduled group rides and other cycling events and activities available to cyclists of all abilities and types,
3. Foster fellowship among cyclists and/or those interested in cycling,
4. Encourage and support bicycle safety education by providing related information and services to club members, the community and government officials,
5. Advocate, defend, and protect the bicycle as a legal vehicle used for recreation, health and transportation,

6. Represent the interest of bicyclists with regards to legislative and administrative groups on proposals relating to matters affecting bicycling activities, i.e. the establishment and maintenance of bicycle facilities, traffic regulations and enforcement, educational efforts and programs, etc.
7. Provide a channel of communication via the club website to share information about club activities and other information related to cycling with members, other cycling clubs, and the community, and
8. Promote a positive image of cyclists in the community through example.

### **Infringement and Dishonourable Conduct**

1. If in the opinion of the President and in consultation with the Board, a member has wilfully infringed this Constitution or any of the by-laws made hereunder or is guilty of unbecoming or dishonourable conduct, or conduct prejudicial to the good order and discipline of the Club, then such President is empowered to:
  - a. request such member to desist from the infringement or conduct complained; or
  - b. if in the President's opinion it is appropriate, request such member to leave the Club premises forthwith.
2. The President shall thereupon make a written report of the infringement or conduct and of the action taken to the president (or in the absence of a current president, to a vice president) who may then direct the President to inform the member in writing that his or her membership has been suspended pending a full inquiry by the Board into the infringement or conduct complained of.
3. Such written notice to the member shall confirm the member's suspension and set out in substance the infringement or complaint and the report thereon made to the Board by the President. The member may make an explanation in writing or may upon notice to the President appear personally before the Board for the purpose of making an explanation.

### **Disciplinary Powers**

1. If in the opinion of the Board a member is guilty of wilful infringement of this Constitution or any by-law made hereunder, or unbecoming or dishonourable conduct or conduct prejudicial to the good order and discipline of the Club, the Board is hereby empowered to discipline such member by:
  - a. cautioning the member;
  - b. reprimanding the member;
  - c. fining the member a sum considered by the Board to be appropriate in respect of each infringement or act of misconduct or conduct prejudicial; and
  - d. suspending the member from the privileges of the Club for a period not exceeding six months;
  - e. requesting the member to tender his or her resignation;

- f. in the event of the member failing to tender his or her resignation within seven days of being so requested by the Board, expelling the member.

### **Appeal against disciplinary action**

1. Notwithstanding any other provision of this Constitution, any member who is disciplined by the Board may appeal against the decision of the Board to a general meeting of the members. The relevant member shall deliver written notice of appeal to the president of the Club or President within twenty-eight days of the decision of the Board being communicated to him or her, and upon receipt of such notice, the Board shall convene a general meeting of members giving between one and two Months notice for the purpose of considering the appeal.

### **Expelled members**

1. No member who has been expelled from the Club shall be permitted to enter the Club premises, and any member knowingly introducing such a person may be fined, suspended or expelled from the Club by the Board.

### **FISCAL YEAR**

1. The fiscal year begins July 1 and ends June 30.

### **MEMBERSHIP**

1. The membership shall be open to anyone who subscribes to the purposes, charter, and bylaws of this organisation.
2. The club does not discriminate in admitting members according to their race, nationality, age, sex, sexual orientation, creed, religion or riding capability.
3. Persons under the age of 18 years of age must have prior parental consent for such membership.
4. Additional to the fees charged by Cycling NSW, the Board may elect to charge an annual membership fee to ensure the evolution of the club. The membership fee amount will be as determine by the Board of Directors to ensure the future of the club. Membership shall be suspended for failure to renew if annual dues have not been received within 45 days of the membership renewal date, but promptly reinstated to the membership renewal date retroactively upon payment of any delinquency.
5. There will be four categories of membership. Members may be individuals, households, sponsors, or honorary.
6. The membership of any active member who violates any provision of the constitution, bylaws or rules of the Club may be suspended or voided by a majority vote of the Board of Directors.
7. No person or organisation may use the name or emblem of the name North Western Sydney Cycling Club or NWSCC in advertising without the consent of the Board of Directors. Consent shall be evidenced by a majority vote of Directors.

## **RIGHTS AND LIABILITIES OF MEMBERS**

1. No director, officer, member, or authorised agent, or representative of the club shall be liable or responsible for any debts or liabilities of the club, or liable to the Club except to the extent of their unpaid portion of membership dues this both Cycling NSW and NWSCC.
2. Each individual member shall have one vote; each household membership shall have a maximum of two votes; each sponsor membership one vote; and honorary members no votes on all matters brought before a vote on the membership.
3. Honorary memberships do not pay dues, may not serve on the Board or vote. Honorary members allow individuals or organisations that benefit bicycling to receive monthly club information. Honorary memberships must have Board approval.
4. Sponsor memberships incur additional benefits and responsibilities. As a benefit, sponsor members shall be allowed to display their logo and a link to their own website on the NWSCC website. Also, a sponsor shall be allowed to advertise up to one promotion per month on the website and per newsletter. The sponsor's logo should appear on all printed ads for club activities. Sponsor member responsibilities require material participation in all major club events. Material participation shall consist of providing manpower for a majority of the duration of the event, and/or donating an appropriate amount of money and/or product as agreed upon by the board and sponsor. If the sponsor fails to perform the requirements of sponsor membership, all logos or references to the sponsor shall be removed from the club website and other printed materials until the next event. At that time, the sponsor member will have the opportunity to be reinstated by providing the required elements.

## **MEETINGS OF MEMBERS**

1. The Club shall hold a meeting of the membership annually (AGM) at any time within six (6) months of the close of the fiscal year for the purpose of reviewing the activities and financial affairs of the Club, and confirm the election of a Board of Directors for the ensuing 12 months. The process and timing of the election will be determined by the current Board of Directors and may be conducted by either electronic voting prior to the AGM, or secret ballot at the AGM. The Club may also hold other special meetings of the membership as may be necessary from time to time to properly conduct the affairs of the Club. Such special meetings may be called by the President of the Club, by a majority vote of the Board of Directors, or upon the written request of at least ten percent (10%) of the members.
2. All meetings of the members shall be held at a convenient hour and place designated by the Board of Directors. Notice of the meeting shall be given to all members not

less than ten (10) days before said meeting via email and posted on the club website.

3. At any meeting of membership, the members present shall constitute a quorum. Only members present at the meeting shall have the right to vote. Voting by proxy may on occasion be allowed, as determined by the Board of Directors. Unless otherwise established by the Bylaws, the decision of a majority of the members voting shall be the decision of the Club.

## BOARD OF DIRECTORS

1. The Board of Directors, hereinafter referred to as the "Board", will generally comprise of no less than seven (6) individual people known as Directors elected by the membership. The term of each Director shall be one (1) year, ending generally on the date of the AGM. Any vacancy in the Board caused by death, resignation, or disqualification of an officer shall be filled by a majority vote of the remaining Directors until the next annual general meeting. Candidates for the board must be members in good standing.
2. The Board shall have the power to adopt rules and regulations, and to alter and amend the same from time to time, for the conduct of the business and activities of the Club. The Board shall have the authority to generally conduct all of the lawful affairs of the Club, including but not limited to, entering into any contracts, leases, or other agreements necessary to carry out the purposes of the Club. The Board shall attend regular board meetings and vote on issues presented at meetings. The Board comprises a President, Vice-President, Secretary, Treasurer, Women's Liaison Officer and Race Director. The Board will appoint the Club Handicapper and Club Captain. The Board may create other volunteer staff positions or subcommittees as may be necessary to further promote the interests and activities of the Club. Subcommittees may be formed from both Board members and ordinary members of NWSCC. Each position on the Board shall be open for direct election by the members of the club at each AGM, and the term of each position is one year, or the period commencing with one AGM, and ending at the AGM in the following year. A Board member may hold more than one position, but shall only be entitled to a single vote on any resolution. Such positions or committees may be comprised of both Directors and other members. The Board shall optionally take on additional duties necessary to promote the interests and activities of the club.
3. Regular meetings of the Board should be monthly on a date as agreed by the majority of the Board. Notice shall be given to all Board members at least seven (7) days prior to an alternate meeting date if required via email or posted on the website. The presence of a majority of the Board shall be necessary for the purpose of conducting business at any meeting of the Board. The decision of the majority of the Directors, present or not, is required and shall be the decision of the Club. For example, if only four directors are in attendance then all four members will have to agree. Board meetings are always open to the club's members and will be referred to as Club Business meetings to encourage

involvement and input of all members. This should not be confused with the annual meeting of members where members vote.

4. Special meetings of the Board shall be held on the call of the President or a majority of the Directors. All Directors shall be advised, either orally or in writing, as to the time and place of any such meeting. Notice shall be given at least seven (7) days prior to the date of the meeting. Attendance at any meeting shall constitute a waiver of notice thereof.
5. In case of the absence of any Director of the Club, or for any other reason that the Board may deem sufficient, the Board may delegate the powers or duties of such officer to any other Director, for the time being, provided a majority of the Board concurs therein.
6. The Board may remove from power or suspend any Director or staff member by a majority vote.
7. The President shall preside at all meetings of the membership and of the Board, report to the Board, shall perform such other duties as may be determined by the Board, and shall perform and discharge such other duties as generally devolve upon a chief executive officer.
8. The Vice-President shall perform all duties incumbent upon the President during the absence or disability of the President and perform such other duties as may be prescribed by the Board. Oversee activities of Secretary and Treasurer.
9. The Secretary shall have the custody and care of the corporate records of the Club, shall attend all meetings of the members and of the Board, shall keep a true and complete record of the proceedings of all such meetings, shall file and take charge of all papers and documents belonging to the Club, shall keep a list of members entitled to vote at the Club's principal office and make them available for inspection by Club members, and shall perform such duties as may be prescribed by the Board. Coordinates elections; receives and tallies votes.
10. The Treasurer shall keep correct and complete records showing accurately at all times the financial condition of the Club, shall be the legal custodian of all monies and other valuables which may from time to time come into the possession of the Club, shall maintain a bank account in the name of the Club, shall furnish at meetings of the Board and membership, or whenever requested by the Board, a statement of the financial condition of the Club, shall be responsible for the filing of all appropriate tax reports, and shall perform such other duties as the Board may prescribe.
11. The Women's Liaison Officer shall represent and speak for the women of North Western Sydney Cycling Club, ensuring equality and managing their interests.
12. The Race Director is responsible for liaising with current and future race venues, organising dates of races, and ensuring all matters required for successful racing are addressed, including, without limitation, Cycling NSW approval, Council and Police approval, suitability of the circuit, liaising with other stakeholders, ensuring the presence of first aid and commissaire, prize money, race numbers, sign on sheets and any other matters. The Race Director will generally appoint a subcommittee to assist.



## **INDEMNIFICATION OF DIRECTORS AND OFFICERS**

1. The Club shall indemnify any person made a party to any action, suit, or proceeding by reason of the fact that such person, or his successor or assign, is or was a Director or staff member of the Club against the reasonable expenses, including attorney fees, actually and reasonable incurred by such person in connection with the defence of such action, suit or proceeding. The Club may also reimburse to any such Director or staff member the reasonable costs of settlement of any action, suit or proceeding if it shall be found by a majority of the members that it was to be the interests of the Club that such settlement be made. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such Director or staff member may be entitled apart from the provision of these By-Laws.

## **CONTRACTS, CHECKS, NOTES, ETC...**

1. All contracts and agreements must be approved by a majority of the Board. After approval any Director may sign said contract or agreement. All expenditures of the Club must be approved by a majority of the Board. After approval, checks and drafts shall be signed by the Treasurer or any Director.

## **NON-PROFIT ORGANISATION**

1. The Club is registered with the New South Wales (NSW) Government department of Fair Trading (Fair Trading NSW) as an incorporated non-profit association. The Club operating as non-profit will be in accordance with Fair Trading NSW and the Australian Tax legislation.
2. The Club shall, at all times, be operated on a non-profit basis for the mutual benefit of its members. The Club shall pay no dividends or other interests in the assets of the Club to its members. No part of the earnings of the Club shall insure to the benefit of, or be distributed to, its members, officers, Directors, or any other private persons or corporations, except that the Club shall be authorised and empowered to pay reasonable compensation for services rendered and expenses incurred and to make payments and distributions and in full furtherance of the purposes set forth herein.
3. No substantial part of the activities of this Club shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Club shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the Articles of Incorporation of these By-Laws, the Club shall not carry on any other activities not permitted to be carried.

## **TERMINATION AND DISSOLUTION**

1. The Club may be terminated and dissolved upon the affirmative vote of at least two-thirds (2/3) of all members present.
2. Upon dissolution of the Club, assets shall be distributed in accordance with Australian Tax legislation and or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organisation is then located, exclusively for such purposes or to such organisation or organisations, as said court shall determine which are organised and operated exclusively for such purposes.

## **AMENDMENT OF BY-LAWS**

1. The power to make, alter, amend, or repeal these By-Laws is vested in the membership. Any member of the Club may introduce an amendment or revision at any scheduled Club meeting or Board meeting. Following the introduction, notice of such proposed amendment(s) or revision(s) shall be emailed to each club member and posted on the website at least 14 days before the next scheduled Club meeting. The affirmative vote of 2/3 of the members present shall be necessary to effect alteration, amendment, or repeal of the Code of By-Laws. NWSCC, Inc.

## Table of Amendments

Amendment Number	Date	Heading	Paragraph Number	Old text	New text
1	6/5/2015	Purpose and Powers	6	Represent the interest of bicyclists and advance gal ve the road" values with legislative and administrative groups on proposals relating to matters affecting bicycling activities,	Represent the interest of bicyclists with regards to legislative and administrative groups on proposals relating to matters affecting bicycling activities,
1	6/5/2015	Board of Directors	1	The Board of Directors, hereinafter referred to as the "Board", shall be composed of five Directors elected by the membership.	The Board of Directors, hereinafter referred to as the "Board", will generally comprise of five Directors elected by the membership.
1	6/5/2015	Board of Directors	2	The Board appoints a President, Vice-President, Secretary, Treasurer and other volunteer staff positions or committees as may be necessary to further promote the interests and activities of the Club.	The Board appoints a President, Vice-President, Secretary, Treasurer, Women's Liaison Officer and other volunteer staff positions or committee members as may be necessary to further promote the interests and activities of the Club.
1	6/5/2015	Board of Directors	3	Regular meetings of the Board should be monthly on the third Monday, unless a holiday, then on an alternate date designated by the Board. Notice shall be given to all members at least seven (7) days prior to the date of the alternate meeting date via email and posted on the website	Regular meetings of the Board should be monthly on a date as agreed by the majority of the Board. Notice shall be given to all Board members at least seven (7) days prior to an alternate meeting date if required via email or posted on the website.
1	6/5/2015	Board of Directors	11	N/A	The Women's Liaison Officer shall represent and speak for the women of North Western Sydney Cycling Club, ensuring equality and managing their interests.
1	6/5/2015	Non-Profit Organisation	1	The Club is organised exclusively for charitable, educational, and scientific purposes, including, for such purposes, the make of distributions that qualify as exempt organisations under 501(c)(4) of the Internal Revenue Code, or corresponding section of any future federal tax code..	The Club is registered with the New South Wales (NSW) Government department of Fair Trading (Fair Trading NSW) as an incorporated non-profit association. The Club operating as non-profit will be in accordance with Fair Trading NSW and the Australian Tax legislation.
1	6/5/2015	Non-Profit Organisation	3	No substantial part of the activities of this Club shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Club shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the Articles of Incorporation of these By-Laws, the Club shall not carry on any other activities not permitted to be carried on  a. by an organisation exempt from federal income tax under section 501(c)(4) of the Internal	No substantial part of the activities of this Club shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Club shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the Articles of Incorporation of these By-Laws, the Club shall not carry on any other activities not permitted to be carried

Amendment Number	Date	Heading	Paragraph Number	Old text	New text
				Revenue Code, or corresponding section of any future federal tax code, or  b. by an organisation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.	
1	6/5/2015	Termination and Dissolution	2	Upon dissolution of the Club, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(4) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organisation is then located, exclusively for such purposes or to such organisation or organisations, as said court shall determine which are organised and operated exclusively for such purposes	Upon dissolution of the Club, assets shall be distributed in accordance with Australian Tax legislation and or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organisation is then located, exclusively for such purposes or to such organisation or organisations, as said court shall determine which are organised and operated exclusively for such purposes.
2	1/8/15	Board of Directors	1	The Board of Directors, hereinafter referred to as the "Board", will generally comprise of no less than five Directors elected by the membership. The term of each Director shall be two (2) years. Any vacancy in the Board caused by death, resignation, or disqualification of an officer shall be filled by a majority vote of the remaining Directors until the next annual meeting. Candidates for the board must be members in good standing.	The Board of Directors, hereinafter referred to as the "Board", will generally comprise of no less than seven (7) individual people known as Directors elected by the membership. The term of each Director shall be two one (1) year, ending generally on the date of the AGM. Any vacancy in the Board caused by death, resignation, or disqualification of an officer shall be filled by a majority vote of the remaining Directors until the next annual general meeting. Candidates for the board must be members in good standing.
2	1/8/15	Board of Directors	3	The presence of at least three (3) members...	The presence of a majority...
2	1/8/15	Board of Directors	12-17	New text – insert position descriptions for new Board positions	<ul style="list-style-type: none"> <li>The Race Director is responsible for liaising with current and future race venues, organising dates of races, and ensuring all matters required for successful racing are addressed, including, without</li> </ul>

Amendment 5  
17/08/2019

Amendment Number	Date	Heading	Paragraph Number	Old text	New text
					<p>limitation, Cycling NSW approval, Council and Police approval, suitability of the circuit, liaising with other stakeholders, ensuring the presence of first aid and commissaire, prize money, race numbers, sign on sheets and any other matters. The Race Director will generally appoint a subcommittee to assist.</p> <ul style="list-style-type: none"> <li>• The Social Ride Coordinator is responsible for organising social rides.</li> <li>• The Media &amp; Social Media Coordinator is responsible for monitoring the Facebook page, keeping the club website up to date, and a weekly email to club members.</li> <li>• The Social Events Secretary is responsible for non-cycling club events, which may include functions, Xmas parties, etc.</li> <li>• The Junior Members Development Officer is responsible for organising events specifically aimed at potential junior members. This may include rides, and liaising with other clubs that have junior racing programmes.</li> <li>• The Sponsorship Officer is responsible for liaising with sponsors and potential sponsors to ensure that the Club obtains the best possible benefit from the local community and businesses that wish to support the club.</li> </ul>
3	31/8/16	Board of Directors	1	"two"	Delete the word "two" ,leaving "one (1)" as the term for the board.
3	31/8/16	Board of Directors	2	Fourth sentence commencing "The Board appoints..."	Delete the sentence and replace with "The Board comprises a President, Vice-President, Secretary, Treasurer, Women's Liaison Officer, and those positions listed in clauses 12 to 18 hereof, as well as any Cycling NSW positions (Club Captain and Club Handicapper). The Board may create other volunteer staff positions or subcommittees as may be necessary to further promote the interests and activities of the Club. Subcommittees may be formed from both Board members and ordinary members of NWSCC. Each position on the Board shall be open for direct election by the members of the club at each AGM, and the term of

Amendment 5  
17/08/2019

Amendment Number	Date	Heading	Paragraph Number	Old text	New text
					each position is one year, or the period commencing with one AGM, and ending at the AGM in the following year."
3	31/8/16	Board of Directors	18	New text.	Club Kit Officer is responsible for liaising with the official club supplier of NWSCC cycling clothing and ensuring that quality, value and reliable delivery times are maintained. This role may, from time to time, include making recommendations as to alternative suppliers
4	12/10/17	Meetings of Members	1	See next column	After the words "electing a Board of Directors" add the words "electing a Club Captain"
4	12/10/17	Board of Directors	2, 16 and 18	See next column	<p>Clause 2 – Delete "18" and replace with "16".</p> <p>Clause 2 – Delete the words "as well as any Cycling NSW position (Club Captain and Club Handicapper)" and after the full stop add the new words "The Board will appoint the Club Handicapper".</p> <p>Clause 2 – After the sentence "Each position on the Board shall be open for direct election by the members of the club at each AGM, and the term of each position is one year, or the period commencing with one AGM, and ending at the AGM in the following year." add a new sentence: "A Board member may hold more than one position, but shall only be entitled to a single vote on any resolution."</p> <p>Clauses 16 and 18 delete all, and renumber 17 as clause 16.</p>
5	14/08/19	Meeting of Members	1	See next column	<p>Under the heading "Meetings of Members":</p> <p>Replace Clause 1 –</p> <p>The Club shall hold a meeting of the membership annually at any time within six (6) months of the close of the fiscal year for the purpose of reviewing the activities and financial affairs of the Club, electing a Board of Directors, electing a Club Captain and conducting such other business as may properly come before the meeting.</p> <p>With –</p> <p>The Club shall hold a meeting of the membership annually (AGM) at any time within six (6) months of the close of the fiscal year for the purpose of reviewing the activities and financial affairs of the Club,</p>

Amendment 5  
17/08/2019

Amendment Number	Date	Heading	Paragraph Number	Old text	New text
					and confirm the election of a Board of Directors for the ensuing 12 months. The process and timing of the election will be determined by the current Board of Directors and may be conducted by either electronic voting prior to the AGM, or secret ballot at the AGM.
5	14/08/19	Board of Directors	1 and 2	See next column	<p>Under the heading "Board of Directors":</p> <p>Clause 1 Replace "seven (7)" with "six (6)"</p> <p>Clause 2 Replace</p> <p>The Board shall attend monthly board meetings and vote on issues presented at meetings. The Board comprises a President, Vice-President, Secretary, Treasurer, Women's Liaison Officer and those positions listed in clauses 12 to 16 hereof. The Board will appoint the Club Handicapper.</p> <p>With</p> <p>The Board shall attend regular board meetings and vote on issues presented at meetings. The Board comprises a President, Vice-President, Secretary, Treasurer, Women's Liaison Officer and Race Director. The Board will appoint the Club Handicapper and Club Captain.</p> <p>Clause 13 – Deleted</p> <p>Clause 14 – Deleted</p> <p>Clause 15 – Deleted</p> <p>Clause 16 – Deleted</p>