

Ride to Review Incorporated

Constitution

Version V1

Effective 27 June 2017

1. Name

The name of the incorporated association is **Ride to Review Incorporated** referred to herein as 'the association'.

2. Definitions

- 2.1 'Committee' means the committee of management of the association.
- 2.2 'General meeting' means a general meeting of members of the association convened in accordance with these rules.
- 2.3 'Member' means a member of the association.
- 2.4 'The Act' means the Associations Incorporation Act 1985.
- 2.5 'Special resolution' means a special resolution defined in the Act.
- 2.6 'Month' shall mean a calendar month.
- 2.7 'PTW' - Powered Two/Three-Wheeler - means any powered vehicle with fewer than four wheels, including trikes, motorcycles and scooters.
- 2.8 'Rider' means the person in charge of any powered vehicle with three or fewer wheels.
3. 'Prescribed Association' - a prescribed association is one that had gross receipts, excluding member subscriptions, more than \$500,000 in the previous financial year.

4. Objects of the association

The objects of the association are:

- 4.1 To provide a forum for riders to discuss matters of interest and concern.
- 4.2 To advocate on behalf of members' interests to politicians, officials and other decision makers, including advocating for change in/of legislation, regulation, policy and their subsequent implementation.
- 4.3 To seek and maintain recognition of the association as a voice for South Australian riders on relevant advisory boards and committees.
- 4.4 To utilise social media as a means of communicating with all riders and members.
- 4.5 To conduct whatever research may be necessary in support of policy positions which may be developed by the association.
- 4.6 To educate all road users on the benefits and risks associated with PTW's, thereby facilitating their cooperation in maximising rider safety.
- 4.7 To conduct public campaigns and/or events in support of the objects of the association.
- 4.8 To collaborate with other organisations working in the interests of South Australian riders.

5. Powers of the association

The association shall have all the powers conferred by section 25 of the Act.

6. Membership

- 6.1 Any recognised organisation, entity or individual who supports, and has an interest in, the aims of the Association is eligible for membership, providing they have not previously been expelled from the Association.
- 6.2 Eligible applicants may apply for one of the following membership types:

- 6.2.1 'junior' - any individual under the age of sixteen (16) years
- 6.2.2 'full' - individuals over the age of sixteen (16) years.
- 6.2.3 'commercial support' - any legally recognised organisation or entity
- 6.2.4 'life' – a special membership, confirmed at an Annual General Meeting, for meritorious service to the Association by an individual.

6.3 An application for Life Membership is to be submitted to the Committee at least one month prior to the Annual General Meeting.

6.4 The merits of the application will be determined and then presented by the Committee, on behalf of the applicant, to the AGM, whereupon a debate and subsequent vote by the membership to endorse shall be called.

6.5 A Life Member shall retain all his or her membership rights and privileges, but shall no longer be required to pay any annual membership subscription.

6.6 Subscriptions

6.6.1 The subscription fees for membership shall be such sum (if any) as the Committee shall determine from time to time in a Committee meeting.

6.6.2 The subscription fees shall be payable annually on 1 July or at a time that the committee determines.

6.6.3 Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the association.

6.6.4 The committee may reinstate such a person's membership on such terms as it thinks fit.

6.7 Resignations

6.7.1 A member may resign from membership of the association by giving written notice to the secretary or public officer of the association.

6.7.2 Any resigning member shall be liable for any outstanding subscriptions which may be recovered as a debt due to the association.

6.8 Expulsion of a member

6.8.1 Subject to giving a member an opportunity to be heard or to make a written submission, the committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the association.

6.8.2 Particulars of the charge shall be communicated to the member at least one month before the meeting of the committee at which the matter will be determined.

6.8.3 The determination of the committee shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 5.5.4 below), cease to be a member fourteen (14) days after the committee has communicated its determination to the member.

6.8.4 It shall be open to a member to appeal their expulsion to the association at a general meeting.

6.8.5 The intention to appeal shall be communicated to the secretary or public officer of the association within 14 days after the determination of the committee has been communicated to the member.

6.8.6 In the event of an appeal under 5.5.4 above, the appellant's membership of the association shall not be terminated unless the determination of the committee to expel the member is

upheld by the members of the association in general meeting after the appellant has been heard.

- 6.8.7 In such event membership will be terminated at the date of the general meeting at which the determination of the committee is upheld.

6.9 Register of members

A register of members must be kept and contain:

- 6.9.1 the name and address of each member
6.9.2 the date on which each member was admitted to the association, and
6.9.3 if applicable, the date of and reason(s) for termination of membership.

7. The committee

7.1 Powers and duties

- 7.1.1 The affairs of the association shall be managed and controlled by a committee which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the association, and are not by the Act or by these rules required to be done by the association in general meeting.

7.1.1.1 The committee has the management and control of the funds and other property of the association.

7.1.1.2 The committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the association on which these rules are silent.

7.1.1.3 The committee shall appoint a public officer as required by the Act. Notice of appointment and any change in the identity or address of the public officer are to be lodged within one month after the change (Form 10) with the appropriate government department.

7.2 Appointment

- 7.2.1 The committee shall be comprised of a chairman, secretary, treasurer, public officer and at least two other committee members.
- 7.2.2 A committee member shall be a natural person (who is 18 years or over) and a member of the association.
- 7.2.3 The first committee of the association shall be appointed from the promoters of the association, or be comprised of such persons as hold office prior to incorporation.
- 7.2.4 The first committee shall hold office until the first annual general meeting after incorporation. At this time, all first committee members shall retire from the committee.
- 7.2.5 A retiring committee member shall be eligible to stand for re-election without nomination.
- 7.2.6 No other person shall be eligible to stand for election unless a member of the association has nominated that person at least 28 days before the meeting by delivering the nomination of that person to the secretary of the association.
- 7.2.7 The said nomination shall be signed by the proposer and by the nominee.
- 7.2.8 Committee members may serve consecutive terms on the Committee, unless this contravenes the Schedule at Appendix A.
- 7.2.9 Notice of all persons seeking election to the committee shall be included with notice of the meeting at which the election is to take place.

- 7.2.10 Notice will be given to all financial members of the association via written and/or electronic means.
- 7.2.11 The committee may appoint a person to fill a casual vacancy should the need arise.
- 7.2.12 Such an appointee shall hold office until the next annual general meeting of the association whereupon they shall be eligible for election to the committee without nomination.

7.3 Certain persons not to be members of the committee;

- 7.3.1 A person who is an insolvent under administration must not, without leave of the Commission, be a member of the committee of an incorporated association, or be in any way (whether directly or indirectly) concerned in or take part in the management of an incorporated association.
- 7.3.2 A person who has been convicted within or outside the State;
 - 7.3.2.1 on an indictment of an offence in connection with the promotion, formation or management of a body corporate; or
 - 7.3.2.2 of an offence involving fraud or dishonesty punishable on conviction by imprisonment for a period of not less than three months; or
 - 7.3.2.3 of an indictable offence; or of—
 - 7.3.2.3.1 an offence against section 39A of The Act
 - 7.3.2.3.2 an offence against a provision applied by section 41B of The Act; or
 - 7.3.2.3.3 an offence against section 60 of The Act, must not, within a period of five years after his or her conviction or, if he or she was sentenced to imprisonment, after his or her release from prison, without leave of the Commission, be a member of the committee of an incorporated association, or be in any way (whether directly or indirectly) concerned in or take part in the management of an incorporated association.

7.4 Proceedings of committee

- 7.4.1 The committee shall meet for the dispatch of business at least quarterly.
- 7.4.2 The Association will settle on how often general meetings are to be held. (See Schedule at Appendix A)
- 7.4.3 Questions arising at any meeting of the committee shall be decided by a majority of votes.
- 7.4.4 In the event of equality of votes the chairperson shall have a casting vote in addition to a deliberative vote.
- 7.4.5 A quorum for a meeting shall be as determined in the Schedule at Appendix A.
- 7.4.6 A member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract with the association must disclose the nature and extent of that interest to the committee as required by the Act, and shall not vote with respect to that contract or proposed contract.
- 7.4.7 The member of the committee must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the association.

7.5 Disqualification of committee members

The office of a committee member shall become vacant if a committee member is:

- 7.5.1 disqualified from being a committee member by the Act or,
- 7.5.2 expelled as a member under these rules or,
- 7.5.3 permanently incapacitated by ill health or,
- 7.5.4 absent without apology from more than three meetings in a financial year or,

7.5.5 no longer the duly appointed representative of a corporate member.

7.6 Duties of Committee members

7.6.1 Chairman

- 7.6.1.1 Liaise with relevant organisations and pass on relevant information to members.
- 7.6.1.2 Promote membership and the aims of the Association at functions where the Chairman has been invited as the representative of the Association.
- 7.6.1.3 Preside at committee and general meetings.
- 7.6.1.4 Provide a report to members for each general meeting – to be distributed at the notification of the meeting.
- 7.6.1.5 Draft official correspondence on behalf of the Association.
- 7.6.1.6 Support the activities of the committee and its members.
- 7.6.1.7 Promote the aims of the Association to the wider community.
- 7.6.1.8 Open the AGM, provide the annual Chairman's report and hand over to the Public Officer to declare committee positions vacant and conduct the election.

7.6.2 Secretary

- 7.6.2.1 Coordinate the correspondence of the Association,
- 7.6.2.2 Ensure minutes of all proceedings of general and committee meetings are kept in accordance with section 51 of the Act.
- 7.6.2.3 Maintain register of members in accordance with section 23A (c) (i) of the Act.
- 7.6.2.4 Unless the members resolve otherwise at a general meeting – have custody of all books, documents, records and registers of the Association, other than those required by clause 6.6.3.8 below.

7.6.3 Treasurer

- 7.6.3.1 Receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association.
- 7.6.3.2 Pay all moneys received into the account of the Association within 21 working days of receipt
- 7.6.3.3 Make any payments authorised by the committee or by a general meeting of the Association from the Association's funds.
- 7.6.3.4 Ensure cheques are signed by the Treasurer and at least one other committee member, or by any two (2) committee members authorised by the Committee.
- 7.6.3.5 Ensure the accounting records of the Association are kept in accordance with section 35 of the Act.
- 7.6.3.6 Coordinate the preparation of the Association's annual statement of accounts.
- 7.6.3.7 Submit a financial statement at each general meeting.
- 7.6.3.8 Has custody of all securities, books and documents of a financial nature and accounting records of the Association unless the members resolve otherwise at a general meeting.

7.6.4 Public Officer

- 7.6.4.1 Must ensure that documents are filed with the relevant Government agency in accordance with 19, 22, 24 and 56 of the Act.
- 7.6.4.2 Must keep a current copy of the Constitution of the Association.
- 7.6.4.3 Hold the certificate of Incorporation.

7.6.5 General Committee Members

- 7.6.5.1 Participate in the management of the association by involvement with decision making with the other members of the Committee

7.6.6 All committee members

7.6.6.1 Promote membership and the aims of the Association within the PTW community, and the wider community.

7.6.6.2 Participate in any sub-committees as required for the fulfilling of the aims of the Association.

8. The Seal

The Association shall have a common seal upon which its complete name shall appear in legible characters.

8.1 The seal shall not be used without the express authorisation of the committee.

8.2 Every use of the seal shall be recorded in the minute book of the Association.

8.3 The affixing of the seal shall be witnessed by two (2) members of the committee.

8.4 The seal shall be used in accordance with Sections 26 (1) (a) and 63 (5) of the Act.

9. General meetings

9.1 Annual general meetings

9.1.1 The committee shall call an annual general meeting in accordance with the Act and these rules.

9.1.2 The first annual general meeting shall be held within 18 months after the incorporation of the association, and thereafter within five months after the end of its financial year.

9.1.3 The order of the business at the meeting shall be:

9.1.3.1 The confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting.

9.1.3.2 The consideration of the accounts and reports of the committee and the auditor's report (if auditor's report is required).

9.1.3.3 The election of committee members.

9.1.3.4 The appointment of auditors (if required).

9.1.3.5 Any other business requiring consideration by the association in general meeting.

9.2 Special general meeting

9.2.1 The committee may call a special general meeting of the association at any time.

9.2.2 Upon a receipt of a request, in writing, of not less than 15%, of the total number of members of the association, the committee shall, within one calendar month of the receipt of said request, convene a special general meeting for the purpose specified in the request.

9.2.3 Every request for a special general meeting shall be signed by the relevant members and shall state the purpose of the requested meeting.

9.2.4 If a special general meeting is not convened within one month, as required by 8.2.2 above, the petitioners, or at least 50% of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical to a meeting convened by the committee.

9.2.5 For this purpose, the committee shall ensure that the petitioners are supplied, free of charge, any relevant particulars of members entitled to receive notice of such a meeting.

9.2.6 Any reasonable accrued in preparing and conducting such a meeting shall be borne by the association.

9.3 Notice of general meetings

- 9.3.1 Notice of any general meeting shall be given to members at least fourteen (14) days prior to the meeting.
- 9.3.2 The notice shall set out where and when the meeting is to be held, and particulars of the nature and order of the business to be transacted at the meeting.
- 9.3.3 Notice of a meeting at which a special resolution is to be proposed shall be given at least twenty-one (21) days prior to the date of the meeting.
- 9.3.4 A notice may be given by the association to any member by serving the member with the notice personally, read-receipted email, or by sending it by post to the address appearing in the register of members. (See rule 5.9)
- 9.3.5 Where a notice is sent by post:
 - 9.3.5.1 The service is effected by properly addressing, prepaying and posting a letter or packet containing the notice, and
 - 9.3.5.2 unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

9.4 Proceedings at general meetings

- 9.4.1 Quorum, for the transaction of business at any general meeting, shall be made up of financial members present, or by proxy, to a number as stipulated in the Schedule at Appendix A
- 9.4.2 If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the request of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place
- 9.4.3 If at such a reconvened meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.
- 9.4.4 Subject to 6.6.1.3, the Chairman shall preside as chairman at a general meeting of the association.
- 9.4.5 If the chairman is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a committee member or one of their own number to be the chairman of that meeting.

9.5 Voting at general meetings

- 9.5.1 Subject to these rules, every member of the association has only one vote at a meeting of the association.
- 9.5.2 Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person or, where proxies are allowed, by proxy, at that meeting.
- 9.5.3 Unless a poll is demanded by at least five (5) members, a question for decision at a general meeting must be determined by a show of hands.
- 9.5.4 A member being a 'corporate' body shall be entitled to appoint one person, who shall not be a member of the association, to represent it at a particular general meeting or at all general meetings of the association.

9.5.5 The committee may choose to make decisions by agreed electronic voting mechanisms.

9.6 Poll at general meetings

9.6.1 If a poll is demanded by at least five (5) members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.

9.6.2 A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

9.7 Proxies

A member shall be entitled to appoint, in writing, a natural person who is also a member of the association to be their proxy; to attend and vote at any general meeting of the association.

10. Minutes

10.1 Proper minutes of all proceedings of general meetings of the association and of meetings of the committee, shall be entered within one month after the relevant meeting, in minute books kept for the purpose.

10.2 Audio recordings may also be retained securely as evidence of meeting minutes and be made available to members upon request.

10.3 The minutes kept pursuant to this rule must be confirmed by the members of the association or the members of the committee (as relevant) at a subsequent meeting.

10.4 The minutes kept pursuant to this rule shall be signed by the chairman of the meeting at which the proceedings took place or by the chairman of the next succeeding meeting at which the minutes are confirmed.

10.5 Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

11. Financial reporting

11.1 Financial year

The first financial year of the association shall be the period ending on the next 30 June following incorporation, and thereafter a period of 12 months commencing on 1 July and ending on 30 June of each year.

11.2 Accounts to be kept

The association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the association in accordance with the Act.

11.3 Annual returns

- 11.3.1 Should the association become a prescribed association, an annual return shall be lodged with the relevant Government Agency within six (6) months after the end of the financial year.
- 11.3.2 The said annual return shall be accompanied by a copy of the accounts, the auditor's report, the committee's statement, and the committee's report as outlined in section (36.1) of the Act

11.4 Appointment of Auditor

- 11.4.1 Should the association become a prescribed association, at each annual general meeting, the members shall appoint a suitable qualified individual/s to be auditor of the association as outlined under sections (35. 2.b) and (35.4) of the Act.
- 11.4.2 The auditor shall hold office until the next annual general meeting and shall be eligible for re-appointment.
- 11.4.3 If an appointment is not made at an annual general meeting, the committee shall appoint an auditor for the current financial year.

11.5 Prohibition against securing profits for members

The income and capital of the association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the association.

12. Winding up

The association may be wound up in the manner provided for in the Act.

12.1 Application of surplus assets

- 12.1.1 If after the winding up of the association there remains 'surplus assets' as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members as outlined under Section 43 of the Act.
- 12.1.2 The association may determine to distribute surplus assets to nominated charities.
- 12.1.3 Such an organisation or organisations shall be identified and determined by a resolution of members in general meeting.

13. Rules

- 13.1 These rules may be altered (including an alteration to the association's name) by special resolution of the members of the association.
- 13.2 Any alteration to these rules shall be registered with the relevant Government Agency as required by the Act.
- 13.3 The registered rules shall bind the association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

- 13.4 An alteration to the rules comes into force at the time that the alteration is passed. This does not apply to an alteration to the name of the association, which does not come into force until registered with the relevant Government Agency.

14. Dispute Resolution

- 14.1 The dispute resolution procedure set out in this rule applies to disputes under these Rules between a member and another member and/or a member and the association.
- 14.1.1 The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all parties.
- 14.1.2 If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person, agreed to by the parties as outlined under section 40 of the Act.
- 14.1.3 In this rule 'member' includes any person who was a member not more than six (6) months before the dispute occurred.
- 14.1.4 Adjudication in relation to a dispute between the members, or a dispute between itself and members of the association, the rules of natural justice must be observed.
- 14.1.5 Should agreement not be reached under these rules then an application to the Court under Section 61 of the Act may be made by any current member of an incorporated association or by a former member expelled from the association (provided that the application is made within six (6) months of the expulsion), who believes that the affairs of the association are being conducted in a manner that is oppressive or unreasonable.

Schedule A

Under Section 7 - The Committee

7.2 Appointment

7.2.5 Consecutive terms allowed for committee members shall be limited to three (3) unless agreed to by a simple majority of the general members. This allowance will be for a single term each time it is agreed to.

7.3 Proceedings of Committee

7.3.1 General meetings shall be no less than (2) times in a calendar year

7.4.5 Quorum shall be a minimum of 12 at a general meeting, and 3 at a committee meeting.