

CONSUMER AFFAIRS VICTORIA
Associations Incorporation Reform Act 2012

RULES of
Blackburn Cycling Club Inc.

Associations Incorporation Reform Regulations 2012

Part 3

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Rules of Blackburn Cycling Club

Note

The persons who from time to time are members of Blackburn Cycling Club are an incorporated association by the name given in rule 1 of these Rules.

Under section 46 of the **Associations Incorporation Reform Act 2012**, these Rules are taken to constitute the terms of a contract between the Blackburn Cycling Club and its members.

PART 1—PRELIMINARY

1 Name

The name of the incorporated association is "Blackburn Cycling Club".

Note

Under section 23 of the Act, the name of the association and its registration number must appear on all its business documents.

2 Purposes

The purposes of Blackburn Cycling Club ("*BBNCC*" or "*Club*") are to:

- (1) promote, foster and encourage the sport of cycling in Melbourne and surrounding areas;
- (2) encourage and support those members who aspire to be active and competitive in the sport of cycling
- (3) create community and encourage all cyclists to be the best that they can
- (4) embrace all types of cycling on the road, track, mountain, recreational and competitive.
- (5) conduct cycle races, training and social rides;
- (6) to organise and conduct training or practice sessions with the object of improving the cycling skills of the participants
- (7) provide opportunities for its membership to undertake both competitive and non-competitive developmental cycling activities.

3 Financial year

The financial year of the Blackburn Cycling Club is each period of 12 months ending on 30 January each year.

4 Definitions

In these Rules—

absolute majority, of the Committee, means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting);

Chairperson, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 46;

the Club means Blackburn Cycling Club;

Committee means the Committee having management of the business of the Blackburn Cycling Club;

committee meeting means a meeting of the Committee held in accordance with these Rules;

committee member means a member of the Committee elected or appointed under Division 3 of Part 5;

disciplinary appeal meeting means a meeting of the members of the Association convened under rule 23(3);

disciplinary appeal subcommittee means the subcommittee appointed under subrule 23 (4);

disciplinary meeting means a meeting of the Committee convened for the purposes of rule 22;

disciplinary subcommittee means the subcommittee appointed under rule 20;

entitled member means a member of a kind specified in clause 11 (1);

executive means the Executive Committee of Blackburn Cycling Club;

executive Committee Member means a member elected or appointed under Division 3 of Part 5; to a position specified as an Executive Committee Member;

financial member means a member who has paid their annual (or pro rata part thereof) membership fee and any other amount owing to Blackburn Cycling Club;

financial year means the 12 month period specified in rule 3;

general meeting means a general meeting of the members convened in accordance with clause 15;

life member means a Life Member of Blackburn Cycling Club;

member means a member of the Blackburn Cycling Club and includes Individual Members;

member entitled to vote means a member who under rule 13(2) is entitled to vote at a general meeting;

Relevant Documents has the same meaning as in the Act;

regulation means regulation under this Act;

secretary means the duly elected or appointed position under Division 3 of Part 5; specified as the Secretary of Blackburn Cycling Club;

special resolution means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

sport means the sport of cycling in all forms;

the Act means the **Associations Incorporation Reform Act 2012** and includes any regulations made under that Act;

voting member means any member of or above the age of 18 years old who is financial and has an annual membership as of the date voting is to occur.

PART 2—POWERS OF ASSOCIATION

5 Powers of Blackburn Cycling Club

- (1) Subject to the Act, the Blackburn Cycling Club has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting subrule (1), the Blackburn Cycling Club may—
 - (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) appoint agents to transact business on its behalf;
 - (e) enter into any other contract it considers necessary or desirable;
 - (f) provide coaching, training, medical treatment, and related social and other facilities;
 - (g) take out any insurance for club, employees, contractors, players, guests and third parties;
 - (h) raise funds by appeals, subscriptions, loans and charges;
 - (i) borrow money and give security for the same, and open bank accounts;
 - (j) buy, lease or licence property and sell, let or otherwise dispose of the same;
 - (k) make grants and loans and give guarantees and provide other benefits;
 - (l) set aside or apply funds for special purposes or as reserves;
 - (m) deposit or invest funds in any lawful manner;
 - (n) employ and engage staff and others and provide services;
 - (o) co-operate with or affiliate to firstly any bodies regulating or organising the sport and secondly any club or body involved with it and thirdly with government and related agencies; or
 - (p) do all other things reasonably necessary to advance the purposes.
- (3) Blackburn Cycling Club may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6 Not for profit organisation

- (1) Blackburn Cycling Club must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subrule (1) does not prevent the Blackburn Cycling Club from paying a member—
 - (a) reimbursement for expenses properly incurred by the member; or
 - (b) for goods or services provided by the member; or
 - (c) sponsorship of approved Blackburn Cycling Club athletes or events which have been approved by a majority of the Executive; or
 - (d) prize money for cycle racing events which has been approved by the Committee, and, in each case, if this is done in good faith and on arms' length terms .

Note

Section 33 of the Act provides that Blackburn Cycling Club must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

7 Classes of membership

The Club has the following classes of members:

- (1) Individual Members
- (2) Life Members¹

To remain in incorporated association Blackburn Cycling Club must have at least 10 members.

8 Who is eligible to be a member

Any person who supports the purposes of Blackburn Cycling Club is eligible for membership.

Any person who supports the purposes of Blackburn Cycling Club is eligible for membership. To qualify for individual membership, the member must be a current financial member of Cycling Australia.

9 Application for membership

- (1) To apply to become a member of the Blackburn Cycling Club, a person must nominate their intention to join by completing a written application and delivering it to a committee member or completing an online membership application through Cycling Australia and in doing so declares and agrees that he or she:
 - (a) wishes to become a member of the Blackburn Cycling Club; and
 - (b) supports the purposes of the Blackburn Cycling Club; and
 - (c) agrees to comply with these Rules and other club rules that may be applicable from time to time to the members; and
 - (d) pays the membership fees that are applicable from time to time.
- (2) The application—
 - (a) must be signed (manual paper based membership applications) or lodged online via the Cycling Australia website by the applicant; and
 - (b) may be accompanied by the nominated joining fee and any other fee applicable to for Cycling Australia Membership.

Note

The annual membership fee is the fee determined by Blackburn Cycling Club under rule 12(3).

10 Consideration of application

¹ Life membership can be determined and granted by a majority vote of the full Executive Committee and a majority of the voting committee for persons who provide extraordinary or exceptional services to Blackburn Cycling Club over a prolonged period of time of 7 years or more, plus any member gaining World Championship, Olympic or Commonwealth Games selection.

- (1) The Committee may decide by resolution whether to accept or reject an application for membership.
- (2) The Committee may request that the applicant provide further information before deciding by resolution whether to accept or reject the application.
- (3) The Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made. NB: For online applications this is an auto generated email.
- (2) If the Committee rejects the application, it must return any money accompanying the application to the applicant.
- (3) No reason need be given for the rejection of an application for membership, although a decision to reject a membership will be reviewed by the Executive Committee prior to any such decision being made.

11 New membership

- (1) Subject to Rule 10, when an application for membership is received by Blackburn Cycling Club, it will be automatically accepted once the membership fee is paid and subject to there being no club transfer requirements limiting processing of the application.
- (2) the Secretary will perform spot checks from time to time of the Cycling Australia data base to check details of any new members, and the date of becoming a member.
- (3) Subject to Rule 10 and SubRule 11(1), once the membership fee is paid, a person becomes a member of the Blackburn Cycling Club and, subject to rule 13(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which—
 - (a) the Committee approves the person's membership; or
 - (b) the person pays the joining fee.

12 Annual subscription and fee on joining

- (1) Blackburn Cycling Club must determine the amount of the annual club membership payable.
- (2) Blackburn Cycling Club may determine that a lower annual subscription is payable by members who take out a six month membership.
- (3) The rights of a member (including the right to vote) who are not financial members are suspended until the subscription is paid.
- (4) The Committee will determine any sunset clause to be applied to non-financial members.

Note

It is not unusual for memberships to lapse from time to time and for this reason the Committee will exercise discretion for any sunset period adopted.

13 General rights of members

- (1) A member of the Blackburn Cycling Club who is entitled to vote has the right—
 - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (b) to submit items of business for consideration at a general meeting; and
 - (c) to attend and be heard at general meetings; and
 - (d) to vote at a general meeting; and

- (e) to have access to the minutes of general meetings and other documents of the Blackburn Cycling Club as provided under rule 75; and
- (2) A member is entitled to vote if—
 - (a) the member is a financial member, holding annual membership; and
 - (b) more than 10 business days have passed since he or she became a member of the Blackburn Cycling Club; and
 - (c) the member's membership rights are not suspended for any reason.

14 Associate members

The Blackburn Cycling Club does not have Associate Memberships.

Membership types can be found in Section 7, Classes of Membership.

15 Rights not transferable

The rights of a member are not transferable and end when membership ceases.

16 Ceasing membership

- (1) The membership of a person ceases if they fail to renew their membership, transfer to another club via the Cycling Australia transfer form, resignation, expulsion or death.
- (2) The Blackburn Cycling Club Secretary relies on the Cycling Australia membership database as its up to date register and reference point of current members.

17 Resigning as a member

- (1) A member may resign by notice in writing given to the Blackburn Cycling Club, or by not renewing their annual membership, or by transferring to another club via the Cycling Australia transfer form.

Note

Rule 74(3) sets out how notice may be given to the association. It includes by post or by handing the notice to a member of the committee.

18 Register of members

- (1) The Secretary refers to the Cycling Australia membership database to establish (as required) the current register of members of Blackburn Cycling Club that includes—
 - (a) for each current member—
 - (i) the member's name;
 - (ii) the email address given by the member;
 - (iii) the date of becoming a member;
 - (iv) the postal address for notice last given by the member;
 - (v) any other information determined by the Committee, (i.e. date of birth and telephone number); and
 - (b) for each former member, the date of ceasing to be a member.
- (2) Any member may, at a reasonable time and free of charge, inspect the register of members.

Note

Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

Division 2—Disciplinary action

19 Grounds for taking disciplinary action

Blackburn Cycling Club may take disciplinary action against a member in accordance with this Division if it is determined that the member—

- (a) has failed to comply with these Rules; or
- (b) has breached any other cycle racing or cycle development rules that may apply to all members from time to time as enforced by the Club, appointed Commissaires or Coaches; or
- (c) refuses to support the purpose of the Blackburn Cycling Club; or
- (d) has engaged in conduct prejudicial to Blackburn Cycling Club, Cycling Australia or the sport of cycling in general.

20 Disciplinary subcommittee

- (1) If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- (2) The disciplinary subcommittee shall comprise three persons over the age of 18.
- (3) The members of the disciplinary subcommittee—
 - (a) will comprise at least one member of the Committee and two others who may be members of the committee of Blackburn Cycling Club or anyone else; but
 - (b) must not be biased against, or in favour of, the member concerned.
- (4) The Executive Committee (President or Secretary) must be consulted prior to any sanction or finding being delivered to any member.

Note: Clause (4) of the section does not apply to sanctions issued by an appointed Commissaire for racing breaches not involving suspensions from racing.

21 Notice to member

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
 - (a) stating that the Blackburn Cycling Club proposes to take disciplinary action against the member; and
 - (b) stating the grounds for the proposed disciplinary action; and
 - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the *disciplinary meeting*); and
 - (d) advising the member that he or she may do one or both of the following—
 - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and

- (e) setting out the member's appeal rights under rule 23.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

Note: Section 21 does not apply to sanctions issued on the spot by appointed Commissaire not involving suspension from racing.

22 Decision of subcommittee

- (1) At the disciplinary meeting, the disciplinary subcommittee must—
 - (a) give the member an opportunity to be heard;
 - (b) consider any written statement submitted by the member; and
 - (c) act having regard to the interests of the member subject to the disciplinary action and also to the interests of the membership generally.
- (2) After complying with subrule (1), the disciplinary subcommittee may—
 - (a) take no further action against the member; or
 - (b) subject to subrule (3)—
 - (i) reprimand the member; or
 - (ii) suspend the membership rights of the member for a specified period; or
 - (iii) expel the member from the Blackburn Cycling Club; or
 - (iv) impose other penalties such as (but not limited to) suspension from racing and/or training activities, fines, instructions to desist behaviour or to undertake certain actions.
- (3) The disciplinary subcommittee may impose a monetary penalty not exceeding the amount of \$500.
- (4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed by the disciplinary subcommittee.

23 Appeal rights

- (1) A person whose membership rights have been suspended or who has been expelled from the Blackburn Cycling Club under rule 22 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
 - (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
 - (b) to the Secretary not later than 48 hours after the vote.
- (3) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (4) The discipline appeal committee shall comprise of three persons over the age of 18 years appointed by the Committee, of which at least one shall be a member of the Committee. No member of the disciplinary appeals committee can be a member who was a member of the original disciplinary committee which heard the matter under appeal.

24 Conduct of disciplinary appeal meeting

- (1) At a disciplinary appeal meeting—
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.

Division 3—Grievance procedure

25 Application

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between—
 - (a) a member and another member;
 - (b) a member and the Committee;
 - (c) a member and the Blackburn Cycling Club.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

26 Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

27 Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, the parties must within 10 days—
 - (a) notify the Committee of the dispute; and
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement—
 - (i) if the dispute is between a member and another member—a person appointed by the Committee; or
 - (ii) if the dispute is between a member and the Committee or the Blackburn Cycling Club—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Committee may be a member or former member of the Blackburn Cycling Club but in any case must not be a person who—
 - (a) has a personal interest in the dispute; or
 - (b) is biased in favour of or against any party.

28 Mediation process

- (1) The mediator to the dispute, in conducting the mediation, must—

- (a) give each party every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.
 - (3) Each party will bear their own costs in preparing for the mediation and will share equally the costs of the mediation itself.

29 Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 4—GENERAL MEETINGS OF THE BLACKBURN CYCLING CLUB

30 Annual general meetings

- (1) The Committee must convene an annual general meeting of the Blackburn Cycling Club to be held within 5 months after the end of each financial year.
- (2) The Committee may determine the date, time and place of the annual general meeting.
- (3) The ordinary business of the annual general meeting is as follows—
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
 - (b) to receive and consider—
 - (i) the annual report of the Committee on the activities of the Blackburn Cycling Club during the preceding financial year; and
 - (ii) the financial statements of the Blackburn Cycling Club for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
 - (c) to elect the members of the Committee, including four Executive positions; President, Vice President, Treasurer and Secretary.
- (4) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

31 Special general meetings

- (1) Any general meeting of the Blackburn Cycling Club, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Committee may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 33 may be conducted at the meeting.

Note

General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 33 and the majority of members at the meeting agree.

32 Special general meeting held at request of members

- (1) The Committee must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 5% or 15 (whichever is the lower) of the total number of members entitled to vote.
- (2) A request for a special general meeting must—
 - (a) be in writing; and
 - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (c) include the names and signatures of the members requesting the meeting; and
 - (d) be given to the Secretary.
- (3) If the Committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by members under subrule (3)—
 - (a) must be held within 3 months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.
- (5) Blackburn Cycling Club must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

33 Notice of general meetings

- (1) The Secretary (or, in the case of a special general meeting convened under rule 32(3), the members convening the meeting) must give to each member of the Association—
 - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must—
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if a special resolution is to be proposed—
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution; and
 - (d) comply with rule 34(5).
- (3) For the purposes of this clause, notice is deemed to have been given to all members if the notice is published on the Club's website or advertised in a daily newspaper circulating broadly in metropolitan Melbourne, Victoria.
- (4) This rule does not apply to a disciplinary appeal meeting.

Note

Rule 23(4) sets out the requirements for notice of a disciplinary appeal meeting.

34 Proxies

- (1) A voting member may appoint another member over the age of 18 as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing and signed by the voting member making the appointment.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- (4) If the Committee has approved a form for the appointment of a proxy, the voting member may use any other form that clearly identifies the person appointed as the voting member's proxy and that has been signed by the member.
- (5) Notice of a general meeting given to a member under rule 33 must—
 - (a) state that the voting member may appoint another member as a proxy for the meeting; and
 - (b) include a copy of any form that the Committee has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Blackburn Cycling Club no later than 24 hours before the commencement of the meeting.

35 Use of technology

- (1) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a member participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

36 Quorum at general meetings

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 35) of 2 or more of the Executive and 50% or more of the non-executive committee members.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
 - (a) in the case of a meeting convened by, or at the request of, members under rule 32—the meeting must be dissolved;

Note

If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 32.

- (b) in any other case—

- (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

37 Adjournment of general meeting

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned—
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.

Example

The members may wish to have more time to examine the financial statements submitted by the Committee at an annual general meeting.

- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 33.

38 Voting at general meeting

- (1) On any question arising at a general meeting—
 - (a) subject to subrule (3), each member who is entitled to vote has one vote; and
 - (b) members may vote personally or by proxy; and
 - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 24.

39 Special resolutions

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

Note

In addition to certain matters specified in the Act, a special resolution is required—

- (a) to remove a committee member from office ;

(b) to alter these Rules, including changing the name or any of the purposes of the Association.

40 Determining whether resolution carried

- (1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost—and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (2) If a poll (where votes are cast in writing) is demanded by three or more members on any question—
 - (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - (b) the Chairperson must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

41 Minutes of general meeting

- (1) The Secretary, or in his/her absence, the Chairperson, must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
 - (a) the names of the members attending the meeting; and
 - (b) proxy forms given to the Chairperson of the meeting under rule 34(6); and
 - (c) the financial statements submitted to the members in accordance with rule 30(4)(b)(ii); and
 - (d) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Blackburn Cycling Club; and
 - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—COMMITTEE

Division 1—Powers of Committee

42 Role and powers

- (1) The business of the Blackburn Cycling Club must be managed by or under the direction of a Committee.

- (2) The Committee may exercise all the powers of the Blackburn Cycling Club except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Blackburn Cycling Club.
- (3) The Committee may, without limiting its powers under subrule (2)—
- (i) establish subcommittees consisting of members with terms of reference it considers appropriate;
 - (ii) determine the strategy of the Club;
 - (iii) appoint and be accountable for Committee portfolios and all positions provided for in these Rules;
 - (iv) appoint and be accountable for volunteer or paid staff of the organisation;
 - (v) determine fees;
 - (vi) appoint suitable representatives for meetings of CV;
 - (vii) purchase, transfer, sell, assign, mortgage, lease, hire or exchange land, equipment, plant, furniture, furnishings or any other property;
 - (viii) borrow or raise funds or grant debentures over the property of the Club;
 - (ix) collect subscriptions, fees and other charges upon or from Affiliates;
 - (x) invest and deal with moneys of the Club; and
 - (xi) utilise the services of any person or organisation; and
- appoint and remove staff, delegate to subcommittees any matter for decision, action, control, negotiation, investigation or report;

43 Delegation

- (1) The Committee may delegate to a member of the Committee, a subcommittee or staff, any of its powers and functions other than—
- (a) this power of delegation; or
 - (b) a duty imposed on the Committee by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- (3) The Committee may, in writing, revoke a delegation wholly or in part.

Division 2—Composition of Committee and duties of members

44 Composition of Committee

The Committee consists of—

- (a) a President; and
- (b) a Vice-President; and
- (c) a Secretary; and
- (d) a Treasurer; and
- (e) ordinary members (if any) elected under rule 53.

45 General Duties

- (1) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.
- (2) The Committee is collectively responsible for ensuring that the Blackburn Cycling Club complies with the Act.
- (3) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Committee members must exercise their powers and discharge their duties—
 - (a) in good faith in the best interests of Blackburn Cycling Club; and
 - (b) for a proper purpose.
- (5) Committee members and former committee members must not make improper use of—
 - (a) their position; or
 - (b) information acquired by virtue of holding their position—so as to gain an improper advantage for themselves or any other person or to cause detriment to the Blackburn Cycling Club.

Note

See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

- (6) In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

46 President and Vice-President

- (1) Subject to subrule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any committee meetings.
- (2) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—
 - (a) in the case of a general meeting—a member elected by the other members present; or
 - (b) in the case of a committee meeting—a committee member elected by the other committee members present.

47 Secretary

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

Example

Under the Act, the secretary of an incorporated association is responsible for lodging documents of the Club with the Registrar.

- (2) The Secretary must—
 - (a) maintain the register of members in accordance with rule 18; and
 - (b) keep custody of the common seal (if any) of the Blackburn Cycling Club and, except for the financial records referred to in rule 70(3), all books, documents and securities of the Blackburn Cycling Club in accordance with rules 72 and 75; and
 - (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and

- (d) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

48 Treasurer

- (1) The Treasurer must—
 - (a) receive all moneys paid to or received by the Blackburn Cycling Club and issue receipts for those moneys in the name of the Blackburn Cycling Club; and
 - (b) ensure that all moneys received are paid into the account of the Blackburn Cycling Club within 10 working days after receipt; and
 - (c) make any payments authorised by the Committee or by a general meeting of the Blackburn Cycling Club from the Blackburn Cycling Club's funds; and
 - (d) ensure cheques are signed by at least 2 committee members (or delegates appointed and approved by the committee in writing from time to time, in circumstances where a delegate is approved, this approval will be granted by a member of the Executive Committee other than the Treasurer).
- (2) The Treasurer must—
 - (a) ensure that the financial records of the Blackburn Cycling Club are kept in accordance with the Act; and
 - (b) coordinate the preparation of the financial statements of the Blackburn Cycling Club and their certification by the Committee prior to their submission to the annual general meeting of the Blackburn Cycling Club.
- (3) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Blackburn Cycling Club.

Division 3—Election of Committee members and tenure of office

49 Who is eligible to be a Committee member

A member is eligible to be elected or appointed as a committee member if the member—

- (a) is 18 years or over; and
- (b) is entitled to vote at a general meeting.

50 Positions to be declared vacant

- (1) This rule applies to any subsequent annual general meeting of the Blackburn Cycling Club, after the annual report and financial statements of the Blackburn Cycling Club have been received.
- (2) The Chairperson of the meeting must declare all relevant positions on the Committee vacant and hold elections for those positions in accordance with rules 51 to 54.

51 Nominations

- (1) Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
- (2) An eligible member of the Blackburn Cycling Club may—
 - (a) nominate himself or herself; or
 - (b) with the member's consent, be nominated by another member.

- (3) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.
- (4) In instances where there is a single nomination, and there is no objection to that nomination there will be no need to put a vote to the floor for the appointment of the nominee for that position.
- (5) In instances where there is no nomination for a vacant position, a call to the membership present at the meeting for nominations will be performed by the chairperson.

52 Election of President etc.

- (1) At the annual general meeting, separate elections must be held for each of the following positions—
 - (a) President;
 - (b) Vice-President;
 - (c) Secretary;
 - (d) Treasurer.
- (2) The President and Secretary shall be elected for a 2 year period. Other committee positions of the club shall be elected for a one year term.
- (3) Any member once elected as President is eligible to be re-elected to the position of President for one successive further term only, (another 2 years) and can only serve a maximum of 4 years concurrently as President (except with the unanimous approval of the members present at the annual general meeting (by ballot conducted in accordance with rule 54).
- (4) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- (5) If more than one member is nominated, a ballot must be held in accordance with rule 54.
- (6) On his or her election, the new President may take over as Chairperson of the meeting.

53 Election of ordinary members

- (1) The annual general meeting must by resolution decide the number of ordinary members of the Committee (if any) it wishes to hold office for the next year.
- (2) A single election may be held to fill all of those positions.
- (3) If the number of members nominated for the position of ordinary committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
- (4) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 54.

54 Ballot

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a member nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (4) The election must be by secret ballot.

- (5) The returning officer must give a blank piece of paper to—
 - (a) each member present in person; and
 - (b) each proxy appointed by a member.

Example

If a member has been appointed the proxy of 5 other members, the member must be given 6 ballot papers—one for the member and one each for the other members.

- (6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- (7) If the ballot is for more than one position—
 - (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
 - (b) the voter must not write the names of more candidates than the number to be elected.
- (8) Ballot papers that do not comply with subrule (7)(b) are not to be counted.
- (9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (11) If the returning officer is unable to declare the result of an election under subrule (10) because 2 or more candidates received the same number of votes, the returning officer must—
 - (a) conduct a further election for the position in accordance with subrules (4) to (10) to decide which of those candidates is to be elected; or
 - (b) with the agreement of those candidates, decide by lot which of them is to be elected.
- (12) In the event the candidates receive the same number of votes under a further ballot conducted pursuant to subrule 11(a) the result will be determined by lot.

Examples

The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

55 Term of office

- (1) Subject to subrule (3), rule 52(2), rule 52(3) and rule 56, a committee member holds office until the positions of the Committee are declared vacant at the next annual general meeting relevant to the position.
- (2) A committee member may be re-elected, subject to rule 52(3).
- (3) A general meeting of the Blackburn Cycling Club may—
 - (a) by special resolution remove a committee member from office; and
 - (b) elect an eligible member of the Blackburn Cycling Club to fill the vacant position in accordance with this Division.
- (4) A member who is the subject of a proposed special resolution under subrule (3)(a) may make representations in writing to the Secretary or President of the Blackburn Cycling Club (not exceeding a reasonable length) and may request that the representations be provided to the members of the Blackburn Cycling Club prior to the meeting.

- (5) The Secretary or the President may give a copy of the representations to each member of the Blackburn Cycling Club or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

56 Vacation of office

- (1) A committee member may resign from the Committee by written notice addressed to the Committee.
- (2) A person ceases to be a committee member if he or she—
 - (a) ceases to be a member of the Blackburn Cycling Club; or
 - (b) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 67; or
 - (c) otherwise ceases to be a committee member by operation of section 78 of the Act.

Note

A Committee member may not hold the office of secretary if they do not reside in Australia.

57 Filling casual vacancies

- (1) The Committee may by simple majority vote appoint an eligible member of the Blackburn Cycling Club to fill a position on the Committee that—
 - (a) has become vacant under rule 56; or
 - (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 55 applies to any committee member appointed by the Committee under subrule (1) or (2).
- (4) The Committee may continue to act despite any vacancy in its membership.

Division 4—Meetings of Committee

58 Meetings of Committee

- (1) The Committee must meet at least 4 times in each year at the dates, times and places determined by the Committee.
- (2) The date, time and place of the first committee meeting must be determined by the members of the Committee as soon as practicable after the annual general meeting of the Blackburn Cycling Club at which the members of the Committee were elected.
- (3) Special committee meetings may be convened by the President or by any 3 members of the Committee.

59 Notice of meetings

- (1) Notice of each committee meeting must be given to each committee member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one committee meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.

- (5) The only business that may be conducted at the special committee meeting is the business for which the meeting is convened.

60 Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 59 provided that as much notice as practicable is given to each committee member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

61 Procedure and order of business

- (1) The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
- (2) The order of business may be determined by the members present at the meeting.

62 Use of technology

- (1) A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a committee member participating in a committee meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

63 Quorum

- (1) No business may be conducted at a Committee meeting unless a quorum is present.
- (2) The quorum for a committee meeting is the presence (in person or as allowed under rule 62) of a majority of the committee members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting—
 - (a) ordinary business may be heard, however no decision that requires a vote may be heard or determined.
 - (b) in instances where a vote is required, these matters will be carried over to the next committee meeting and determined when a quorum is present.
 - (c) in the case of a special meeting— the meeting lapses.

64 Voting

- (1) On any question arising at a committee meeting, each committee member present at the meeting has one vote.
- (2) A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.
- (3) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.
- (4) If votes are divided equally on a question, the Chairperson of the meeting (does not have) a second or casting vote.

- (5) Voting by proxy is not permitted.

65 Conflict of interest

- (1) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
- (2) The member—
 - (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.

Note

Under section 81(3) of the Act, if there are insufficient committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

- (3) This rule does not apply to a material personal interest—
 - (a) that exists only because the member belongs to a class of persons for whose benefit the Blackburn Cycling Club is established; or
 - (b) that the member has in common with all, or a substantial proportion of, the members of the Blackburn Cycling Club.
- (4) From time to time an ordinary member may also be required to disclose a material conflict of interest. In these circumstances the Committee will consult with the member to ensure necessary management controls are in place to ensure objectivity for both the Blackburn Cycling Club and the members.

66 Minutes of meeting

- (1) The Secretary, or in their absence, the Chairperson or their delegate, must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following—
 - (a) the names of the members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote;
 - (d) any material personal interest disclosed under rule 65.

67 Leave of absence

- (1) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months.
- (2) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

PART 6—FINANCIAL MATTERS

68 Source of funds

The funds of the Blackburn Cycling Club may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.

69 Management of funds

- (1) The Blackburn Cycling Club must open an account with a financial institution from which all expenditure of the Blackburn Cycling Club is made and into which all of the Blackburn Cycling Club's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Blackburn Cycling Club, the Committee may approve expenditure on behalf of the Blackburn Cycling Club.
- (3) The Committee may authorise the Treasurer to expend funds on behalf of the Blackburn Cycling Club (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by at least 2 committee members.
- (5) All funds of the Blackburn Cycling Club must be deposited into the financial account of the Blackburn Cycling Club no later than 10 working days after receipt.
- (6) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

70 Financial records

- (1) The Blackburn Cycling Club must keep financial records that—
 - (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable financial statements to be prepared as required by the Act.
- (2) The Blackburn Cycling Club must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control—
 - (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the Committee.

71 Financial statements

- (1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Blackburn Cycling Club are met.
- (2) Without limiting subrule (1), those requirements include—
 - (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the Committee;
 - (d) the submission of the financial statements to the annual general meeting of the Blackburn Cycling Club;
 - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS

72 Common seal

- (1) The Blackburn Cycling Club may have a common seal.
- (2) If the Blackburn Cycling Club has a common seal—

- (a) the name of the Blackburn Cycling Club must appear in legible characters on the common seal;
- (b) a document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of two committee members;
- (c) the common seal must be kept in the custody of the Secretary.

73 Registered address

The registered address of the Blackburn Cycling Club is—

- (a) the address determined from time to time by resolution of the Committee; or
- (b) if the Committee has not determined an address to be the registered address— the postal address of the Secretary.

74 Notice requirements

- (1) Except as specified in Rule 33, any notice required to be given to a member or a committee member under these Rules may be given—
 - (a) by handing the notice to the member personally; or
 - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
 - (c) by email or facsimile transmission, at the address recorded on the register for members (or such other address as the member has advised the Secretary).
- (2) Subrule (1) does not apply to notice given under rule 60.
- (3) Any notice required to be given to the Blackburn Cycling Club or the Committee may be given—
 - (a) by handing the notice to a member of the Committee; or
 - (b) by sending the notice by post to the registered address; or
 - (c) by leaving the notice at the registered address; or
 - (d) if the Committee determines that it is appropriate in the circumstances—
 - (i) by email to the email address of the Blackburn Cycling Club or the Secretary; or
 - (ii) by facsimile transmission to the facsimile number of the Blackburn Cycling Club.

75 Custody and inspection of books and records

- (1) Members may on request inspect free of charge—
 - (a) the register of members;
 - (b) the minutes of general meetings;
 - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Blackburn Cycling Club, including minutes of Committee meetings.

Note

See note following rule 18 for details of access to the register of members.

- (2) The Committee may in their absolute discretion refuse to permit a member to inspect records of the the Blackburn Cycling Club that relate to confidential, personal,

employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Blackburn Cycling Club.

- (3) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to subrule (2), a member may make a copy of any of the other records of the Blackburn Cycling Club referred to in this rule and the Blackburn Cycling Club may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule—

relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Blackburn Cycling Club and includes the following—

- (a) its membership records;
- (b) its financial statements;
- (c) its financial records;
- (d) records and documents relating to transactions, dealings, business or property of the Blackburn Cycling Club.

76 Winding up and cancellation

- (1) The Blackburn Cycling Club may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Blackburn Cycling Club, the surplus assets of the Blackburn Cycling Club must not be distributed to any members or former members of the Blackburn Cycling Club.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Blackburn Cycling Club and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

77 Alteration of Rules

These Rules may only be altered by special resolution of a general meeting of the Blackburn Cycling Club Association.

Note

An alteration of these Rules does not take effect unless or until it is approved by the Registrar. If these Rules (other than rule 1, 2 or 3) are altered, the Blackburn Cycling Club is taken to have adopted its own rules, not the model rules.

