

THE RULES

OF

TASMANIAN BICYCLE
COUNCIL INC

ADOPTED
28 November 2007

RULES OF

Tasmanian Bicycle Council Inc

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1. Name

1.1. The name of the organisation shall be “Tasmanian Bicycle Council Inc”.

2. Interpretation

2.1. In these rules:

2.1.1. “Act” means the *Associations Incorporation Act 1964*.

2.1.2. “Management Committee” means a committee as defined by the Act.

2.1.3. “Auditor” means the person appointed as the auditor of Tasmanian Bicycle Council Inc under Rule 10.

2.1.4. “General meeting” includes the Annual General meeting and any Special General Meeting.

2.1.5. “Special General Meeting” means any general meeting other than the Annual General Meeting.

2.1.6. “Minor” means any person who has yet to attain the age of 18 years.

2.2. Any doubt arising as to the application or meaning of any Rule shall be decided by the Management Committee whose decision shall remain until altered by a vote of a General Meeting, the decision of which shall then be final and conclusive.

2.3. If any case, issue or event arises which in the opinion of the Management Committee is not provided for in these Rules, the Management Committee shall determine it in such manner as deemed expedient within the provisions of the Act.

3. Rules

3.1. These Rules may be amended by resolution passed by a three-quarters majority at an Annual General Meeting or Special General Meeting.

3.2. The Secretary shall supply a copy of these Rules without charge and upon reasonable request to any member of Tasmanian Bicycle Council Inc.

4. Office

4.1. The office of Tasmanian Bicycle Council Inc will be at 10 Murray St, Hobart, Tasmania, or any other place the Management Committee determines.

5. Objects and Purposes

5.1. The objects of Tasmanian Bicycle Council Inc shall be:

5.1.1. To be the peak body for transport and recreational cycling in Tasmania

5.1.2. To provide a forum for various non-competitive cycling groups from around the state to exchange ideas and share knowledge.

5.1.3. To provide input into state government policy regarding cycling as a form of recreation and transport. This may be achieved through membership of the State Bicycle Advisory Committee, which provides advice to Minister and reports to Australian Bicycle Council, or externally.

5.1.4. To work with Tasmanian Cycling Federation and competitive cycling groups on issues that are relevant to both parties.

5.1.5. To coordinate statewide programs and activities including but not limited to:

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- 5.1.5.1.** Promotion and coordination of statewide events such as State Bike Week and National Ride to Work Day
- 5.1.5.2.** Development of road safety and awareness campaigns around cycling (in conjunction with Road Safety Task Force and other relevant bodies)
- 5.1.5.3.** Facilitate opportunities for road designers and engineers to advance their professional development, such as organising bicycle facility design workshops or other forums.
- 5.1.6.** To confer, negotiate and facilitate with government and non-government agencies on cycling development.
- 5.1.7.** To purchase, lease, hire or by any other legal means acquire any real or personal estate necessary or convenient for the purposes of Tasmanian Bicycle Council Inc.
- 5.1.8.** To buy, sell, supply and deal in goods of all kinds.
- 5.1.9.** To construct, maintain and alter buildings or works necessary or convenient for any of the objects or purposes of Tasmanian Bicycle Council Inc.
- 5.1.10.** To accept any gift for any of the objects or purposes of Tasmanian Bicycle Council Inc.
- 5.1.11.** To take steps the Management Committee or the members in General Meeting consider expedient for the purpose of procuring contributions to the funds of Tasmanian Bicycle Council Inc.
- 5.1.12.** To print and publish material considered by the Management Committee or the members in General Meeting to be desirable for the promotion of the objects and purposes of Tasmanian Bicycle Council Inc.
- 5.1.13.** To hire and employ all classes of persons whose services may be deemed necessary for the purposes of Tasmanian Bicycle Council Inc.
- 5.1.14.** To borrow and raise money in any manner and on terms the Management Committee thinks fit or approved and directed by resolution passed at a General Meeting.
- 5.1.15.** To invest any money of Tasmanian Bicycle Council Inc not immediately required for any of its objects in such a manner as from time to time the Management Committee determines.
- 5.1.16.** To establish and support or aid in the establishment and support of associations, institutions, funds, trusts, schemes and conveniences calculated to benefit servants or past servants of Tasmanian Bicycle Council Inc and their dependants and the granting of pensions, allowances or other benefits to servants or past servants of Tasmanian Bicycle Council Inc and their dependants, and the making of payments towards insurance in relation to any of those purposes.
- 5.1.17.** To establish and support or aid in the establishment or support of any other association formed for any of the basic objects of Tasmanian Bicycle Council Inc.
- 5.1.18.** To purchase or acquire and undertake all or any part of the property, assets, liabilities and engagements of any association with which Tasmanian Bicycle Council Inc is amalgamated in accordance with the provisions of the Act and the rules of Tasmanian Bicycle Council Inc.
- 5.1.19.** To do all such other lawful things as are incidental or conducive to the attainment of any or all of the objects and purposes of Tasmanian Bicycle Council Inc.

6. Membership

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- 6.1.** Membership shall be open to representatives from the following organisations or agencies:
- 6.1.1.** Non-competitive or recreational cycling groups
 - 6.1.2.** Community Bicycle Advisory Committees
 - 6.1.3.** Bicycle User Groups
 - 6.1.4.** Local government
 - 6.1.5.** Cycling advocacy organisations
- 6.2.** An organisation that is not a member at the time of incorporation of Tasmanian Bicycle Council Inc is not to be admitted to membership unless the organisation is nominated in accordance with Rule 6.3 and admission as a member is approved by the Management Committee.
- 6.3.** A nomination of an organisation or additional representative of an existing member organisation for membership of Tasmanian Bicycle Council Inc is to be:
- 6.3.1.** Made in writing
 - 6.3.2.** Accompanied by the written consent of the organisation nominated; and
 - 6.3.3.** Lodged with Public Officer of Tasmanian Bicycle Council Inc.
- 6.4.** As soon as practicable after receipt of a nomination, the Public Officer shall refer the nomination to the Management Committee and on approval by the Management Committee, the Public Officer:
- 6.4.1.** Is to notify the nominee in writing of the approval of membership of Tasmanian Bicycle Council Inc; and
 - 6.4.2.** Is to enter the nominee's name in a register of members.
- 6.5.** A member may resign from Tasmanian Bicycle Council Inc by providing the Public Officer in writing with a written notice of resignation and on receipt of that notice, the Public Officer is to remove the name of the member from the register of members.
- 6.6.** A representative of an organisation:
- Becomes a member of Tasmanian Bicycle Council Inc when his or her or its name is entered in the Register of Members.
- Ceases to be a member of Tasmanian Bicycle Council Inc when his or her or its name is removed from the Register of Members.
- 6.7.** Any right, privilege or obligation of a person or organisation as a member of Tasmanian Bicycle Council Inc:
- 6.7.1.** Is not capable of being transferred or transmitted to another person; and
 - 6.7.2.** Terminates on cessation of the membership.
- 6.8.** If Tasmanian Bicycle Council Inc is wound up:
- 6.8.1.** Every member of Tasmanian Bicycle Council Inc and every person or organisation who within the period of 12 months immediately preceding the commencement of the winding up was a member of Tasmanian Bicycle Council Inc is liable to contribute:
 - 6.8.1.1.** To the assets of Tasmanian Bicycle Council Inc for payment of the debts or liabilities of Tasmanian Bicycle Council Inc ; and
- For the costs, charges and expenses of the winding up; and
- 6.8.1.2.** For the adjustment of the rights of the contributories among themselves.
- 6.9.** Any liability under Rule 6.8.1 is not to exceed \$20.

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- 6.10.** A former member is not liable to contribute under Rule 6.8.1 in respect of any debt or liability of Tasmanian Bicycle Council Inc contracted after he or she ceased to be a member.
- 6.11.** Membership to the Tasmanian Bicycle Council is not open to individuals or minors.
- 6.12.** No restrictions shall be imposed on any person or organisation applying for membership by virtue of religious or political belief, sex, ethnicity, disability or age.
- 6.13.** The Management Committee shall have the right to refuse membership to any person without assigning a reason.

Income and Property

- 6.14.** The income and property of Tasmanian Bicycle Council Inc is to be applied solely towards the promotion of the objects and purposes of Tasmanian Bicycle Council Inc.
- 6.15.** No portion of the income and property of Tasmanian Bicycle Council Inc is to be paid or transferred to a member of Tasmanian Bicycle Council Inc.
- 6.16.** Tasmanian Bicycle Council Inc is not to:
 - 6.16.1.** Appoint a person who is a member of the Management Committee to any office in the gift of Tasmanian Bicycle Council Inc to the holder of which any remuneration is payable by way of salary, fees or allowances.
 - 6.16.2.** Pay to a person who is a member of the Management Committee any remuneration or other benefit in money or money's worth, other than the repayment of out-of-pocket expenses.
- 6.17.** A servant or member of Tasmanian Bicycle Council Inc may be paid:
 - 6.17.1.** Remuneration in return for services rendered to Tasmanian Bicycle Council Inc or for goods supplied to Tasmanian Bicycle Council Inc in the ordinary course of business.
 - 6.17.2.** Interest on money lent to Tasmanian Bicycle Council Inc at a rate not exceeding two percentage points higher than the Official Interest Rate as published from time to time by the Reserve Bank of Australia.
 - 6.17.3.** A reasonable and proper sum by way of rent for premises let to Tasmanian Bicycle Council Inc.

Accounts

- 6.18.** True accounts shall be kept of:
 - 6.18.1.** All money received and expended by Tasmanian Bicycle Council Inc and the matter in respect of which the receipt or expenditure takes place; and
 - 6.18.2.** The property, credits and liabilities of Tasmanian Bicycle Council Inc.
- 6.19.** The accounts are to be open to inspection by the members of Tasmanian Bicycle Council Inc subject to any reasonable restrictions as to time and manner of inspection Tasmanian Bicycle Council Inc may impose.
- 6.20.** The Treasurer of Tasmanian Bicycle Council Inc or a managing agency nominated by the Management Committee is to keep all general records, accounting books and records of receipts and expenditure connected with the operation and business of the association in the form and manner the Management Committee directs.
- 6.21.** The accounts, books and records are to be kept at Tasmanian Bicycle Council Inc's office or at any other place the Management Committee decides.

7. Banking and Finance

- 7.1.** The Treasurer of Tasmanian Bicycle Council Inc or a managing agency nominated by the Management Committee shall act on behalf of Tasmanian Bicycle Council Inc to:
 - 7.1.1.** Receive all money paid to Tasmanian Bicycle Council Inc; and

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- 7.1.2. Immediately after receiving money issue official receipts.
- 7.2. The Management Committee is to:
- 7.2.1. Cause to be opened with any bank, building society, or credit union the Management Committee selects an account in the name of Tasmanian Bicycle Council Inc into which all money received is to be paid as soon as possible after receipt; or
- 7.2.2. Direct a managing agency nominated by the Management Committee to pay all money received as soon as possible into an account with any bank, building society or credit union and for those deposits to be reflected in account reports from the managing agency.
- 7.3. The Management Committee may:
- 7.3.1. Receive from Tasmanian Bicycle Council Inc's financial institution the cheques drawn by Tasmanian Bicycle Council Inc on any of its accounts with the financial institution.
- 7.3.2. Release and indemnify the financial institution from and against all claims, actions, suits or demands that may be brought against the financial institution arising directly or indirectly out of those cheques.
- 7.4. Except with the authority of the Management Committee, a payment of any sum exceeding \$50 is not to be made from the funds of Tasmanian Bicycle Council Inc otherwise than by cheque drawn on the account of Tasmanian Bicycle Council Inc or its managing agency.
- 7.5. The Management Committee may provide the Treasurer with a sum to meet urgent expenditure, subject to any conditions in relation to the use and expenditure the Management Committee may impose.
- 7.6. Cheques may only be drawn on the account of Tasmanian Bicycle Council Inc or the management agency for expenditure that has been authorised by the Management Committee.
- 7.7. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments drawn on Tasmanian Bicycle Council Inc's account are to be:
- 7.7.1. Signed by the Treasurer or in his or her absence by any other member or members of the Management Committee nominated by the Management Committee for that purpose; and
- 7.7.2. Countersigned by the Public Officer
- 7.7.3. except those cheques, drafts, bills of exchange, promissory notes and other negotiable instruments drawn by the managing agency on Tasmanian Bicycle Council Inc's behalf, in which case the officers as normally nominated by the managing agency shall be the signatories.

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8. Auditor

- 8.1. If at any time during a financial year Tasmanian Bicycle Council Inc conducts financial business on its own account without a managing agency, the Management Committee shall appoint prior to the end of that financial year a person as Auditor.
- 8.2. An Auditor so appointed under Sub-Rule 10.1 is to hold office until the Annual General Meeting next after the time at which he or she is appointed, and is eligible for re-appointment by the Management Committee.
- 8.3. An Auditor may only be removed from office in the course of the financial year of their appointment by a Special Resolution.
- 8.4. If a casual vacancy occurs in the office of Auditor during the course of a financial year of Tasmanian Bicycle Council Inc, the Management Committee may appoint a person as the Auditor to hold office until the next succeeding Annual General Meeting.
- 8.5. If Tasmanian Bicycle Council Inc conducts its affairs through a managing agency for the entire financial year, the managing agency shall be required to appoint an Auditor.

9. Audit

- 9.1. An Auditor appointed under Rule 10.1 is to examine the accounts of Tasmanian Bicycle Council Inc at least once in the financial year of their appointment.
- 9.2. An Auditor appointed under Rule 10.5 is to examine the accounts of the managing agency at least once in the financial year of their appointment.
- 9.3. The auditor is to:
 - 9.3.1. Certify as to the correctness of the accounts of Tasmanian Bicycle Council Inc; and
 - 9.3.2. Report to the members present at the Annual General Meeting.
- 9.4. In the report and in certifying the accounts, the Auditor is to state if:
 - 9.4.1. He or she has obtained the required information.
 - 9.4.2. In his or her opinion the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of Tasmanian Bicycle Council Inc:
 - 9.4.2.1. According to the information at his or her disposal and the explanations given; and
 - 9.4.2.2. As shown by the books of Tasmanian Bicycle Council Inc.
 - 9.4.3. The rules relating to the administration of the funds of Tasmanian Bicycle Council Inc have been observed.
- 9.5. The Public Officer of Tasmanian Bicycle Council Inc is to cause to be delivered to the Auditor a list of all the accounts, books and records of Tasmanian Bicycle Council Inc.
- 9.6. The Auditor may:
 - 9.6.1. Have access to the accounts, books, records, vouchers and documents of Tasmanian Bicycle Council Inc.
 - 9.6.2. Require from the servants of Tasmanian Bicycle Council Inc any information and explanations he or she considers necessary for the performance of the duties as Auditor.
 - 9.6.3. Employ persons to assist in investigating the accounts of Tasmanian Bicycle Council Inc.

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- 9.6.4. Examine any member of the Management Committee or any servant of Tasmanian Bicycle Council Inc in relation to the accounts of Tasmanian Bicycle Council Inc.

10. Annual General Meeting

- 10.1. Tasmanian Bicycle Council Inc is to hold an Annual General Meeting each year.
- 10.2. The Annual General Meeting is to be held on any day the Management Committee determines but not later than 90 days after the close of the financial year of Tasmanian Bicycle Council Inc.
- 10.3. The Annual General Meeting is to be in addition to any other General Meetings that may be held in the same year.
- 10.4. The notice convening the Annual General Meeting is to specify the purpose of the meeting.
- 10.5. The ordinary business of the Annual General Meeting is to be:
- 10.5.1. To confirm the minutes of the last preceding Annual General Meeting and of any general meeting held since that meeting.
- 10.5.2. To receive from the Management Committee, Auditor and servants of Tasmanian Bicycle Council Inc reports on the transactions of Tasmanian Bicycle Council Inc during the last preceding financial year.
- 10.5.3. To elect the officers of Tasmanian Bicycle Council Inc and the members of the Management Committee.
- 10.5.4. To determine the remuneration of the servants of Tasmanian Bicycle Council Inc.
- 10.6. The Annual General Meeting may transact special business of which notice is given in accordance with these Rules.

11. Special General Meetings

- 11.1. The Management Committee may convene a Special General Meeting of Tasmanian Bicycle Council Inc at any time.
- 11.2. The Management Committee, on the requisition in writing of at least four members, may convene a special general meeting of Tasmanian Bicycle Council Inc.
- 11.3. A requisition for a Special General Meeting:
- 11.3.1. Is to state the objects of the meeting; and
- 11.3.2. Is to be signed by the requisitionists; and
- 11.3.3. Is to be deposited at the office of Tasmanian Bicycle Council Inc; and
- 11.3.4. May consist of several documents, each signed by one or more of the requisitionists.
- 11.4. If the Management Committee does not cause a Special General Meeting to be held within 21 days from the day on which a requisition is deposited at the office of Tasmanian Bicycle Council Inc, any of the requisitionists may convene the meeting within three months from the day of the deposit of the requisition.
- 11.5. A Special General Meeting convened by requisitionists is to be convened in the same manner as nearly as possible as meetings are convened by the Management Committee.
- 11.6. All reasonable expenses incurred by requisitionists in convening a Special General meeting are to be refunded by Tasmanian Bicycle Council Inc.

12. Notices of General Meetings

- 12.1. At least 14 days before the date fixed for holding a General Meeting of the Association, the Public Officer of Tasmanian Bicycle Council Inc is to cause to be inserted in at least one newspaper published in Tasmania an advertisement specifying the place, day and time for holding of the meeting, and the nature of the business to be transacted at the meeting.

13. Business and Quorum at General Meetings

- 13.1. All business transacted at a general meeting, except the ordinary business of the Annual General Meeting, is special business.
- 13.2. Business is not to be transacted at a general meeting unless a quorum of members entitled to vote is present at the time the meeting is considering that business.
- 13.3. A member shall be considered present if communicating with the meeting through electronic means that enable that member to be both heard and to communicate directly with the meeting.
- 13.4. A quorum for the transaction of the business at a general meeting is four members present and entitled to vote.
- 13.5. If a quorum is not present one hour after the appointed time for the commencement of a general meeting, the meeting:
- 13.5.1. If convened on the requisition of members, is to be dissolved.
- 13.5.2. In any other case, is to be adjourned to the same day in the next week at the same time at the same place.
- 13.6. If at an adjourned meeting a quorum is not present one hour after the time appointed for the commencement of the meeting, the meeting is to be dissolved.
- 13.7. The chairperson, by written notice or at the time of the adjournment, may specify another place to which a meeting is to be adjourned.

14. Chairperson at General Meetings

- 14.1. The Chair is to preside as chairperson at every general meeting of Tasmanian Bicycle Council Inc.
- 14.2. If the Chair is absent from a general meeting, the members present shall appoint or elect one of their own to preside as chairperson.

15. Adjournment of General Meetings

- 15.1. The chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 15.2. If a meeting is adjourned for 14 days or more, notice of the adjourned meeting is to be given in the same manner as the notice of the original meeting.
- 15.3. It is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

16. Determination of Questions

- 16.1. A question arising at a general meeting of Tasmanian Bicycle Council Inc is to be determined on a show of hands except for ballots to elect officers of Tasmanian Bicycle Council Inc.
- 16.2. Unless before or on the declaration of the result of the show of hands a poll is demanded by one member of the meeting, a the chairperson shall declare that a resolution has, on show of hands, been carried or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the minute book of Tasmanian Bicycle Council Inc is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

17. Special Resolutions

17.1. A resolution is a Special Resolution if it is passed by a majority of not less than three-quarters of such members of Tasmanian Bicycle Council Inc entitled under the rules of the association to vote as may be present in person at a general meeting of which notice specifying the intention to propose the resolution as a Special Resolution was given in accordance to these Rules.

17.2. Rules 6.10 and 15.3 do not apply when voting on Special Resolutions.

17.3. Notice of the passing of a Special Resolution shall be lodged by the Public Officer of Tasmanian Bicycle Council Inc with the Commissioner for Corporate Affairs within a period of one month after the passing of the resolution, and the resolution shall take effect after registration by the Commissioner for Corporate Affairs.

17.4. A notice under Rule 19.3 shall be:

17.4.1. Signed by the Public Officer of Tasmanian Bicycle Council Inc; and

17.4.2. Accompanied by such other documents, including a copy of the Special Resolution, as may be prescribed under the *Act*, and those documents shall be signed or verified as prescribed.

18. Votes

18.1. Each member organisation has equal number of votes.

18.2. Except as provided in Rules 19, 6.10 and 15.3, all votes are to be given personally by members or their proxies.

18.3. In the case of an equality of voting on a question, the chairperson has a second or casting vote.

19. Polls

19.1. A poll that is demanded on the election of a chairperson, or on a question of adjournment, is to be taken immediately.

19.2. A poll that is demanded on any other question is to be taken at any time before the close of the meeting as the chairperson directs.

20. Management Committee

20.1. The affairs of Tasmanian Bicycle Council Inc are to be managed by a Management Committee constituted as provided in Rule 21.7.

20.2. The Management Committee:

20.2.1. Is to control and manage the business and affairs of Tasmanian Bicycle Council Inc.

20.2.2. May exercise all the powers and perform all the functions of Tasmanian Bicycle Council Inc, other than those powers and functions that are required by these Rules to be exercised by General Meetings of Tasmanian Bicycle Council Inc.

20.2.3. Has the power to do anything that appears to the Management Committee to be essential for the proper management of Tasmanian Bicycle Council Inc.

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The officers of Tasmanian Bicycle Council Inc shall be:

20.2.4. A Chair.

20.2.5. A Deputy Chair.

20.2.6. A Secretary

20.2.7. A Treasurer.

elected at the Annual General Meeting

20.3. The provisions of Rule 22 apply in relation to the election of persons to any of the offices referred to in Rule 21.3.

20.4. Each officer of Tasmanian Bicycle Council Inc is to hold office until the conclusion of the next Annual General Meeting after the date of his or her election, and is eligible for re-election.

20.5. If a casual vacancy in any office referred to in Rule 22.3 occurs, the Management Committee may appoint one of its members to the vacant office, to hold the office up to and including the conclusion of the Annual General Meeting next following the date of the appointment.

20.6. The Management Committee shall consist of the following members:

20.6.1. The Officers of Tasmanian Bicycle Council Inc; and

20.6.2. At least one representative of each of the members under Rule 6.1; and

20.7. An ordinary Management Committee member is to hold office until the Annual General Meeting next after the date of election, and is eligible for re-election.

20.8. If a casual vacancy occurs in the office of ordinary Management Committee member, the Management Committee may appoint a member of Tasmanian Bicycle Council Inc to fill the vacancy until the conclusion of the Annual General Meeting next following the date of the appointment.

21. Election to the Management Committee

21.1. Nominations of candidates for election as officers of Tasmanian Bicycle Council Inc or as ordinary Management Committee members are to be:

21.1.1. Made in writing by the candidate

21.1.2. Delivered to the Public Officer of Tasmanian Bicycle Council Inc at least seven days before the date fixed for the holding of the Annual General Meeting.

21.2. If insufficient nominations are received to fill all vacancies on the Management Committee:

21.2.1. The candidates nominated are considered to be elected; and

21.2.2. Further nominations are to be received at the Annual General Meeting.

21.3. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are considered to be elected.

21.4. If the number of nominations exceeds the number of vacancies to be filled, a ballot is to be held.

21.5. A ballot for the election of the officers and ordinary Management Committee members is to be conducted at the Annual General Meeting, and shall be secret and under the supervision of two scrutineers appointed by the Chairperson from the members present.

22. Vacation of Office

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- 22.1.** For the purpose of these Rules, the position of an officer of Tasmanian Bicycle Council Inc or of an ordinary Management Committee member becomes vacant if the officer or Management Committee member:
- 22.1.1.** Dies; or
 - 22.1.2.** Ceases to be a representative or member of the cycling organisation they belonged to when becoming a member of the Tasmanian Bicycle Council
 - 22.1.3.** Becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his or her creditors, or makes any assignment of his or her estate for their benefit; or
 - 22.1.4.** Becomes of unsound mind; or
 - 22.1.5.** Resigns office in writing addressed to the Management Committee; or
 - 22.1.6.** Ceases to be resident in the State of Tasmania; or
 - 22.1.7.** Ceases to be a member of Tasmanian Bicycle Council Inc; or
 - 22.1.8.** Fails to pay all arrears of subscription due within 14 days after receiving a notice in writing signed by the Public Officer stating that he or she has ceased to be a financial member of Tasmanian Bicycle Council Inc.

23. Meetings of Management Committee and Sub-Committees

- 23.1.** The Management Committee is to meet at least once per year at any place and time the Management Committee determines.
- 23.2.** Special meetings of the Management Committee may be convened by the Chair or any four of its members.
- 23.3.** Notice is to be given to members of the Management Committee of any special meeting, specifying the general nature of the business to be transacted, and no other business is to be transacted at such meeting.
- 23.4.** Any four members of the Management Committee constitute a quorum for the transaction of the business of a meeting of the Management Committee.
- 23.5.** Business is not to be transacted unless a quorum is present.
- 23.6.** If 30 minutes after the time appointed for the meeting a quorum is not present, the meeting is to be adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it is to be dissolved.
- 23.7.** At a meeting of the Management Committee, the following is to preside:
- 23.7.1.** The Chair is to preside as chairperson at every meeting of the Management Committee.
 - 23.7.2.** If the Chair is absent, the members present shall appoint or elect one of their own to preside as chairperson.

- 23.8.** Any question arising at a meeting of the Management Committee or of any sub-committee appointed by the Management Committee is to be determined:
- 23.8.1.** On a show of hands; or
- 23.8.2.** If demanded by a member, by a poll taken in any manner the person presiding at the meeting determines.
- 23.9.** Each member present at a meeting of the Management Committee or of any sub-committee appointed by the Management Committee, including the person presiding at the meeting, is entitled to one vote but each organisation has equal number of votes.
- 23.10.** If there is an equality of votes on any question, the person presiding as chairperson has a second or casting vote.
- 23.11.** Written notice of each Management Committee meeting is to be served on each member of the Management Committee by:
- 23.11.1.** Delivering it at a reasonable time before the meeting or
- 23.11.2.** Sending it by post in a pre-paid envelope addressed to his or her usual or last-known address in time to reach him or her in due course of post before the date of the meeting or
- 23.11.3.** By sending it by electronic means to his or her usual or last-known email address in time to reach him or her before the date of the meeting.

24. Disclosure of Interest in Contracts

- 24.1.** A member of the Management Committee who is interested in any contract or arrangement made or proposed to be made with Tasmanian Bicycle Council Inc is to disclose the interest:
- 24.1.1.** At the first meeting of the Management Committee at which the contract or arrangement is first taken into consideration, if the interest then exists; or
- 24.1.2.** In any other case, at the first meeting of the Management Committee after the acquisition of the interest.
- 24.2.** If a member of the Management Committee becomes interested in a contract or arrangement after it is made or entered into, he or she is to disclose the interest at the first meeting of the Management Committee after he or she becomes so interested.
- 24.3.** A member of the Management Committee is not to vote as a member of the Management Committee in respect of any contract or arrangement in which he or she is interested, and if such a vote is cast, that vote is not to be counted.

25. Indemnity and Responsibility

- 25.1.** The Management Committee shall take all reasonable steps to ensure Tasmanian Bicycle Council Inc's affairs are conducted within the laws and regulations of the jurisdictions of the Commonwealth of Australia and the State of Tasmania.
- 25.2.** The Management Committee shall ensure Tasmanian Bicycle Council Inc remains under the cover of an adequate public liability insurance policy and shall purchase whatever other insurance policies as are required to protect Tasmanian Bicycle Council Inc.

26. Sub-Committees

- 26.1.** The Management Committee may
- 26.1.1.** Appoint a sub-committee from the Management Committee.
- 26.1.2.** Prescribe the powers and functions of that sub-committee.
- 26.2.** The Management Committee may co-opt any person as a member of a sub-committee with voting rights, whether or not the person is a member of Tasmanian Bicycle Council Inc.

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- 26.3. A quorum at a meeting of a sub-committee is two appointed members.
- 26.4. The convenor of a sub-committee shall be appointed by the Management Committee.
- 26.5. Written notice of each sub-committee meeting is to be served on each member of the sub-committee by:
- 26.5.1. Delivering it at a reasonable time before the meeting or
 - 26.5.2. By sending it by post in a pre-paid envelope addressed to his or her usual or last-known address in time to reach him or her in due course of post before the date of the meeting or
 - 26.5.3. By sending it by electronic means to his or her usual or last-known email address in time to reach him or her before the date of the meeting.
27. **Executive Committee**
- 27.1. The Chair, the Deputy Chair, the Secretary and the Treasurer shall constitute the Executive Committee.
- 27.2. The Executive Committee may issue instructions to the Public Officer and the servants of Tasmanian Bicycle Council Inc on matters of urgency connected with the management of the affairs of Tasmanian Bicycle Council Inc during the period between meetings of the Management Committee.
- 27.3. The Executive Committee is to report on any instructions issued under Rule 28.2 to the next meeting of the Management Committee.
28. **Subscriptions**
- 28.1. The Management Committee shall set membership subscriptions at least 14 days before the start of the financial year of Tasmanian Bicycle Council Inc.
- 28.2. The annual subscription of a member is due and payable on or before the first day of the financial year of Tasmanian Bicycle Council Inc.
- 28.3. Differential subscriptions may be levied at the discretion of the Management Committee.
- 28.4. Subscriptions may be paid by instalments at the discretion of the Management Committee.
- 28.5. A member of Tasmanian Bicycle Council Inc shall be deemed financial until after the prescribed subscription is three months in arrears.
29. **Financial Year**
- 29.1. The financial year of Tasmanian Bicycle Council Inc is the period beginning on 1 July in one year and ending on 30 June in the next following year.
30. **Notices**
- 30.1. A notice may be served by or on behalf of Tasmanian Bicycle Council Inc on any member:
- 30.1.1. Personally; or
 - 30.1.2. By sending it through the post in a pre-paid envelope addressed to the member at his or her usual or last-known address; or
 - 30.1.3. By sending it by electronic means to his or her usual or last-known email address.
31. **Suspension or Expulsion of Members**
- 31.1. The Management Committee may suspend or expel a member from Tasmanian Bicycle Council Inc if, in the opinion of the Management Committee, the member is guilty of conduct detrimental to the interests of Tasmanian Bicycle Council Inc.

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- 31.2.** The suspension or expulsion of a member under Rule 32.1 does not take effect until whichever of the following is the later date:
- 31.2.1.** The expiration of 14 days after the service on the member of a notice under Rule 32.3.
 - 31.2.2.** If the member exercises his or her right of appeal under this rule, the conclusion of the special general meeting convened to hear the appeal.
- 31.3.** If the Management Committee suspends or expels a member from Tasmanian Bicycle Council Inc, the Public Officer of Tasmanian Bicycle Council Inc, without undue delay, is to cause to be served on the member a notice in writing:
- 31.3.1.** Stating that the Management Committee has suspended or expelled the member; and
 - 31.3.2.** Specifying the grounds for the suspension or expulsion; and
 - 31.3.3.** Informing the member of a right of appeal against the suspension or expulsion under Rule 33.

32. **Appeal against Suspension or Expulsion**

- 32.1.** A member may appeal against a suspension or expulsion under Rule 32 by delivering or sending by post to the Public Officer of Tasmanian Bicycle Council Inc, within 14 days after the service of a notice under Rule 32.3, a requisition in writing demanding the convening of a Special General Meeting for the purpose of hearing the appeal.
- 32.2.** On receipt of a requisition:
- 32.2.1.** The Public Officer is to immediately notify the Management Committee of its receipt; and
 - 32.2.2.** The Management Committee is to cause a Special General Meeting of members to be held within 21 days after the date on which the requisition is received.
- 32.3.** At a Special General Meeting convened for the purpose of this rule:
- 32.3.1.** No business other than the question of the suspension or expulsion is to be transacted; and
 - 32.3.2.** The Management Committee may place before the meeting details of the grounds of suspension or expulsion and the Management Committee's reason for the expulsion; and
 - 32.3.3.** The suspended or expelled member is to be given an opportunity to be heard; and
 - 32.3.4.** The members present are to vote by secret ballot on the question whether the suspension or expulsion should be lifted or confirmed.
- 32.4.** If at the Special General Meeting a majority of members present vote in favour of the lifting of the suspension or expulsion:
- 32.4.1.** The suspension or expulsion is taken to have been lifted; and
 - 32.4.2.** The suspended or expelled member is entitled to continue as a member of Tasmanian Bicycle Council Inc.
- 32.5.** If at a Special General Meeting a majority of members present vote in favour of the confirmation of the suspension or expulsion the suspension or expulsion takes effect.
- 32.6.** If a Special General Meeting confirms a suspension, the member, for the period of suspension, shall not participate in any activity of Tasmanian Bicycle Council Inc and shall have no voting rights at any meetings, and shall have no right of refund of his or her subscription.

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32.7. If a Special General Meeting confirms an expulsion, the expelled member ceases to be a member of Tasmanian Bicycle Council Inc.

33. Disputes

33.1. A dispute between a member of Tasmanian Bicycle Council Inc in the capacity as a member and Tasmanian Bicycle Council Inc is to be determined by arbitration in accordance with the provisions of the *Commercial Arbitration Act 1986*.

33.2. This rule does not affect the operation of Rules 32 and 33.

34. Seal

34.1. The seal of Tasmanian Bicycle Council Inc may take two forms:

34.1.1. A rubber stamp, inscribed with the name of Tasmanian Bicycle Council Inc encircling the word "Seal"; or

34.1.2. An electronic representation of the seal stored on computer disc and inserted on relevant documents that then may be printed with the seal included.

34.2. The seal of Tasmanian Bicycle Council Inc is not to be affixed to any instrument except by the authority of the Management Committee.

34.3. The affixing of the seal is to be attested by the signatures of:

34.3.1. Two members of the Management Committee; or

34.3.2. One member of the Management Committee and the Public Officer of Tasmanian Bicycle Council Inc or any other person the Management Committee may appoint for that purpose.

34.4. Attestation under Rule 35.3 is sufficient for all purposes that the seal was affixed by the authority of the Management Committee.

34.5. Any form of the seal is to remain in the custody of the Public Officer.

35. Dissolution

35.1. Tasmanian Bicycle Council Inc may be dissolved if:

35.1.1. A motion to this effect is carried by a general meeting after 14 days of notice of the proposed resolution has been given.

35.1.2. Financial membership is fewer than three members.

35.2. If Tasmanian Bicycle Council Inc is dissolved and all debts and liabilities have been satisfied, the interest in any remaining property or funds shall be transferred to or vested in some other organisation or institution having objects similar to those of Tasmanian Bicycle Council Inc.