

1. Name

The name of the group is *Canada Bay Bicycle User Group Inc.*, (referred to in these rules as 'BayBUG').

2. Definitions and Interpretation

(a) In these rules:

Director-General means the Director-General of the Department of Fair Trading.

financial year means:

- (i) a period of 12 months, or such other period (whether longer or shorter than 12 months) not exceeding 18 months as BayBUG (subject to rule 13) resolves, commencing on the date of incorporation of BayBUG, and
- (ii) each period of 12 months, or such other period (whether longer or shorter than 12 months) not exceeding 18 months as BayBUG (subject to rule 13) resolves, commencing at the expiration of the previous financial year of BayBUG.

special general meeting means a general meeting of BayBUG other than an annual general meeting.

the Act means the Associations Incorporation Act 1984.

the regulation means the Associations Incorporation Regulation 1999.

(b) In these rules:

- (i) a reference to a function includes a reference to a power, authority and duty;
- (ii) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty;
- (iii) references to the bicycle in these rules include tricycles and other similar human powered vehicles; and.
- (iv) "writing" includes e-mail.

(c) The provisions of the *Interpretation Act 1987* apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

3. Objects

The objects of BayBUG are the same as those of Bicycle New South Wales Inc. when the rules were adopted by BayBUG, but with special emphasis on the City of Canada Bay local government area.

Those objects are:

Comment [GJ1]: Page: 1
A result of this definition and rules 13(a) and (i) is that, assuming that the date of incorporation is in August 2004, that the first financial year would need to run to say November, to allow an agm in December 2004. It doesn't have to be that way – the model rule 23(1) would allow us to not have an agm in BayBUG's first calendar year – but why forgo that pleasure?

- (a) To promote the use of the bicycle for transport and recreation as a means to improve quality of life and protect the environment.
- (b) To promote education of bicyclists and other road users in the interest of road safety.
- (c) To advocate enforcement of the rights and obligations of bicyclists.
- (d) To advocate engineering and equipment appropriate for the use of bicyclists.

4. Structure

BayBUG will work to achieve its objects through small groups working as autonomously as possible on different tasks. These groups are *interest groups*. Each interest group must have a *convenor*. Convenors will try to establish objectives for the interest group, and co-ordinate the activities of its members. The convenors make up the *committee*. The committee will canvas for nominations and decide which member or members, will perform the roles of secretary, treasurer and public officer. There are no presidents or other office bearers.

People may also register to receive notice of BayBUG activities, without becoming a member of an interest group, or BayBUG.

5. Secretary

- (a) The secretary will try to coordinate the activities of the convenors.
- (b) If there is no person holding office as secretary, the public officer is the secretary until another person is appointed and takes up the duties.
- (c) It is the duty of the secretary to keep records of BayBUG’s business as set out in rule 14, Book keeping, and the register of the members of the committee described in rule 12(l).

6. Treasurer

It is the duty of the treasurer of BayBUG to ensure:

- (a) that all money due to BayBUG is collected and received and that all payments authorised by BayBUG are made, and
- (b) and to keep records of BayBUG’s financial affairs as set out in rule 14, Book keeping.

7. Public Officer

- (a) The public officer of BayBUG must, as soon as practicable after being appointed as public officer, lodge notice with the Director General of his or her address. The notice must be lodged within 14 days after the appointment, or a change of address, or a vacancy (in which case it is lodged by the committee).
- (b) If there is no person holding office as secretary, the public officer is the secretary until another person is appointed and takes up the duties.

Comment [GJ2]: Page: 2
This is required by section 25 of the Act.

- (c) Under section 21A of the Act BayBUG must keep a **register of the members of the committee**. It must be kept at the residential address of the public officer. In these rules the responsibility for maintaining the **register of the members of the committee** rests with the secretary. (So, if the secretary and public officer are different persons, the secretary will create and update the register and give it to the public officer). (See rule 12(1)).
- (d) If BayBUG ceases to exist, its last public officer must keep the **register of the members of the committee** for two years after it ceases to exist.
- (e) The **register of the members of the committee** may, at all reasonable hours, be inspected by any person, without payment of any fee.
- (f) Within one month of BayBUG's annual general meeting the public officer must lodge a form 12 Annual Statement with the Director General, including the statement of income and expenditure and assets and liabilities which was presented at the annual general meeting.

Comment [GJ3]: Page: 3
This is required by section 27(1)(d) of the Act.

8. Membership

- (a) **Eligibility.** Membership is open to all natural persons (other than Canada Bay local government councillors) who accept the objects and rules of BayBUG. Convenors of interest groups must be members of Bicycle New South Wales Inc.
- (b) **Membership at incorporation.** Consists of the persons who were the members of the unincorporated BayBUG immediately before the date of incorporation.
- (c) **Application.** A person wishing to become a member of BayBUG must apply to the committee through the secretary for membership. If the application specifies an interest group that the person wishes to join then it is also an application to join that interest group. The secretary may create a form of application. Applications received by e-mail must be verified by telephone or other personal contact. People wishing to receive notice of BayBUG activities may register with the secretary or newsletter convenor, but will not become BayBUG members.
- (d) **Determination.** The committee must determine whether or not to accept an application for membership of BayBUG and each interest group must determine whether or not to accept an application for membership of that interest group. Neither the committee nor the interest group need supply reasons for accepting or rejecting an application for membership. (But, for example, an interest group with limited objectives will not need many members.) As soon as possible after making a determination the committee and interest group must advise the secretary, and the secretary must advise the applicant, in writing, of the decision.
- (e) **Fees.** The BayBUG general meeting may determine what if any joining, annual or other fees are payable by applicants and members, their amounts, if the payment is a condition of membership, and when the fees must be paid. For an example, when an annual fee must be paid. As at the date of its incorporation the joining fee and annual fees are \$nil and there are no other fees. If a fee is a condition of membership then when the secretary advises that an application for membership has been accepted, the secretary must also request payment of the fee by the time determined by the general meeting.

- (f) **Date membership commences.** If the committee advises the secretary that an application for membership has been accepted and the applicant has paid any fees determined under rule (8)(e) to be a condition of membership by the determined time, then the secretary must enter the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of BayBUG.
- (g) **Register of members and interest groups.**
- (i) A register of members and interest groups must be kept by the BayBUG secretary based on information taken from accepted application forms and decisions of the committee and provided by interest group convenors and members. (**Note**, this register is private to BayBUG, but the separate register of committee members is a public register – see rules 7(c) and 12(l), which conform with section 21A of the Act.)
 - (ii) The register will show the name, date membership commenced (see rule 8(f)), address, e-mail address (if any) and telephone number of each member the interest groups that they have joined and if the member is a convenor of an interest group or is secretary, treasurer or public officer. It will list interest groups and their convenors in a separate table.
 - (iii) If a member of BayBUG ceases to be a member under rule 8(h), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.
 - (iv) The register of members must be kept at the principal place of administration (as arranged by the secretary (see rule 14(a)) and advised to the Director General by the public officer in the Application for Incorporation or form 12 Annual Statement) of BayBUG and must be open for inspection, free of charge, by any member of BayBUG at any reasonable hour.
 - (v) A member of BayBUG may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied or, if some other amount is determined by the committee, that other amount.
- (h) **Cessation.** Membership of BayBUG or an interest group ends on death, resignation (see rule 8(j)), expulsion, (see rule 10(a)), failure to pay a fee which is a condition of membership (see rule 8(e)) or if the committee or the convenor is unable to contact the member. In the case of interest groups membership may also end on lack of involvement in the work of the interest group, as determined by the convenor or the committee.
- (i) **Membership entitlements not transferable.** A right, privilege or obligation which a person has by reason of being a member of BayBUG:
- (i) is not capable of being transferred or transmitted to another person, and
 - (ii) terminates on cessation of the person's membership.
- (j) **Resignation.** A member of BayBUG is not entitled to resign that membership except in accordance with this rule. A member of BayBUG who has paid all amounts payable by the member to BayBUG in

respect of the member's membership may resign from membership of BayBUG by first giving to the secretary written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

9. Member's liability

The liability of a member of BayBUG to contribute towards the payment of the debts and liabilities of BayBUG or the costs, charges and expenses of the winding up of BayBUG is limited to the amount, if any, unpaid by the member in respect of membership of BayBUG as required by rule 8(e).

10. Disciplining of members

- (a) **Expulsion.** A member may be expelled from membership of BayBUG (or otherwise disciplined) by their interest group or the committee, if in the opinion of the interest group or the committee, (after affording the member an opportunity of offering an explanation of his/her conduct), the conduct is regarded as being detrimental to the interests of BayBUG.
- (b) **Appeal.** A member who wishes to appeal against a decision expelling or otherwise disciplining them may do so by notifying the secretary in writing that they wish the decision to be reviewed at the next general meeting of BayBUG.

11. Disputes between members

In the event of a dispute arising between members (in their capacity as members), or between a member and BayBUG, or a member and the committee or an interest group, the following procedure applies:

- (a) Each side of the dispute must exchange statements of the issues that are in dispute between them and nominate a representative who is not directly involved in the dispute. Those representatives must then attempt to settle the dispute by negotiation.
- (b) If the nominated representatives are unable to resolve the dispute within 14 days (or such other period as they may agree) the dispute and the existing or revised statements of issues must be referred to a person mutually agreed on for mediation, or if not agreed, under paragraph (c) below.
- (c) If the dispute is not resolved by the above procedures, it must be referred to a Community Justice Centre for mediation in accordance with the Community Justice Centres Act 1983.

12. Management - by interest group and committee

- (a) BayBUG's **affairs are controlled and managed** by its interest groups and committee. Interest groups and the committee must act in accordance the Act, the Regulation, these rules and with any resolution passed by a general meeting of BayBUG.
- (b) The interest group **convenors and the secretary will form the committee**. The committee:
 - (i) may exercise all such functions as may be exercised by BayBUG, other than those functions that are required by these rules to be exercised by a general meeting of members of BayBUG; and

- (ii) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of BayBUG. These powers include the delegation of functions to a member or group of members, provided the delegation is in writing, non-exclusive and revocable.
- (c) The BayBUG **committee will decide what interest groups are needed** and approve or reject interest group nominations for (and remove) convenors by majority decision.
- (d) Interest groups nominate their **choice of convenor** to the committee.
- (e) No member or interest group or member of the committee makes **statements on behalf of their interest group or BayBUG** without the agreement of a majority of their interest group or the committee. (Which may be in advance – for example, delegation of the task of preparing a report on a new road work.) (The principle is that all important statements will be widely considered.)
- (f) **The secretary and the convenors may be removed** by decision of the majority of all members. A convenor may be removed by decision of a majority of the members of his or her workgroup.
- (g) **The committee must meet** as often as necessary to conduct the business of BayBUG and not less than once in each year. **Notice of committee meetings** must be given at the previous committee meeting or by such other means as the committee may decide upon. **Additional meetings** of the committee may be convened by any two members of the committee.
- (h) A member of the committee **ceases to hold office** upon becoming a mentally incapacitated person, ceasing to be a member of BayBUG, resignation in writing; removal as a member of BayBUG; or as a convenor or absence from three successive committee meetings without approval by the committee.
- (i) **The quorum** for meetings of the committee is half the number of committee members (rounded up). The committee may function validly if its number is not reduced below the quorum. If within half an hour of the time appointed for a committee meeting a quorum is not present the meeting is dissolved. If committee numbers fall below 3 the remaining committee members may act only to appoint new committee members. A committee member appointed in this circumstance need not be a convenor or hold an office, and will retire as soon as a regularly appointed committee member is appointed.
- (j) **Questions arising** at any meeting of the committee must be decided by the majority of votes of those present. In case of an equality of votes, the person appointed to chair the meeting has a second or casting vote.
- (k) The secretary acts as **chairperson** at each committee meeting of BayBUG unless the committee determines otherwise.
- (l) The secretary must keep a **register of the members of the committee**. It must be kept at the residential address of the public officer. (So, if the secretary and public officer are different persons, the secretary will create and update the register and give it to the public officer). It must contain the following particulars:
 - (i) the names and residential addresses of each person who is a member of the committee;

- (ii) the date on which the person became a member of the committee; and
- (iii) such other particulars as may be prescribed by the Act or the regulation. (As at the date of incorporation, these were “the names of any members of the committee of the incorporated association who hold the positions (if any) of president, vice-president, secretary or treasurer of the incorporated association, (b) the date on which any such member was elected to such a position, (c) the date on which any such member ceased to hold such a position.” (regulation 21A)).
- (m) Changes in the membership of the committee must be recorded in the **register of the members of the committee** within one month of a change occurring.
- (n) If BayBUG ceases to exist, its last public officer must keep the **register of the members of the committee** for two years after it ceases to exist.
- (o) The **register of the members of the committee** may, at all reasonable hours, be inspected by any person, without payment of any fee.

13. General meetings

- (a) **An annual general meeting** of BayBUG must be held at least once in each calendar year, and within the period of 6 months after the expiration of each of its financial years. (See rule 13(i) below for the *first* annual general meeting, and rule 2 for *financial year*. Annual general meeting timings have effect subject to any extension or permission granted by the Director-General under section 26(3) of the Act.).
- (b) The committee may, whenever it thinks fit, **convene a general meeting** of BayBUG. A general meeting must be convened by the committee within 3 months of receiving a written request to do so from at least (if there are less than 20 members) 50% of the membership of BayBUG, or if there are more than 20 members, the greater of 10 and 5% of the membership of BayBUG.
- (c) At least **14 days’ notice of all general meetings** and notices of motion must be given to members by e-mail, personally (including by telephone) or by post. In the case of general meetings where a special resolution is to be proposed, notice of the resolution must be given to members at least 21 days before the meeting. Notice will be given if sent to an address (including an e-mail address) that appears in the register of members (even if it is returned undelivered).
- (d) In the case of the **annual general meeting**, the following business must be transacted:
 - (i) Confirmation of the minutes of the last annual general meeting and any recent special general meeting;
 - (ii) Receipt of the committee’s report upon the activities of BayBUG in the last year;
 - (iii) Any motion for the removal of the secretary and other members of the committee;
 - (iv) Any motion for the reinstatement of a member

Comment [GJ4]: Page: 7
A result of this rule and the definition in rule 2 of *financial year* and rule 13(i) is that, assuming that the date of incorporation is in August 2004, that the first financial year would need to run to say November, to allow an agm in December 2004. It doesn’t have to be that way – the model rule 23(1) would allow us to not have an agm in BayBUG’s first calendar year – but why forgo that pleasure?

- (v) Receipt and consideration of a statement from the committee which is not misleading and gives a true and fair view for the last financial year of BayBUG's:
 - (A) income and expenditure
 - (B) assets and liabilities
 - (C) mortgages, charges and other securities
 - (D) activities as the trustee of any trust, showing in respect of each trust that trust's income and expenditure, assets and liabilities, mortgages, charges and other securities.

- (e) **The quorum** for a general meeting is five members present in person. If within half an hour of the time appointed for a general meeting, a quorum is not present, the meeting must be dissolved. No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.

- (f) **Voting** is by a show of hands unless a secret ballot is demanded. Questions are decided by a simple majority vote of those members present, except for those matters which must be decided by special resolution where a three quarter majority is required or where these rules require that a decision be made by a "majority of all members", in which case the majority must be a majority of all members, whether present or not. A member has one vote only. All voting must be done personally, or by proxy (see rule 13(j)). In the case of an equality of votes the person appointed to chair the general meeting has a second or casting vote. A member or proxy is not entitled to vote at any general meeting of BayBUG unless all money due and payable by the member or proxy to BayBUG has been paid, other than the amount of the annual subscription payable in respect of the then current year.

- (g) Members who have **items of business** they wish considered at a general meeting must give written notice to the secretary. The secretary must include that business in the next notice calling a general meeting.

- (h) The secretary acts as **chairperson** at each general meeting of BayBUG unless the general meeting determines otherwise.

- (i) BayBUG must hold its **first annual general meeting**:
 - (i) within the period of 18 months after its incorporation under the Act, and
 - (ii) within the period of 6 months after the expiration of the first financial year of BayBUG.

- (j) **Proxy voting** is restricted in that:
 - (i) No member may hold more than 5 proxies.
 - (ii) A member's proxy must be another member appointed as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

- (iii) The notice appointing the proxy is to be in the form attached to these rules.
- (k) **Adjournment** of a general meeting may occur as follows.
 - (i) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at 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.
 - (ii) If a general meeting is adjourned for 14 days or more, the secretary must give notice by e-mail, personally (including by telephone) or by post of the adjourned meeting to each member of BayBUG stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
 - (iii) Except as provided in rules (i) and (ii), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

14. Book keeping

- (a) The **secretary** shall ensure that **records** of the business of BayBUG are kept. These records must be available for inspection by any member and are held in the custody of the secretary. They include:
 - (i) the rules;
 - (ii) registers of members and interest groups maintained under rule 8(g) and the register of the members of the committee described under rule 12(1);
 - (iii) minutes of all proceedings at all general and committee meetings;
 - (iv) all appointments of office bearers and members of the committee;
 - (v) the names of members of the committee present at a committee meeting or a general meeting;
and
 - (vi) and a file of correspondence.
- (b) The **treasurer** must ensure that all **money** received by BayBUG is paid into an account in BayBUG's name. Payments must be made through a petty cash system or by cheque signed by two signatories authorised by the committee. Major or unusual expenditures must be authorised in advance by the committee or a general meeting. Receipts must be issued for money's received. Receipts need not be issued, nor accounting records made for donated time and services.
- (c) The **treasurer** must ensure that **books and accounts** are kept showing correctly the financial affairs of BayBUG, including full details of all receipts and expenditure connected with the activities of BayBUG. These records must be available for inspection by any member and must be held in the custody of the treasurer.

15. Special resolutions

- (a) A special resolution needs to be passed by a general meeting of BayBUG to effect the following changes:
 - (i) A change of BayBUG's name;
 - (ii) A change of BayBUG's rules;
 - (iii) A change of BayBUG's objects;
 - (iv) An amalgamation with another group;
 - (v) To voluntarily wind up BayBUG; or
 - (vi) To apply for registration as a company or a co-operative
- (b) A special resolution is passed in the following manner:
 - (i) A notice is sent to all members and the President of Bicycle New South Wales Incorporated advising that a general meeting is to be held to consider a special resolution;
 - (ii) The notice must give details of the proposed special resolution and give at least 21 days' notice of the meeting;
 - (iii) A quorum must be present at the meeting; and
 - (iv) At least three-quarters of those present must vote in favour of the resolution;

16. Miscellaneous

- (a) The **funds** of BayBUG may be derived from the fees of members, donations, grants and such other sources approved by BayBUG.
- (b) If BayBUG is **wound up** or otherwise ceases to exist or if it has its incorporation cancelled, any surplus funds from a Bicycle New South Wales Inc grant must be returned to Bicycle New South Wales Inc.
- (c) BayBUG must comply with the **Bicycle New South Wales Local User Group guidelines**.
- (d) **Service of documents** on BayBUG is effected by serving them on the secretary or by serving them personally on two members of the committee.
- (e) **Notices sent by post or by electronic transmission** are taken to have been received two days after the date of posting or transmission to the last recorded address, e-mail postal address, fax number, or other electronic address.

- (f) The **income and property** of BayBUG must be used only for promotion of the objects of BayBUG and cannot be paid or transferred to members by way of dividend, bonus or profit.
- (g) BayBUG has **no common seal**. Documents signed by authorised representatives of the committee are as effective as if signed under common seal.

Form of appointment of proxy (rule 13(j))

I,.....of.....
(full name) (address)

being a member of **Canada Bay Bicycle User Group Inc. (BayBUG)**

hereby appoint of.....
(full name of proxy) (address)

being a member of BayBUG, as my proxy to vote for me on my behalf at the general meeting of BayBUG
(annual general meeting or special general meeting, as the case may be) to be held on the

.....day of.....
(month and year)

and at any adjournment of that meeting.

* (inserted if desired) My proxy is authorised to vote in favour of/against (delete as appropriate) the
resolution (insert details).

.....
Signature of member appointing proxy

Date.....

NOTE: A proxy vote may not be given to a person who is not a member of **Canada Bay Bicycle User
Group Inc.** See rule 13(j)(ii).