



# Pedal Power ACT Rules

Proposed to replace all existing rules at the 2005 AGM

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## Preliminary

### The Name

1. The name of the organisation is Pedal Power ACT Incorporated.
2. The organisation also may be referred to as Pedal Power.

### Interpretation and definitions

3. Except as provided in this clause, these rules are to be interpreted by reference to the *Legislation Act 2001* and, where necessary, to the *Associations Incorporation Act 1991* (ACT).
4. In these rules, unless the contrary intention appears:
  - 4.1. 'the Act' means the Associations Incorporation Act 1991 (ACT)
  - 4.2. 'AGM' means Pedal Power's annual general meeting
  - 4.3. 'member' has the meaning given in rule 15
  - 4.4. 'objectives' means the objectives of Pedal Power established by these rules
  - 4.5. 'Pedal Power' means the organisation established under these rules
  - 4.6. 'Registrar' means the person holding this office under the Act
  - 4.7. 'special resolution' means a resolution passed at a special general meeting.
5. Part and clause titles, the table of contents and the index are not part of the text of these rules and may not be used in their interpretation.
6. At each AGM Pedal Power is to appoint a Public Officer, and:
  - 6.1. the Public Officer must be a resident of the ACT and must be eighteen years of age or more
  - 6.2. a retiring Public Officer and former Public Officers are not excluded from eligibility for appointment
  - 6.3. in addition to carrying out any duties conferred on the Public Officer by these rules, the Public Officer is also to perform any statutory duties required by or under the Act.
7. Pedal Power is to hold and store securely a common seal.
8. The seal may be applied only to a document that requires the seal to be applied, and with the authority of the Council.
9. A document to which the seal is applied, must be signed by either the President or Secretary and by the Public Officer. If the Public Officer is not available, then the Council may designate another person to sign that document only.

## Objectives, purpose and powers

### Objectives and purpose

10. The purpose of Pedal Power is to promote the safe and convenient use of bicycles and other pedal powered vehicles. More specifically, the objectives of Pedal Power are to:
  - 10.1. run recreational bicycle rides and events
  - 10.2. promote membership of Pedal Power
  - 10.3. provide member services
  - 10.4. educate the community about the health, environmental and economic advantages of cycling as a form of recreation and a means of transport
  - 10.5. provide advocacy for cycling services and facilities
  - 10.6. maintain direction as an organisation.

### Powers

11. Pedal Power may do all things permitted at law and by these rules that are necessary or helpful to pursue Pedal Power's objectives.
12. Pedal Power's powers, subject in particular to the provisions of these rules relating to financial management, include powers to:
  - 12.1. arrange, promote, conduct and direct recreational bicycle rides, events and social activities
  - 12.2. make statements or representations, or implement action in pursuit of the objectives
  - 12.3. publish material to promote the objectives
  - 12.4. initiate projects, or make arrangements or co-operate with other organisations concerned with or related to the objectives
  - 12.5. undertake fund raising activities and raise funds by subscription, sponsorship, donation, interest, investments or other forms of income
  - 12.6. engage contractors or staff to perform tasks as directed by the Council
  - 12.7. manage the investment and expenditure of Pedal Power's funds
  - 12.8. make or accept gifts, grants, subscriptions or donations for purposes consistent with the objectives
  - 12.9. provide services that are consistent with the objectives
  - 12.10. make contracts connected with any services and facilities Pedal Power provides or receives
  - 12.11. affiliate with the Bicycle Federation of Australia and other bodies that promote the objectives, and to participate in their work
  - 12.12. choose representatives and delegates for purposes consistent with the objectives
  - 12.13. establish sub-committees and teams that are convenient from time to time

- 12.14. maintain a library and like facilities for members and permitted visitors
- 12.15. arrange insurance for members
- 12.16. obtain from any government authority, body or person any grant, rights, privileges and concessions
- 12.17. buy, sell, supply and deal in goods of all kinds
- 12.18. purchase, lease, hire or otherwise acquire or deal with any property that may be necessary or convenient for the objectives
- 12.19. construct, maintain and alter buildings, and undertake works necessary, or convenient for Pedal Power's objectives or purposes
- 12.20. borrow and raise money in any manner and on terms that the Council considers appropriate or as approved or directed by the members in a general meeting and secure the repayment of money so raised or borrowed or the payment of any other debt
- 12.21. invest any moneys not immediately required by Pedal Power in any way that the Council considers appropriate, subject to the provisions of the *Trustee Act 1957* (ACT)
- 12.22. establish and support, or to help establish or support, any other association or other body formed for objectives related or similar to the objectives of Pedal Power
- 12.23. do anything else that is lawful and incidental or conducive to attaining Pedal Power objects and purposes.

## Character of operations

- 13. The operations of Pedal Power must at all times be undertaken in a manner that is conducive to the inclusion of all members in the work and decision-making of Pedal Power.
- 14. The Council of Pedal Power must place high importance on keeping members informed of the work and activities of Pedal Power and of the issues it is addressing. It may do this by regular publication of its work and activities in a journal, at informal members meetings, by electronic means or in any other way it considers appropriate.

## Membership

### General membership

- 15. In the rules relating to membership, unless the contrary intention appears:
  - 15.1. 'household' means up to two adults, with any number of children up to 18 years old, or up to 4 adults, all living at the same address
  - 15.2. 'household member' means a member of a household that has joined Pedal Power
  - 15.3. 'corporate member' means a government body or agency, educational or research institution, company, partnership, business owner or another association incorporated under the Act
  - 15.4. 'member' or 'members' means a member or members of Pedal Power and includes a household member for all purposes except the rules dealing with voting.
- 16. An applicant for membership of Pedal Power is to complete an application for membership and pay any joining fee and the current annual membership fee.
- 17. An applicant becomes a member of Pedal Power once Pedal Power receives the annual membership fee, and any joining fee, and the applicant's name is entered on the register of members.
- 18. Upon becoming a member, the member agrees to abide by the provisions of these rules, and any policies and procedures formulated under these rules. (Note: see rule 103.)
- 19. A member may resign at any time by sending a written notice of resignation to the registered office of Pedal Power.
- 20. A member who resigns under rule 19 ceases to be a member when his or her name is removed from the register of members.
- 21. Subject to rules 27 and 28 a member shall cease to be a member if he or she does not renew membership and pay the annual membership fee within 3 months of it falling due.
- 22. The rights, privileges and obligations of membership are not transferable.
- 23. Pedal Power or a member shall not bear any responsibility for the safety or well being of any member.
- 24. Every member engages in any Pedal Power activity entirely at his or her own risk.

### Household membership

- 25. A household may join Pedal Power, and if it does:
  - 25.1. the household is to complete one membership application form and pay the annual household membership fee and any joining fee
  - 25.2. the name of each member of a household that joins Pedal Power is to be entered on the register of members
  - 25.3. only one member of that household may vote at any Pedal Power meeting.
- 26. Rule 25 does not prevent members of a household from individually joining Pedal Power and voting as individual members.

### **Honorary life membership**

27. The Council may appoint a person who has rendered special service to Pedal Power or who has made a special contribution to the advancement of cycling to honorary life membership of Pedal Power. This appointment carries all rights, privileges and obligations of individual membership, without the payment of any membership fees.

### **Honorary membership**

28. The Council may admit as an honorary member any person of whom it approves for a period that it determines, up to 12 months. This appointment carries all rights, privileges and obligations of individual membership, without the payment of any membership fees.

### **Corporate membership**

29. A corporate member has only one vote, and may vote on resolutions and at elections.

### **Register of members**

30. Pedal Power must keep a register of the names of members.  
31. The register is to be kept at the office of Pedal Power (or if Pedal Power has no office, at a place nominated by the Council).

### **Membership fees and members' liabilities**

32. The annual membership fee, and any joining fee, may be set at a meeting of the Council.  
33. Different membership fees may be fixed for different classes of membership.  
34. The annual membership fee, and any joining fee of a new member initially is for a period of one year from the date the member's name is entered on the register of members and each subsequent annual membership fee covers subsequent periods of one year.  
35. The liability of a member to contribute towards the payment of Pedal Power's debts and liabilities or the costs, charges and expenses of its winding up is limited to the amount (if any) unpaid by the member in relation to membership, unless the debt etc has been incurred through the unauthorised action of that member

## **Discipline**

### **Discipline of members**

36. Pedal Power may use the following for the discipline of a member or members:
- (1) Subject to these Rules, if the Council is of the opinion that a member has refused or neglected to comply with these Rules, or has persistently and willfully acted in a manner prejudicial to the interests of Pedal Power, the Council may by resolution-
    - (a) suspend that member from membership of Pedal Power for a specified period; or
    - (b) expel that member from Pedal Power.
  - (2) A resolution of the Council under sub-rule (1) does not take effect unless-
    - (a) at a meeting held in accordance with sub-rule (3), the Council confirms the resolution; and
    - (b) if the member exercises a right of appeal to Pedal Power under this rule, Pedal Power confirms the resolution in accordance with this rule.
  - (3) A meeting of the Council to confirm or revoke a resolution passed under sub-rule (1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub-rule (4).
  - (4) For the purposes of giving notice in accordance with sub-rule (3), the Secretary (or another member of the Executive nominated by the Executive) must, as soon as practicable, cause to be given to the member a written notice-
    - (a) setting out the resolution of the Council and the grounds on which it is based; and
    - (b) stating that the member, or his or her representative, may address the Council at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
    - (c) stating the date, place and time of that meeting; and
    - (d) informing the member that he or she may do one or both of the following-
      - (i) attend that meeting;
      - (ii) give to the Council before the date of that meeting a written statement seeking the revocation of the resolution;
    - (e) informing the member that, if at that meeting, the Council confirms the resolution, he or she may not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to Pedal Power in general meeting against the resolution.
  - (5) At a meeting of the Council to confirm or revoke a resolution passed under sub-rule (1), the Council must-
    - (a) give the member, or his or her representative, an opportunity to be heard; and
    - (b) give due consideration to any written statement submitted by the member; and
    - (c) determine by resolution whether to confirm or to revoke the resolution.
  - (6) If at the meeting of the Council, the Council confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to Pedal Power in general meeting against the resolution.
  - (7) If the Secretary receives a notice under sub-rule (6), he or she must notify the Council and the Council must convene a general meeting of the Association to be held within 21 days after the date on which the Secretary

received the notice.

(8) At a general meeting of Pedal Power convened under sub-rule (7)-

(a) no business other than the question of the appeal may be conducted; and

(b) the Council may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and

(c) the member, or his or her representative, must be given an opportunity to be heard; and

(d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.

(9) A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

## **Administrative arrangements**

### **Structure**

37. The Council comprises:

37.1. the following Officers: President, up to two Vice Presidents, Secretary, and Treasurer; and

37.2. up to five other members of Pedal Power.

38. The role of Council is to be responsible to the members for the management of Pedal Power.

39. The Executive comprises the Officers and an Executive Officer who may be appointed to manage the affairs of Pedal Power.

40. The role of the Executive is to be responsible to the Council and through it to the members for the management of Pedal Power's day-to-day business.

41. Council and Executive members (and not necessarily the Executive Officer) must be financial members of Pedal Power.

42. Council may exercise all the powers and functions that Pedal Power may exercise, other than those powers and functions that these rules require general meetings of the members to exercise.

43. Council may delegate to the Executive or to any of its members any Council powers and functions that Council considers necessary for the proper conduct and management of Pedal Power's business and affairs.

44. Council may rescind any delegation made under rule 43.

45. The Executive may exercise any of the powers and functions that Council delegates to it, but must report on its action to the next Council meeting.

46. The President and Secretary are ex-officio members of all sub-committees and teams.

### **Tenure**

47. A member may not hold the office of President for more than three consecutive years.

## **Elections**

### **Officers and Council**

48. The Officers and other Council members are to be elected at the AGM.

49. Notification of the election is to be circulated to all members with the notice of the AGM.

50. Nominations for the election of the Officers and other Council members are:

50.1. to be in writing and signed by two financial Pedal Power members and

50.2. be accompanied by the written consent of the candidate

50.3. to reach the Secretary before the date of the AGM.

51. The person chairing the AGM may accept nominations at the AGM.

### **Voting**

52. In any election:

52.1. proxies that comply with rule 66 are permitted

52.2. each member is to have one vote, and the chairperson may exercise a casting vote. (Note: see rules 25 and 26 on the voting powers of household members)

### **Casual vacancies**

53. A casual vacancy arises when an officer or a member of the Council:

53.1. dies

53.2. resigns in writing

53.3. fails to attend three consecutive meetings without tendering an apology

53.4. ceases to be a member of Pedal Power, or

53.5. votes as a member of the Council on any contract in which he or she is financially interested.

54. The Council may appoint a member to fill any casual vacancy in any office or on the Council, and the member so appointed is to continue in office until the next AGM.

## **Meetings**

### **Ordinary general meetings**

55. Pedal Power need not hold ordinary general meetings. (Note: see rule 14 on keeping members informed and rule 75 on members' participation in Council meetings.)

#### **Annual general meetings**

56. Pedal Power is to hold an annual general meeting each year not later than three months after the close of Pedal Power's financial year.
57. Notice is to be given in writing to all members at least 21 days prior to the date of the meeting, advising of the agenda items, and the time and place of the meeting.
58. The following documents must be presented at the AGM:
  - 58.1. the audited statement of the previous year's accounts
  - 58.2. a copy of the auditor's report to Pedal Power for the previous year
  - 58.3. a report signed by two members of the Council stating:
    - 58.3.1. the name of each member of the Council during the previous year
    - 58.3.2. the changes if any on the membership of the Council in the previous year
    - 58.3.3. the principal activities of Pedal Power during the previous year
    - 58.3.4. any significant change which occurred in those activities in the previous year
    - 58.3.5. a statement of net profit and loss.

#### **Special general meetings**

59. Where an issue of importance cannot be resolved at a Council meeting, or the Council determines it is in the particular interests of the members, a special general meeting is to be convened to deal with it.
60. A special general meeting, stating the business of the meeting, may be called by:
  - 60.1. the President, or
  - 60.2. any three members of the Council, or
  - 60.3. any ten members of Pedal Power.
61. Special general meetings are to be notified in the same way as AGMs. (Note; see rule 57.)
62. Only business of which notice has been given in the notification of the meeting may be dealt with at a special general meeting.

#### **General meetings: Conduct and procedure**

63. The quorum for the Annual General meetings or Special General meeting is 10 members of Pedal Power.
64. At any general meeting the chairperson has a substantive vote and also has a casting vote.
65. The Executive Officer cannot vote on any resolution at any meeting.
66. All voting shall be given personally or by proxy but no member may hold more than five proxies. (Note: see rules 25 and 26 on the voting powers of household members.) Each member may appoint another member as proxy provided;
  - 66.1. the proxy is in the form as determined from time to time by the Council
  - 66.2. a proxy is received by Pedal Power 2 days before a meeting; or is given to the person chairing the meeting before the meeting, or as the first item of business at that meeting.
67. An annual general meeting, a special meeting or a general meeting may be adjourned by simple majority of those present and voting.
68. Notification of the date, time and place of the resumed meeting is to be given in writing to all members of Pedal Power at least fourteen days prior to the date on which the adjourned meeting will be resumed.
69. Written notification of the date, time and place of the resumed meeting need not be given if the resumed meeting is to be held at the same date, time and place of the next scheduled Council meeting of Pedal Power.

#### **Council and Executive: Quorum and procedure**

70. The Council is to meet at least six times during the year.
71. The President, or any three Council members, may convene additional Council meetings, provided reasonable notice is given to all Council members.
72. At any meeting of the Council a quorum is five of its members.
73. The President, or in his or her absence, a Vice President is to chair meetings. In the absence of the President and any Vice President, the meeting shall elect a chairperson.
74. Each Council member present at a Council meeting has one vote, with the chairperson having a casting vote if required.
75. Members of Pedal Power may attend meetings of the Council, propose agenda items and speak to those items, however only members of the Council may vote.
76. Having regard for the informality of Council meetings, the procedure to be followed is to be determined from time to time by the Council.
77. A Council member who is financially interested in any contract or arrangement made or proposed by Pedal Power must disclose that interest to the Council at the earliest opportunity and cannot vote on questions related to that contract or arrangement.
78. The Executive is to meet as and when required.
79. The President, or any other two Executive members, may convene additional Executive meetings, provided reasonable notice is given to all Executive members.

80. At any meeting of the Executive a quorum is three of its voting members.
81. The President, or in his or her absence, a Vice-President, is to chair meetings. In the absence of the President and a Vice-President, the meeting shall elect a chairperson.
82. Each Executive member (other than the Executive Officer) present at an Executive meeting, has one vote, with the chairperson having the casting vote.
83. The Executive may invite Council members or other members to attend and participate in its meetings.
84. The Executive determines its own procedures.
85. All decisions of the Executive are to be reported to the next Council meeting.

## **Finance**

### **Finance and banking**

86. The financial year of Pedal Power runs from 1 January to 31 December in the one year.
87. The Treasurer is responsible for the maintenance of financial records and:
  - 87.1. receipt of all moneys paid to Pedal Power
  - 87.2. issuing official receipts; and
  - 87.3. the deposit, as soon as possible after receipt, of all moneys into the account Pedal Power holds with a bank or other financial institution.
88. Payments by Pedal Power may be made electronically or by cheque, or in cash (up to \$100) so that the transactions can be traced and accounted for.
89. All of Pedal Power's payments must be:
  - 89.1. authorised by the Treasurer or, in his or her absence, by another Council member that Council nominates for that purpose; and
  - 89.2. co-authorised by any other officer, or the Executive Officer.

### **Source of income and expenditure restrictions**

90. Pedal Power must only derive income from, annual membership fees, entrance fees, event fees, donations and any other sources that Council decides, subject to the Act, (Section 114); and must only:
  - 90.1. pursue any form of fundraising or income generation,
  - 90.2. make any form of investment or deposit, with a financial institution,
  - 90.3. accept bequests or gifts, in any form, if no conditions are attached, and
  - 90.4. make gifts, grants, subscriptions or donations
 for purposes which are consistent with Pedal Power's objectives and powers set out in these rules.

### **Payments to members**

91. The assets and income of Pedal Power must be applied exclusively to the promotion of its objectives and no portion is to be paid or distributed directly or indirectly to the members except as proper remuneration for services rendered or expenses incurred on Pedal Power's behalf.
92. Pedal Power may pay a member for services actually rendered or for goods supplied, but must not pay a Council member for their service as an Officer or Council member.
93. Pedal Power may pay a member:
  - 93.1. interest, at the prevailing average rate payable by banks, for monies lent to Pedal Power by the member
  - 93.2. a reasonable and proper amount of rent for premises let to Pedal Power by the member.

## **Accounts**

### **Annual Accounts**

94. The Council must ensure that an annual statement is prepared setting out:
  - 94.1. an income and expenditure statement for the year past
  - 94.2. a statement of the assets and liabilities of Pedal Power at the end of the previous financial year
  - 94.3. any mortgages or securities affecting any property of Pedal Power
  - 94.4. any trust established or operated by Pedal Power.
95. The annual statement may in addition contain such further information as the Treasurer or the Council consider desirable or as a general meeting directs.

### **Audit**

96. An auditor appointed by the Council must audit the accounts and financial records of Pedal Power at least annually.
97. The auditor must not be a member or a person who helped prepare the accounts.
98. The auditor's report on Pedal Power's accounts is to certify as to their correctness, and is to state whether:
  - 98.1. all information required has been given to the auditor
  - 98.2. in the auditor's opinion, the accounts are properly drawn up so as to show a true and fair view of Pedal Power's financial position according to the available information and explanations given and
  - 98.3. the rules of Pedal Power have been observed.

## **Alteration of rules**

### **Notice of proposed change**

99. Proposed changes to these rules can be considered at any general meeting whether annual, or special, provided due notice has been given. (Note: see rule 57.)
100. If a member or group of members opposing the proposed change so requests, a statement of the reasons for their opposition must likewise be circulated.

### **Discussion and voting**

101. Any member of Pedal Power may speak to the proposed rule change at the meeting at which it is considered.
102. A rule change is passed if carried by two thirds of the members present and voting.

## **Policies and procedures**

### **Role and content**

103. Pedal Power may formulate:
  - 103.1. policies on cycling and other issues, and
  - 103.2. procedures for carrying out its operations or that otherwise relate to the implementation of matters provided for in these rules.
104. The role of policies and procedures is to provide an orderly way for Pedal Power to proceed with its business from year to year, and to keep track of decisions made, stances taken, or procedures established or utilised, which may be helpful in future years.
105. Policies and procedures must not be inconsistent with these rules, but if they are, the provision of the rules prevails over an inconsistent provision in a policy or procedure.

### **Adoption, amendment and revocation**

106. Policies and procedures may be adopted, changed or revoked:
  - 106.1. in the case of policies, by simple majority at a Special General Meeting called for the purpose or the Annual General Meeting with due notice, and the substance of the proposal must be circulated to all members, and
  - 106.2. in the case of procedures, by simple majority at any Council meeting but notice and the substance of the proposal, must be circulated to all Council members at least seven days before the meeting.

## **Concluding provisions**

### **Lodgment of annual returns**

107. The Public Officer must lodge with the Registrar within three months of the start of each financial year, or whatever period may be stipulated by the Act, detailed statements relating to:
  108. the audited statement of Pedal Power's accounts
    - 108.1. a copy of the auditor's report
    - 108.2. a statement signed by two members of the Council certifying that the preparation, auditing and presentation of accounts to the AGM complied with the requirements of the Act.

### **Custody and inspection of records**

109. The Council is to provide for the safe custody of all books and other records of Pedal Power, and to safely hold records for any applicable statutory requirement.
110. Any member may inspect any record unless inspection would create a conflict of interest or a breach of privacy, in which case the member will be provided with a written explanation from the Council of the reason access was not provided.
111. A request from Pedal Power's auditor or Public Officer, or from the Registrar, must be met.

### **Service of Notices**

112. For these rules, a notice may be served by or on behalf of Pedal Power on any member either personally or by sending it by post to the member at the member's address shown in the register of members.
113. If a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document is taken for these rules, unless the contrary is proved, to have been served on the person at the time when the letter would have been delivered in the ordinary course of post.

### **Winding up**

114. Pedal Power may be wound up voluntarily by the members of Pedal Power resolving by special resolution that this happen.
115. Any property remaining after meeting the debts and liabilities of Pedal Power, and paying the costs of winding up, is to be disposed of in accordance with the requirements of the Act at that time and paid to an organisation (or organisations) which has similar objects to Pedal Power and which has rules prohibiting the distribution of its assets and income to its members.