

# Pedal Power ACT Inc.

ABN: 98 440 716 832

## Rules

As adopted at Annual General Meeting 26 February 2013

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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 rule 4, 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' means a member or members of Pedal Power, classes of which may be determined by the Board pursuant to rule 13.
  - 4.4 'Pedal Power' means the organisation established under these rules
  - 4.5 'purpose' means the purpose of Pedal Power specified in rule 10
  - 4.6 'Register of Members' means a record (either electronic or hard copy) of members' names, most recent fee payment dates and amounts paid and may include other information regarding a member that is collected by Pedal Power from time to time
  - 4.7 'Registrar General' means the person holding this office under the Act
  - 4.8 'special resolution' means a resolution passed at a special general meeting
5. Part 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.

## Purpose and powers

### Purpose

7. The purpose of Pedal Power is to advance the health and wellbeing of our community through the promotion of the safe and convenient use of bicycles and other pedal powered vehicles.

### Powers

8. Subject to the provisions of these rules relating to financial management, Pedal Power may do all things permitted by law and by these rules that are necessary or helpful to pursue Pedal Power's purpose.

### Character of operations

9. 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.

## Membership

### General membership

10. The Board of Pedal Power may, from time to time, determine the classes, types and periods of membership and the membership fee for each class.
11. An applicant for membership of Pedal Power is to complete an application for membership and pay the current applicable membership fee.
12. An applicant becomes a member of Pedal Power once Pedal Power receives the applicable membership fee, and any joining fee, and the applicant's name is entered on the Register of Members.
13. Upon becoming a member, the member agrees to abide by the provisions of these rules, and any policies formulated under these rules. The member may vote on resolutions and at elections so long as the member is 18 years of age or over.
14. A member may resign at any time by writing to Pedal Power's current postal or membership email address.
15. A member who resigns under rule 14 ceases to be a member when his or her name is removed from the Register of Members.
16. Subject to rules 25 and 26 a member shall cease to be a member if he or she does not renew membership and pay the applicable membership fee.
17. The rights, privileges and obligations of membership are not transferable.
18. Pedal Power or a member shall not bear any responsibility for the safety or wellbeing of any member.
19. Every member engages in any Pedal Power activity entirely at his or her own risk.

### Honorary life membership

20. The Board may appoint to honorary life membership of Pedal Power any 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 for the duration of that person's life, unless the person resigns or is subject to rule 30.1.

### Honorary membership

21. The Board may admit as an honorary member of Pedal Power 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 for the determined period, unless the person resigns or is subject to rule 30.1.

### Corporate membership

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

### Register of members

23. Pedal Power must keep the Register of Members.
24. The Register of Members may be kept electronically or in hard copy and is to be kept securely at the office of Pedal Power (or if Pedal Power has no office, at a place nominated by the Board).
  - 24.1 The Register of Members can be accessed by authorised staff and by members on application as required by law.

## Membership fees and members' liabilities

25. The rate of membership fee for each class of members, may be set at a meeting of the Board.
26. Different membership fees may be fixed for different classes of membership.
27. For each annual membership, the annual membership 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. The Board may from time to time allow multi-year payments for membership. For any other period of membership, the applicable membership is for the period specified on the application for membership and membership commences from the date the member's name is entered on the Register of Members.
28. 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.

## Dispute Resolution

### Disputes between members or with Pedal Power

29. A Member (the Complainant) may notify the President in writing of a dispute with another Member or Members or with Pedal Power.
  - 29.1 Subject to 29.2, the President will attempt to settle the dispute to the satisfaction of the Complainant in a timely way.
  - 29.2 The President will delegate settlement of the dispute to another member of the Board or to the CEO if the President is:
    - a) the Member or one of the Members with whom the Complainant is in dispute
    - b) aware of a perceived or real conflict of interest relating to the dispute
    - c) unavailable within a reasonable timeframe to deal with the dispute.
  - 29.3 If the President is able to settle the dispute, the President will take any actions necessary to give effect to settling the dispute, including notifying parties to the dispute of the outcome, and will report to the next Board meeting on its resolution with an appropriate record of the dispute resolution.
  - 29.4 If the President is unable to settle the dispute, an impartial sub-committee of members will consider the complaint and make a resolution in settlement of the dispute.
    - a) a standing list of members will be kept by Pedal Power from which a sub-committee of no less than three impartial members with no conflict of interest can be formed to consider the complaint
    - b) the sub-committee will give the members involved in the dispute, or their representatives, an opportunity to be heard and will give due consideration to any written material submitted by the members before making its resolution.
  - 29.5 The Complainant, and other parties if relevant, will be informed in writing of the resolution of the sub-committee and its reasons as soon as practicable.
  - 29.6 The Complainant and other members involved must be informed of a right to give notice within seven days to the Secretary that he or she wishes to appeal the resolution to the Board.
  - 29.7 A resolution under 29.4 does not take effect unless –
    - a) the Complainant does not exercise a right of appeal to Pedal Power; or
    - b) the Complainant does exercise a right of appeal to Pedal Power under this rule, and the Board considers the appeal and upholds the resolution; and
    - c) the Board confirms the resolution.

29.8 The Board must, as soon as practicable after the Complainant has been notified of the resolution and the right of appeal, if exercised, has been considered:

- a) consider the resolution;
- b) confirm, vary or revoke it; and
- c) inform the parties involved of its decision and reasons.

29.9 After informing the parties of its decision the Board may take or authorise any actions necessary to give effect to its decision.

Note: The Act prevents Pedal Power from taking disciplinary action against the Complainant or his or her representative in relation to the matter which is the subject of the dispute resolution procedure until that procedure has been completed.

## Discipline of members

30. Pedal Power may use the following for the discipline of a member or members:

30.1 Subject to these rules, if the Board is of the opinion that a member has refused or neglected to comply with these rules, or has persistently and wilfully acted in a manner prejudicial to the interests of Pedal Power, the Board may by resolution –

- (a) suspend that member from membership of Pedal Power for a specified period; or
- (b) expel that member from Pedal Power; or
- (c) remove that member from office.

30.2 A resolution of the Board under sub-rule (1) does not take effect unless –

- (a) at a meeting held in accordance with sub-rule (3), the Board 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.

30.3 A meeting of the Board 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).

30.4 For the purposes of giving notice in accordance with sub-rule (3), the Secretary (or another member of the Board) must, as soon as practicable, cause to be given to the member a written notice –

- (a) setting out the resolution of the Board and the grounds on which it is based; and
- (b) stating that the member, or his or her representative, may address the Board 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 Board before the date of that meeting written material seeking the revocation of the resolution;
- (e) informing the member that, if at that meeting, the Board 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 a general meeting against the resolution.

30.5 At a meeting of the Board to confirm or revoke a resolution passed under sub-rule (1), the Board 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.

30.6 If at the meeting of the Board, the Board 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.

30.7 If the Secretary receives a notice under sub-rule (6), he or she must notify the Board and the Board must convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.

30.8 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 Board 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.

30.9 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

31. The Board comprises:

31.1 until the 2021 AGM, the Board members who are Board members as at the conclusion of the 2020 AGM;

31.2 from the 2021 AGM up to six Members and up to two other persons, who may or may not be members, if co-opted by the Board at a Board meeting.

32. The role of the Board is:

32.1 to set strategic objectives and policy direction of Pedal Power;

32.2 to provide sound governance of and leadership for Pedal Power; and

32.3 to oversee Pedal Power business operations, including through prudent financial and risk management.

33. The Board may appoint a Chief Executive Officer to be responsible to the Board and through it to the members for the management of Pedal Power day-to-day business and affairs.

34. The Officers and the Chief Executive Officer may consult with each other on management issues.

35. The Board (but not necessarily the Chief Executive Officer nor the Board members co-opted in accordance with rule 31.2) must be financial members of Pedal Power.

36. The Board 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.

37. Delegation to the Chief Executive Officer or to a Board member

37.1 The Board may delegate to the Chief Executive Officer or to any Board member any Board powers and functions that the Board considers necessary for the proper conduct and management of Pedal Power's business and affairs.

37.2 The provisions of rules 40.3 to 40.7 apply to delegations made under this rule as if they referred to the Chief Executive Officer or to the Board member to whom the powers and functions are delegated.

38. Board may rescind any delegation made under rule 37.

39. The Chief Executive Officer may exercise any of the powers and functions that the Board delegates to her or him, and must report on that action to the next Board meeting.

40. The Board may provide for Board subcommittees, other committees and teams as follows:

40.1 The Board may form and dissolve, and set the composition and terms of reference for Board subcommittees, other committees and teams to perform functions consistent with Pedal Power's purpose.

40.2 The President may elect to be an ex-officio member of any Board subcommittee, other committee or team or may nominate an alternate Board member to be an ex-officio member.

- 40.3 The Board may, in writing, delegate to a Board subcommittee and other committees and teams the exercise of the Board functions that are specified in the instrument, other than this power of delegation; and a function that is a function imposed on the Board by the Act, by any other Territory law, or by resolution of Pedal Power in general meeting.
- 40.4 A function, the exercise of which has been delegated under rule 40.3 may, while the delegation remains unrevoked, be exercised from time to time by the relevant Board subcommittee, other committee or team in accordance with the terms of the delegation.
- 40.5 A rule 40 delegation may be made subject to any conditions or limitations about the exercise of any function, or about time or circumstances, that may be specified in the instrument of delegation.
- 40.6 Despite any rule 40 delegation being made, the Board may continue to exercise any function delegated.
- 40.7 Any act or thing a Board subcommittee, other committee or team does or suffers, acting in the exercise of a delegation given to it has the same force and effect as it would have if it had been done or suffered by the Board.
- 40.8 The Board may, in writing, revoke wholly or in part any rule 40 delegation.
- 40.9 A Board subcommittee, other committee or team may meet and adjourn as it considers appropriate and in accordance with its delegation.

## Tenure

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

## Elections

### Officers and Board

42. Election of the Board and appointment of Officers
  - 42.1 Subject to rule 42.2, Members will elect two Board members at each AGM for a term of three years.
  - 42.2 At the 2021 AGM, the Members will elect two Board members to serve a term of one year; two Board members to serve a term of two years; and two Board members to serve a term of three years.
  - 42.3 Following the election of Board members at the AGM, the Members are to elect one of the elected Board members as President for a term of one year.
  - 42.4 At the first Board meeting after the AGM the Board will appoint from among its members the following officers: Secretary and Treasurer.
  - 42.5 Where a person elected under rule 42.1 has ceased to be a Board member in the 12 months preceding an AGM and whose term would not have otherwise expired at that AGM, then Members at the AGM will elect a replacement Board member for the remainder of the term of the person who has ceased to be a Board member.
43. Notification of the election is to be circulated to all members with the notice of the AGM.
44. Nominations for the election to the Board are:
  - 44.1 to be in writing and signed by two financial Pedal Power members;
  - 44.2 be accompanied by the written consent of the candidate and include the candidate's written commitment to adhere to the Board Charter and Pedal Power policies;
  - 44.3 to reach the Secretary before the date of the AGM;
  - 44.4 only to be received from members who are on the Register of Members; and
  - 44.5 the person chairing the AGM may accept nominations, if required, at the AGM.



## Election of Officers

### 45. Election of Officers:

- 45.1 At the first meeting of the Board following each AGM, the Board may, by secret ballot, elect from its members the Officers specified in rule 31.1 for a term of one year, with the exception of the President, who will have been elected at each AGM.
- 45.2 Nominations for Officers will be taken prior to the ballot, and each nominee will have an opportunity to address the Board prior to the ballot.
- 45.3 Subject to rule 41, there is no limit on the number of terms that each Officer may serve.
- 45.4 Subject to rule 30, the Board may, during the term, remove from office any of the Officers elected in accordance with rule 42.4 and replace them, by election, with an alternative member of the Board.

## Voting

### 46. In any election:

- 46.1 proxies that comply with rule 60 are permitted
- 46.2 each member is to have one vote (subject to rule 13), and the chairperson may exercise a casting vote.

## Casual vacancies

### 47. A casual vacancy arises when an insufficient number of Board members are elected at an AGM, or where an officer or a member of the Board:

- 47.1 dies
- 47.2 resigns in writing
- 47.3 fails to attend three consecutive meetings without tendering an apology
- 47.4 is removed from office under rule 48.1
- 47.5 ceases to be a member of Pedal Power, or
- 47.6 votes as a member of the Board on any contract in which he or she is financially interested.

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

- 48.1 Subject to rule 30 the members in general meeting may by resolution, subject to the Act, remove any member of the Board before the end of the member's term of office.

## Meetings

### Ordinary general meetings

### 49. Pedal Power need not hold ordinary general meetings. (Note: see rule 9 on keeping members informed and rule 69 on members' participation in Board meetings.)

### Annual general meetings

- 50. 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.
- 51. Notice is to be given 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. (Note: see rule 95 on giving notice.)
- 52. The following documents must be presented at the AGM:
  - 52.1 the audited statement of the previous year's accounts

- 52.2 a copy of the auditor's report to Pedal Power for the previous year
- 52.3 a report signed by two members of the Board stating:
  - (a) the name of each member of the Board during the previous year
  - (b) the changes, if any, of the membership of the Board in the previous year
  - (c) the principal activities of Pedal Power during the previous year
  - (d) any significant change which occurred in those activities in the previous year
  - (e) a statement of net profit and loss.

### Special general meetings

- 53. Where an issue of importance cannot be resolved at a Board meeting, or the Board determines it is in the particular interests of the members, a special general meeting is to be convened to deal with it.
- 54. A special general meeting, stating the business of the meeting, may be called by:
  - 54.1 the President, or
  - 54.2 any three members of the Board, or
  - 54.3 any ten members of Pedal Power.
- 55. Special general meetings are to be notified in the same way as AGMs. (Note: see rule 51.)
- 56. 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

- 57. The quorum for the Annual General meetings or Special General meeting is 10 members of Pedal Power.
- 58. At any general meeting the chairperson has a substantive vote and also has a casting vote.
- 59. The Chief Executive Officer cannot vote on any resolution at any meeting.
- 60. All voting shall be given personally or by proxy. Each member may appoint another member as proxy provided:
  - 60.1 the proxy is in the form as determined from time to time by the Board (which may be an electronic or paper-based form); and
  - 60.2 a proxy is received by Pedal Power two 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.
- 61. An annual general meeting, a special meeting or a general meeting may be adjourned by simple majority of those present and voting.
- 62. Notification of the date, time and place of the resumed meeting is to be given to all members of Pedal Power at least fourteen days prior to the date on which the adjourned meeting will be resumed. (Note: see rule 95 on giving notice)
- 63. 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 Board meeting of Pedal Power.

### Board: quorum and procedure

- 64. The Board is to meet at least six times during the year.
- 65. The President, or any three Board members, may convene additional Board meetings, provided reasonable notice is given to all Board members.
- 66. At any meeting of the Board a quorum is four of its members.
- 67. The President is to chair meetings. In the absence of the President, the meeting shall elect a chairperson.
- 68. Each Board member present at a Board meeting has one vote, with the chairperson having a casting vote if required.

69. Members of Pedal Power may make a request to attend a meeting of the Board, propose agenda items and speak to those items, however only members of the Board may vote.
70. Having regard for the informality of Board meetings, the procedure to be followed is to be determined from time to time by the Board and may include provision for electronic voting, where appropriate and where not inconsistent with the Act.
71. A Board member who is financially interested in any contract or arrangement made or proposed by Pedal Power must disclose that interest to the Board at the earliest opportunity and cannot vote on questions related to that contract or arrangement.

## Finance

### Finance and banking

72. The financial year of Pedal Power runs from 1 January to 31 December in the one year.
73. The Treasurer has overall responsibility to the Board for Pedal Power's finances, while the Chief Executive Officer is accountable to the Board through the Treasurer for:
  - 73.1 the day-to-day management of finances;
  - 73.2 receipt of all moneys paid to Pedal Power;
  - 73.3 issuing official receipts;
  - 73.4 the deposit, as soon as possible after receipt, of all moneys into the account Pedal Power holds with a bank or other financial institution; and
  - 73.5 the maintenance of financial records.
74. 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.
75. All of Pedal Power's payments must be:
  - 75.1 authorised by the Chief Executive Officer or, in his or her absence, by the Treasurer or another Officer if the Treasurer also is absent; and
  - 75.2 co-authorised by the Treasurer, or by any other Board member if an Officer authorised the payment.

### Source of Income

76. Pedal Power may derive income from annual membership fees, entrance fees, event fees, government grants, donations and any other sources that Board decides, subject to the Act, (Section 114) for purposes which are consistent with these rules.

### Payments to members

77. The assets and income of Pedal Power must be applied exclusively to the promotion of its purpose 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.
78. Pedal Power may pay a member for services actually rendered or for goods supplied but must not pay a Board member for their service as an Officer or Board member.
79. Pedal Power may pay a member:
  - 79.1 interest, at the prevailing average rate payable by banks, for monies lent to Pedal Power by the member;
  - 79.2 a reasonable and proper amount of rent for premises let to Pedal Power by the member.

## Accounts

### Annual accounts

80. The Board must ensure that an annual statement is prepared setting out:
  - 80.1 an income and expenditure statement for the year past;
  - 80.2 a statement of the assets and liabilities of Pedal Power at the end of the previous financial year;
  - 80.3 any mortgages or securities affecting any property of Pedal Power;
  - 80.4 any trust established or operated by Pedal Power.
81. The annual statement may in addition contain such further information as the Treasurer or the Board consider desirable or as a general meeting directs.

### Audit

82. An auditor appointed by the Board must audit the accounts and financial records of Pedal Power at least annually.
83. The auditor must not be a member or a person who helped prepare the accounts.
84. The auditor's report on Pedal Power's accounts is to certify as to their correctness, and is to state whether:
  - 84.1 all information required has been given to the auditor;
  - 84.2 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
  - 84.3 the rules of Pedal Power have been observed.

## Alteration of rules

### Notice of proposed change

85. 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 51.)
86. 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

87. Any member of Pedal Power may speak to the proposed rule change at the meeting at which it is considered.
88. A rule change is passed if carried by three quarters of the members present and voting or voting by proxy.

## Policies

### Role and content

89. The Board may formulate policies that are consistent with these rules and the purpose.
90. Policies must not be inconsistent with these rules, but if they are, the provision of the rules prevails over an inconsistent provision in a policy.

## Concluding provisions

### Lodgement of annual returns

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

### Custody and inspection of records

92. The Board 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.
93. 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 Board of the reason access was not provided.
94. A request from Pedal Power's auditor or Public Officer, or from the Registrar General, must be met.

### Service of notices

95. For these rules, a notice may be served or circulated by or on behalf of Pedal Power on any member either personally or by sending it by email or post to the member at the member's email address or mailing address shown in the register of members.
96. If a document or notice is sent by email to the email address recorded in the register of members, or if it is sent by post to the address recorded in the register of members, the document or notice is taken for these rules, unless the contrary is proved, to have been served on the person at the end of the second business day after the document or notice was sent.

### Winding up

97. Pedal Power may be wound up voluntarily by the members of Pedal Power resolving by special resolution that this happen.
98. 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