

# Rules of Australian Time Trials Association Incorporated

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### 1. Name of Association

The name of the association is Australian Time Trials Association Incorporated.

### 2. Definitions

(1) In these rules:

**Act** means the *Associations Incorporation Act 2015*;

**AGM** means a meeting convened under rule 10;

**ATTA** means the association referred to in rule 1;

**committee** means the committee provided for in rule 7;

**financial year** means a period beginning on 1 July in a year and ending on 30 June in the next year;

**general meeting** means an AGM or a meeting convened under rule 10, 11;

**member** means member of ATTA under rule 4;

**membership fee** means the annual membership fee set under rule 5 (1) (a) ;

**President** means the person holding or acting in the office referred to in rule 7 (2) (a) .

(2) For these rules, a member attends a meeting by **remote communication** if the member is in audio contact (whether by telephone or any other means of instantaneous communications) with each other member attending the meeting.

### 3. Objects of Association

(1) The primary object of ATTA is to advance, promote and encourage the sport of cycling time trials.

(2) A secondary object of ATTA is to advance, promote and encourage cycling generally

(3) The property and income of ATTA:

- (a) must be applied solely towards the promotion of its objects set out in subrule (1) or (2); and
- (b) must not be paid or otherwise distributed, directly or indirectly, to a member other than in good faith in the promotion of those objects.

#### 4. Membership

- (1) Membership of ATTA is open to all persons.
- (2) There are 3 categories of membership:
  - (a) adult – being individuals over 18 years of age;
  - (b) junior – being individuals under 18 years of age;
  - (c) corporate – being incorporated bodies.
- (3) An application for membership may be made:
  - (a) in writing in a form determined by the committee; or
  - (b) electronically through ATTA's website.

A person becomes a member when the committee has received and accepted both the applicant's application and payment of the membership fee for the current year.

- (5) A member remains a member for any year for which the member has paid the membership fee.
- (6) However, a member's membership ceases if:
  - (a) the member resigns by written notice to the committee; or
  - (b) the member's membership is cancelled under rule 6.

#### 5. Membership fee

- (1) The committee may, from time to time, fix the amount of:
  - (a) annual membership fees; and
  - (b) race entry fees.
- (2) Different fees may be fixed for different classes of persons.
- (3) A reduced membership fee may be fixed for a member who joins part of the way through a year.
- (4) The committee may reduce or waive a fee otherwise payable by a person if the committee thinks fit.

#### 6. Cancellation of membership

- (1) There are **grounds for cancellation** of a member's membership if the member:
  - (a) fails to comply with the Race Rules made under rule 20; or
  - (b) behaves in a manner that is detrimental to ATTA's interests; or
  - (c) behaves in a manner that brings the sport of cycling into disrepute.
- (2) The committee may cancel a member's membership if the committee is satisfied that there are grounds for cancellation of the membership.
- (3) The committee must not cancel a member's membership without first giving the member a reasonable opportunity to make a submission to the committee as to why the member's membership should not be cancelled.
- (4) The committee must give notice of the cancellation to the member.
- (5) A person whose membership has been cancelled cannot again become a member without the approval of the committee or the members at a general meeting.

#### 7. Committee of management

- (1) The affairs of ATTA are to be managed by a committee formed under this rule.
- (2) The committee consists of:

- (a) a President; and
  - (b) at least 5 other persons.
- (3) The committee members are to be elected by the members at an AGM.
  - (4) A person is eligible to be elected if he or she is an adult member and consents to being elected.
  - (5) A committee member holds office from the end of the AGM at which he or she is elected until the end of the following AGM.
  - (6) The committee may appoint another committee member to act as President during any period when the person holding that office is unable to perform his or her duties.
  - (7) A person acting under subrule (6) may exercise all of the powers and duties of the President.
  - (8) The duties imposed by these rules on the committee are to be exercised by such committee members as the committee determines from time to time.

## 8. Committee vacancies

- (1) A person ceases to be committee member before the expiry of his or her term of office if the person:
  - (a) resigns by written notice to the committee; or
  - (b) ceases to be an ATTA member; or
  - (c) fails to attend 3 consecutive committee meetings without offering apologies on a ground acceptable to the committee; or
  - (d) is convicted of an offence under the Act; or
  - (e) is incapacitated by mental or physical ill-health from properly performing his or her duties as a committee member; or
  - (f) dies.
- (2) If a committee member vacates office under subrule (1), the committee may appoint another adult member to fill the vacancy.
- (3) The committee must appoint another member under subrule (2) if the number of committee members would otherwise fall below 6.
- (4) If the vacating member was the President, the committee must elect another of the committee members to be President.

## 9. Committee meetings

- (1) The committee is to meet from time to time when necessary or desirable for the conduct of business.
- (2) The President
  - (a) may convene a committee meeting at any time; and
  - (b) must convene a committee meeting if requested by 2 committee members to do so.
- (3) At least 4 committee meetings must be held in each year.
- (4) A committee member may attend a meeting in person or by remote communication.
- (5) At a committee meeting 4 committee members constitutes a quorum.
- (6) A committee meeting is to be presided over by the President, or in his or her absence another committee member elected by the committee members present at the meeting.
- (7) At a committee meeting each committee member has a deliberative vote, and if there is an equality of votes the presiding member has a casting vote.
- (8) The committee must cause minutes to be taken of a committee meeting.
- (9) Minutes of a committee meeting that are checked and signed by the person presiding at the meeting are taken to be an accurate record of the meeting unless the contrary is proved.
- (10) Subject to the Act and these rules, the committee is to determine its own procedure.

## 10. Annual general meeting

- (1) The President must convene an annual general meeting every year within the time allowed under the Act.
- (2) At an AGM following the end of a financial year the following business must be dealt with:
  - (a) consideration of the minutes of the previous AGM;
  - (b) presentation and consideration of the President's annual report for the year;
  - (c) presentation and consideration of ATTA's accounts for the year;
  - (d) election of committee members;
  - (e) any other business.

## 11. Other general meetings

- (1) A meeting of members may be convened by the President at any time.
- (2) The President must convene a meeting of the members:
  - (a) when required by the committee; or
  - (b) within 30 days of receipt by the President of a request under subrule (3).
- (3) A request for a meeting to be convened under subrule (2)(b) must:
  - (a) be made in writing; and
  - (b) be signed by at least 5% of members; and
  - (c) set out:
    - (i) the reason why the meeting is requested; and
    - (ii) the terms of any resolution to be voted on at the meeting.
- (4) If a meeting is not convened in the time required under subrule (2)(b), the members requesting the meeting may themselves convene the meeting.
- (5) If a meeting is convened under subrule (4) ATTA must pay the reasonable expenses of convening and holding the meeting.

## 12. Notice of meetings

- (1) The committee must give every adult member:
  - (a) at least 30 days notice of an AGM; or
  - (b) at least 10 days notice of any other general meeting.
- (2) The notice must set out:
  - (a) where and when the meeting is to be held; and
  - (b) the matters to be considered at the meeting; and
  - (c) if a resolution to be voted on at the meeting is required by the Act to be passed by special resolution – notice of that fact; and
  - (d) if the meeting is convened under rule 11 (2) (b) or (4) :
    - (i) the names of the members requesting the meeting; and
    - (ii) the reason for the meeting referred to in rule 11 (3) (c) (i) .
- (3) Notice of a meeting is taken to have been given to a member if:
  - (a) the notice is published on ATTA's website; and
  - (b) advice of that publication is sent to the member at the last email or postal address or telephone number given to ATTA by the member.

## 13. Quorum for general meetings

- (1) At a general meeting 10 adult members constitutes a quorum.

- (2) If a quorum is not present within 30 minutes after the time specified for the meeting, the meeting lapses.
- (3) A general meeting is to be presided over by the President, or in his or her absence another adult member elected by the members present at the meeting.
- (4) Subject to the Act, at a general meeting a vote is to be conducted by show of hands plus the counting of proxy votes.

#### 14. Attendance and voting at general meetings

- (1) A person may attend a general meeting in person or by remote communication.
- (2) Every member may attend and speak at a general meeting.
- (3) A corporate member may be represented by an individual nominated by the corporate member by notice given to the person presiding at the meeting.
- (4) At a general meeting:
  - (a) every adult member is entitled to a deliberative vote; and
  - (b) if there is a equality of votes, the person presiding at the meeting has a casting vote.
- (5) An adult member may appoint another member as his or her proxy to vote on the member's behalf.
- (6) A proxy must exercise the appointor's vote in accordance with any instruction given by the appointor, or if no instruction is given, as the proxy thinks fit.
- (7) Notice of the appointment of a proxy must be given to the committee before the commencement of the meeting.

#### 15. Meeting procedures

- (1) Subject to the Act and these rules, the procedure at a general meeting is to be determined by the person presiding at the meeting.
- (2) The committee must cause minutes to be taken of a general meeting.
- (3) Minutes of a general meeting that are checked and signed by the person presiding at the meeting are taken to be an accurate record of the meeting unless the contrary is proved.

#### 16. Common seal of Association

- (1) ATTA must have a common seal on which its name appears in legible characters.
- (2) The common seal must not be used without the express authority of the committee.
- (3) The affixing of the common seal must be witnessed by the President and one other committee member.
- (4) The common seal must be kept in safe custody by the committee.

#### 17. Property and income

- (1) The property and income of ATTA:
  - (a) must be applied solely towards the promotion of its objects set out in rule 3; and
  - (b) must not be paid or otherwise distributed, directly or indirectly, to a member other than in good faith in the promotion of those objects.
- (2) All ATTA's property is to be kept in the location and manner determined by the committee.
- (3) All ATTA's money not required for day-to-day use must be kept in an account or accounts at a bank or other financial institution as determined by the committee.
- (4) ATTA's property and income is to be used only in the manner determined by the committee.
- (5) ATTA's money may be expended by such committee members as the committee determines.
- (6) The committee must keep accurate and up-to-date records of all of ATTA's income and expenditure.

- (7) Except for the provision for reimbursement of out-of-pocket expenses as provided for in the Act, no payment can be made to a committee member out of ATTA funds unless authorised by a resolution of ATTA.

## 18. Records and documents

- (1) The committee must ensure that required records are maintained and kept as required by the Act and assign the responsibility of such to one or more of its members.
- (2) Subject to the Act, required records may be kept:
- (a) in paper, electronic or any other form as the committee determines; and
  - (b) in locations as the committee determines.
- (3) If records are kept electronically, a backup of those records must also be maintained in a secure location.
- (4) A member may inspect the required records at any reasonable time without charge.
- (5) On request, the committee must provide a member with a copy of, or extract from, the required records without charge.
- (6) In this rule:

**required records** means all registers, documents and other records that ATTA is required by the Act or these rules to maintain or keep.

### Note

The records required under the Act include:

- the membership register required under section 53;
- the accounting records required under section 66;
- a copy of these rules as required under section 35;
- a record of committee members required under section 58.

## 19. Notices

- (1) Subject to the Act, a notice required to be given to ATTA or the committee may be given by posting it to ATTA at the email or postal address provided on the ATTA website.
- (2) Subject to the Act, a notice required to be given by ATTA or the committee to a member may be given:
- (a) to the member in person;
  - (b) by posting it to the member at the member's address on the register of members; or
  - (c) if the member has provided an email address to ATTA – by emailing it to the member at that email address.

## 20. Race rules

- (1) The committee may make rules (the **Race Rules**) to govern the conduct of races conducted by ATTA.
- (2) The Race Rules may deal with all matters necessary or convenient to be dealt with for the conduct of races.
- (3) Without limiting subrule (2), the Race Rules may deal with:
- (a) participation in races;
  - (b) conduct of races;
  - (c) behaviour of participants;
  - (d) equipment;
  - (e) prizes and awards;
  - (f) doping and drug use;
  - (g) health and safety of participants;
  - (h) consequences of failure to comply with the Race Rules.

- (4) The committee must publish the Race Rules on ATTA's website.
- (5) The committee may amend the Race Rules at any time.

## 21. Amendment of rules

These rules may be amended or replaced in the manner provided in the Act, by a Special Resolution passed by a majority of 75% of members present or by proxy and entitled to vote at a General meeting of the Association.

## 22. Distribution of surplus property on winding up

On a winding up of ATTA, or the cancellation of its incorporation, any surplus property is to be given to another incorporated association or for charitable purposes as determined by the committee and provided for by the Act.

## 23. The Grievance Procedure

- (1) Notwithstanding the provisions of Rule 6, the procedure set out in this Rule (the grievance procedure) applies to disputes –
  - (a) between members; or
  - (b) between one or more members and ATTA
- (2) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.
- (3) If the parties to a dispute are unable to resolve the dispute between themselves within 14 days any party to the dispute may start the grievance procedure by giving notice to the committee of
  - (a) the parties to the dispute; and
  - (b) the matters that are the subject of the dispute.
- (4) Within 30 days after the committee is given the notice, a committee meeting must be convened to consider and determine the dispute and notice given to all parties to the dispute at least 7 days before the meeting is held so that the party, or the party's representative, may attend the meeting.
- (5) At the meeting reasonable opportunity must be given to make written or oral (or both) submissions to the committee about the dispute.
- (6) The committee must give each party to the dispute written notice of the committee's determination, and the reasons for the determination, within 7 days after the committee meeting at which the determination is made.
- (7) If the dispute is between one or more members and ATTA and any party to the dispute gives notice that the party does not agree to the dispute being determined by the committee and requests the appointment of a mediator, the committee must not determine the dispute.
- (8) The mediator must be a person chosen by agreement between the parties to the dispute.
  - (a) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
  - (b) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
  - (c) In conducting the mediation, the mediator must –  
give each party to the mediation every opportunity to be heard; and  
allow each party to the mediation to give due consideration to any written statement given by another party;  
and  
ensure that natural justice is given to the parties to the mediation throughout the mediation process.
  - (d) The mediator cannot determine the matter that is the subject of the mediation.

(e) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

(9) Appeals. A party to the dispute may, within 14 days after receiving notice of the committee's determination under subrule (6), give written notice to the committee requesting the appointment of a mediator.

(10) Disputes under subrule (1)(b) may be considered at a General meeting called under rule 11.

(11) If mediation takes place because a member whose membership is suspended or who is expelled from ATTA gives notice under subrule 9 and as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked, that revocation does not affect the validity of any decision made at a committee meeting or general meeting during the period of suspension or expulsion.