

BICYCLE VICTORIA

Proposed New Constitution

EXPLANATORY MEMORANDUM

SPECIAL RESOLUTION 1: FORMAL CHANGE OF NAME

Bicycle Victoria (BV) is an incorporated association registered under the Victorian *Associations Incorporation Act 1981* (the Act). The official name of the association under which it originally incorporated in 1986 is Bicycle Institute of Victoria Incorporated. However, for many years the organisation has carried out most of its activities under the name Bicycle Victoria, and it is by that name that BV is almost universally known. It is now proposed to regularise the situation by changing the legal name of the association to Bicycle Victoria Incorporated.

SPECIAL RESOLUTION 2: ADOPTION OF NEW CONSTITUTION

The current BV constitution was adopted in August 1987. It has been amended in a piecemeal fashion from time to time over the years. The constitution is written in traditional legal language. Some of its provisions do not reflect the way in which BV operates in practice. The Council therefore decided to update the constitution, and to rewrite it in a way that would be more accessible to members, the Council and staff.

The new constitution has been prepared by a lawyer who specialises in not-for-profit organisations like BV. It is written in plain language, with a logical structure that includes a table of contents and a comprehensive index.

The principal changes made by the new constitution are as follows:

The Organisation

- The name has been changed to Bicycle Victoria Incorporated (see explanation above).
- The purposes of the association have been simplified into the single purpose of More People Cycling More Often, reflecting our well-recognised motto.
- The not-for-profit status of BV has been strengthened by prohibiting all payments to Board members, other than reimbursement of legitimate expenses.

The Members

- The definition of family membership has been revised to ensure the constitution reflects the definition of family member in our members' personal accident insurance policy.
- A new grievance procedure for resolving internal disputes has been included, as required by the Act.
- It will no longer be necessary to call a general meeting to confirm the expulsion of a member who has breached the constitution or acted prejudicially to the association.
- In future, general meetings of members will be able to be held at more than one place simultaneously, using technology such as web or videoconferencing.
- In this new context, the current provision that permits members at general meetings to exercise up to 10 proxy votes on behalf of members who are not present (in addition to their own vote) has been deleted, in order to encourage personal participation in meetings, including the capability for remote attendance.
- The quorum for special business at general meetings has been increased from 20 members to 1% of members, to reflect the considerable increase in membership of BV since the constitution was first adopted.

The Board

- The clauses dealing with the election of Board members have been rewritten to further clarify the way our elections are currently conducted.
- All Board members will in future be required to comply with a rigorous code of conduct.
- In addition, there will be mandatory training programs and performance review for all Board members.
- The name of the committee of management of the association has been changed from Council to Board, to reflect the current role of that body and the significant legal responsibilities of its members.
- The Board will be required to delegate the day-to-day management of the organisation to the CEO in accordance with current corporate best practice.
- The Treasurer and Secretary office-bearer positions have been abolished. The Treasurer position has been replaced by a formal Audit Committee of the Board, while the Secretary's responsibilities will effectively be undertaken by the CEO.
- The title of the senior employee of the organisation has been changed from General Manager to Chief Executive Officer.

An information night where you can ask Council and our legal adviser about the new constitution will be held at 7.00 pm on Wednesday 26 October 2005 at Bicycle Victoria. All interested members are very welcome to attend.