

Bicycle Queensland – Rules Sub-Committee Recommendations

Sub-Committee Process

The Rules Sub-Committee of Bicycle Queensland was constituted by the management committee on 15 February 2007. Subsequently the sub-committee has had a number of formal and informal meetings and discussions regarding the various issues relevant to a revision of the Association's rules. The starting point has been both the existing rules, and the rules put forward for consideration at the special general meeting held on 6 December 2006 ("the proposed rules").

The sub-committee recognises the right of members of the association to have input into the formulation of the new rules, and to that end, has actively sought the views of all the members of the association:

- The views of members has been sought via the BQ web site since March 2007. The sub-committee recognises that a similar step was taken by the previous management committee for about 6 months during 2006.
- A meeting was convened on 12 July 2007 seeking the views of all members.

The sub-committee has considered all suggestions in its deliberations.

The more significant issues considered and the sub-committee's recommendations are as follows.

Membership Records

The present rules require the management committee to keep a register of names and residential addresses of all persons admitted to membership of the association and the dates of their admission as members. The register must be open for inspection at all reasonable times by any member who applies to the secretary to inspect the register. The previous management committee, acting upon legal advice, provided a copy of the register to persons applying for inspection.

This sub-committee recognises that there are competing policy considerations at stake here. Firstly, there may be a legitimate situation where a member may wish to canvass

other members of the association in relation to some serious issue affecting the association. On the other hand, there are privacy issues involved with giving out a person's details to someone who applies to inspect the register.

The Model Rules under the Association Incorporation Act 1981 were amended in March 2007. As the amendments are so recent, they are instructive as to what is regarded as the norm. The sub-committee does not recommend that they be followed precisely but regards them as a useful starting point.

The sub-committee recommends :-

1. The register must include the following particulars for each member—
 - a. the full name of the member;
 - b. the class of membership including whether the member is entitled to vote if financial
 - c. (at the option of the member) the postal or residential address of the member;
 - d. the date of admission as a member;
 - e. the date of death or time of resignation of the member;
 - f. details about the termination or reinstatement of membership;
 - g. whether or the member has paid the annual subscription
2. that the membership register be available for inspection by members at reasonable times.
3. that a member be entitled to a copy of the membership register but the member should pay the reasonable cost of providing him or her with the copy.
4. if a member does not wish personal details to be supplied and declares that he or she has good reason that his or her particulars should not be available to other members, then the member's name only should be supplied to members wishing to inspect the register
5. a member who inspects the register or takes a copy thereof should not be permitted to use that information for commercial, political or religious purposes, nor should he or she provide that information to any other person who may wish to use it for those purposes without the approval of the association. Nothing in this restriction is intended to hinder members from communicating with each other about matters to do with the association or its objects.

The sub-committee agreed that a member should not be required to state or justify the reason for the restriction on access to his or her particulars and that it should be entirely the member's subjective decision. On the other hand the sub-committee recognises that membership of the association voluntary and that, if it is to be run democratically, the ability for members to contact other members must be preserved. The subcommittee recommends that, as a matter of policy, the decision not to make particulars available

must not be one which is made as simple as ticking an option box on an application form. A member wishing not to make his or her particulars available should be required to request or complete a separate declaration form.

Chairperson's Casting Vote

The proposed rules provide that in the case of an equality of votes at an annual general meeting or a meeting of the management committee, the chair may have a casting vote as well as a primary vote. The sub-committee recognises that situations where this may arise are likely to be extremely rare. Nevertheless, a casting vote by the chair may obviate difficulties which may arise in those circumstances.

Staggered Term of Office for Committee

The sub-committee recognised that staggered terms for office holders fosters stability. Having said that, it is desirable that the association should be able to renew itself. Some mechanism should be put in place to ensure that there should be a rotation of committee members and an opportunity for enthusiastic new persons to play an active role and make a positive contribution to the association. The sub-committee considers that this is best achieved by a democratic and open election process open to all.

Number of Members Required to call Special General Meeting

Under the present rules, a special general meeting may be called by nine members. With an association of more than five thousand members, it is presently possible for a very small group to call a special general meeting which is quite expensive (taking account of postage and other expenses associated with notifying members of the meeting) and quite disruptive to the good management of the association.

On the other hand, it is desirable for members to be given the power to call a special general meeting in special circumstances when the issue to be discussed was sufficiently important. Any member may raise any issue for discussion at the annual general meeting, without the need to call a special general meeting. Hence, the need for a special general meeting should only arise if the situation is urgent and requires attention before an annual general meeting is convened.

The proposal that a certain percentage of members may convene a special general meeting has merit, but because the number of members changes constantly, it would be necessary to fix the percentage by reference to the number of members at a particular time.

In these circumstances, the sub-committee proposes that the minimum number of persons required to call a special general meeting should be 1% of the total number of members eligible to vote as published in the most recent annual report. The rules must require the publication of that number each year.

Time within which a Special General Meeting is to be called

As discussed above, a special general meeting should only be called if there is a serious and urgent issue which needs to be addressed. The sub-committee thought that in certain circumstances, the time within which a meeting should be called might be very short, whilst in other circumstances, the appropriate time might be longer.

There are two periods here. Firstly, there is the period between when the secretary is asked to call the meeting and the date when the secretary notifies the membership of the meeting. If a group of members has requisitioned a special general meeting, the secretary would probably want to notify members of the management committee who may need time to convene to consider the situation, and possibly put forward an alternative proposal to the one being advanced by those calling the meeting.

Secondly, there is the period from the time when the notice is sent to the members and the date when the meeting is to be held. The minimum period specified in proposed rule 65 is seven days, but certainly in most situations, more than 7 days would be required.

In the circumstances, the sub-committee concluded that the secretary should convene a special general meeting not less than 56 days after being requested to do so. This is the same period as for an Annual General Meeting.

Notice Requirement for General Meeting

Proposed rule 66 requires a notice of general meeting to be in writing and to be given by post, facsimile, email or advertisement in a publication likely to come to the attention of members in such manner as is determined by the management committee. The sub-

committee recognises the importance of the notice of any meeting coming to the direct attention of all members.

However the sub-committee recognised that for all practical purposes, the proposed rule is adequate, although it is strongly recommended that notice of the annual general meeting should be prominently communicated.

Circulation of Candidates Names and Statements

Currently rule 11.3 require a list of candidates for election to be posted in a conspicuous place in the office of Bicycle Queensland at least seven days preceding the annual general meeting. This follows the model rules. Proposed rule 39.6 extends that seven day period to twenty eight days. However, a state-wide organisation such as BQ needs to make better provision for all members to have access to this and other information, and the sub-committee considers it would be desirable for candidates to be given an opportunity to make a short statement which could then be brought to the attention of all members in ample time prior to the election in such manner as the management committee might consider appropriate. Such a notice and its provision should be incorporated in a revised ballot system.

Postal Ballot

Having received legal advice that postal voting may not be permitted by law, a system of voting involving directed proxies may achieve the desired result and should be implemented. Mr Tony Lang should be briefed to propose and draft an appropriate ballot procedure consistent with these recommendations.

Technology

The management committee should be encouraged to utilise the internet, email and other appropriate technology to communicate issues of significance concerning cycling and to use such technology to involve the membership.

The rules should require the management committee to use appropriate technology for communication to and from the members, but such a requirement should be sufficiently flexible to enable the management committee to exercise some discretion about the issues to be communicated and discussed as well as the method by which those issues might be dealt with.

Sub-Branches or Bicycle Users Groups

The sub-committee recognises that Bicycle Queensland has a significant number of members who would like to make a contribution to the association. That contribution may be in some physical form (such as helping with mail outs, volunteering for events) but may also include the contribution of ideas and enthusiastic support for worthwhile causes. The management of the association should involve the grass roots of the membership as much as possible in the formulation of policy and implementation of change.

The current rules and the proposed rules enable the management committee to form sub-committees. This sub-committee is one such sub-committee. It is acknowledged that several other sub-committees have been formed in the last twelve months. Such sub-committees enable more members to be actively involved in Bicycle Queensland.

However, the sub-committee structure is not the same as having sub-branches of the association.

One issue with sub-branches is the extent to which those sub-branches might be autonomous and therefore potentially in disagreement with the management of the association. The issues involved here are complex this sub-committee is unable to put forward a working model which would be an improvement on the proposed rules.

Having said that, this sub-committee recognises that it would be highly advantageous for Bicycle Queensland to generate a variety of policy documents which address the issue of how management might implement an appropriate mechanism to enable members to have their say and to become involved in policy determination issues.

Method of Voting in Elections

As indicated above, this sub-committee has received legal advice from Mr Tony Lang, a Melbourne barrister that directed proxies might be an appropriate method of enabling members to place votes at elections without being present in person at the meeting. Such a procedure could not function within a strictly secret ballot but the rules could include a requirement of confidentiality for those who must inspect the directed proxies e.g. the returning officer and scrutineers.

Size and Composition of the Management Committee

There was a range of views on the optimum size for the management committee from 6 to 12 and the sub-committees final recommended number was reached by compromise. All sub-committee members agreed the figure is satisfactory and workable. The sub-committee is of the view that the management committee should consist of a President, Vice-President, Secretary, Treasurer and four ordinary committee members.

The sub-committee recommends that those interested in standing for the committee be encouraged to serve first on sub-committees of the association, to give them an insight into the way the association functions.

The sub-committee also recommends that the rules include a provision which allows the committee to declare vacant, the position of any committee member who, without leave of the committee, does not attend three consecutive meetings of the management committee.

Transitional Arrangements

It is desirable that change be implemented as quickly as reasonably possible. Having said that, the sub-committee recognises that for all practical purposes, it is unlikely the new rules will receive the approval of the membership until late in 2007, and under those circumstances, it is more practical for elections of office bearers to be held at the next annual general meeting.

Rights of Staff

The sub-committee agrees with the proposed rule 37 that employees should not be eligible to be members of the management committee, although employees have a right to vote and exercise all of the other powers of an ordinary member of the association.

M.J. Hogan
Chair
13 August 2007