



**REGULATIONS – REGIONAL ANNEXURE
of
AUDAX AUSTRALIA CYCLING CLUB INC.**

**ABN 90 228 580 631
ARBN 125
562 307
(Registration No. A0014462N)**

1. PURPOSE AND EFFECT

- 1.1. These regulations form the Regional Annexure to Regulations made by the National Committee under Rule 34 of the Constitution of the Audax Australia Cycling Club Inc. They come into effect from 22 November 2012.
- 1.2. Under Rule 22.2 of the Constitution, Rule 6 of the Regulations establishes the Regional Committees, sets out the boundaries of the Regions, delegates powers to the Regional Committee and requires the Regional Committee to operate consistently with the Constitution and the Regulations, including any relevant Regional Annexure.
- 1.3. This Regional Annexure creates the framework for Regional Committees to operate their Regions in accordance with the Constitution and the expectations of modern governance, and financial accountability, setting out its specific duties and powers.

2. DEFINITIONS

- 2.1. Capitalised terms in these Regulations – Regional Annexure shall have the same meaning as in the Constitution and Regulations of Audax Australia Cycling Club Inc (“the Association”) unless otherwise defined.

3. REGIONAL COMMITTEE

- 3.1. Each Region must elect a committee to manage its affairs in accordance with the Constitution and Regulations of the Association and as directed by the National Committee from time to time.
- 3.2. All Regional Committee positions must be declared vacant at each Regional Annual General Meeting.
- 3.3. Each member of the Regional Committee shall hold office until the next Annual General Meeting following their election or appointment but is eligible for re-election or re-appointment.

4. COMPOSITION OF REGIONAL COMMITTEE

- 4.1. The Regional Committee must comprise not less than 3 members as voting members.
 - (a) The Regional Committee must include the following Regional Committee positions:

Regional President
Regional Treasurer
Regional Brevet Secretary
Regional Calendar Co-ordinator

(b) A person may hold more than one Regional Committee position.

(c) Each Region may create further positions on the Regional Committee as deemed necessary.

4.2. The Regional President is responsible for the overall direction and management of the Region and is the chair of the Regional Committee.

4.3. The Regional Treasurer is required to:

(a) manage the financial affairs of the Region in accordance with these Regulations – Regional Annexure and National Committee and National Treasurer directions;

(b) maintain the financial records of the Region; and

(c) correspond with the National Treasurer as required.

4.4. The Regional Brevet Secretary is required to:

(a) ensure that ride results are received from Ride Organisers and forwarded to the relevant National Brevet Secretary in a timely manner, and

(b) forward ride financial details to the Regional Treasurer in a timely manner, if they have not otherwise evidently been provided directly to the Treasurer.

4.5. The Regional Calendar Co-ordinator is required to co-ordinate and prepare the Region's annual ride calendar, subject to the directions of the National Rides Calendar Co-ordinator.

4.6. The names, positions and contact information of the Members comprising the Regional Committee pursuant to Clause 4.1 must be advised to the Association's Secretary after each regional AGM and as and when any changes occur. These details must also appear on the Region's page on the Club's website.

4.7. The Regional Committee will advise the National Committee of the names of all persons holding positions within the Regional Committee pursuant to Clause 4.1.

4.8. All members of a Regional Committee must be financial Members of the Association.

5. APPOINTMENT OF STATE REPRESENTATIVE

5.1. State Representatives on the National Committee must be elected or appointed in accordance with clause 18.1 of the Constitution:

(a) if a State consists of a single Region, the Regional Committee will appoint the State Representative for the State and will advise the name of its State Representative to the Association's Secretary.

(b) if a State consists of more than one Region, each Region may nominate a potential State Representative and the National Committee will consult each Region in that State and select the State Representative.

6. ANNUAL GENERAL MEETING

- 6.1. The Region must hold an Annual General Meeting not later than 30 April and preferably prior to 28 February.
- 6.2. The Regional Committee must provide notice of the AGM to members of the Region and call for nominations to the Regional Committee at least 30 days prior to the meeting. Nominations should be received at least 10 days prior to the meeting. However, in the event no nominations for a position are received by then, nominations may be received until the conclusion of the AGM.
- 6.3. The Regional Committee must present to Members at each Region's AGM a Financial Report and information about the Region's membership and activities for the previous Audax year ending 31 October.
- 6.4. Elections by secret ballot by Members of the Region present at the AGM must be held for Regional Committee positions if there are more nominees than positions.
- 6.5. In the event of there being no nominations for a Regional Committee position at the AGM or if a member of a Regional Committee resigns or otherwise vacates their position, the Regional Committee may appoint a Member to hold that position until the next AGM of the Region.
- 6.6. The Regional Committee must forward to the Secretary of the Association within 30 days of the conclusion of the meeting the minutes of the AGM, a copy of the Financial Statements as approved, and a register of Members in attendance and apologies.

7. GENERAL MEETINGS

- 7.1. The Regional Committee may of its own accord or at the request of a minimum of 3 other Members of the Region convene a General Meeting. Notice of the agenda and business to be conducted at the meeting must be provided to Members of the Region at least 10 days prior to the meeting.

8. REGIONAL COMMITTEE MEETINGS

- 8.1. The Regional Committee must meet not less than 2 times per year. The Regional President will chair the meeting or, if absent or unable to chair, the Regional Committee may appoint another of its members to chair. Meetings may be convened in person or by telephone or other electronic communication.
- 8.2. Questions arising at a Regional Committee meeting are to be determined by a majority vote. A resolution passed by a majority of the Regional Committee by email or other written or electronic communication will be as valid as if it were passed at a meeting.
- 8.3. Regional Committees are responsible for record management in their Region, including keeping minutes of AGMs and Regional Committee meetings.

- 8.4. Rule 22.2 of the Constitution requires the Regional Committee to send a copy of the minutes of any meeting of the Regional Committee to the National Secretary within 30 days of the meeting. Unless directed by the National Committee, it is sufficient only to report the holding and outcomes of a Regional Committee meeting to the National Committee via the State Representative.
- 8.5. Each Regional Committee shall address Risk and Safety at each Regional Committee meeting and shall consider as a minimum:
- (a) Incidents and Injuries occurring on rides held since the last Regional Committee meeting,
 - (b) safety of upcoming rides and mitigation measures to be taken by the club and ride organisers; and
 - (c) any other risk and safety related matters as directed by the National Committee from time to time.

9. OPERATION OF REGIONAL BANK ACCOUNT

- 9.1. Each Regional Committee may elect to operate a bank account.
- 9.2. The Regional President or the Regional Treasurer must be at least one of the nominated signatories on the bank account. The Regional Committee may nominate as many other signatories as is necessary for the effective operation of the account. Dual signatory authorisation of all transactions is mandatory.
- 9.3. Each Regional Committee may choose to operate a small sub-account linked to the main bank account. The sub-account must have a maximum balance of \$500 and may be operated with a single signature. Its main purpose is to provide for incidentals and petty cash.
- 9.4. Each Regional Committee that elects to operate a bank account must maintain accurate financial records in a form which satisfies the Association's obligations under the Act and as agreed with the National Treasurer.
- 9.5. The Region is required to operate its bank account at a surplus at all times and is not permitted to borrow money.
- 9.6. The Region may place surplus funds on deposit from time to time with a Deposit-taking institution by law.
- 9.7. It is recognised that any Region, whilst conducting its affairs in accordance with these Regulations, may generate a surplus in excess of that required to operate a Region in accordance with the Purposes of the Association. In this case a Region may, in consultation with the National Committee, be required to transfer surplus funds to the National Committee bank account. The funds transferred would be returned to the Region, in consultation with the National Committee, if the Region had a requirement to use those funds in their operations.
- 9.8. The Regions may operate an e-way account or similar for the purpose of credit account deposits directly into their Regional bank account.
- 9.9. Association monies can only be applied in accordance with the Constitution and the purposes of the Association.

9.10. In the event that a Region is unable to pay its liabilities as and when they fall due, the Regional Committee must arrange financial support from the National Committee.

10. REGIONS OPERATING WITHOUT A BANK ACCOUNT

10.1. With the agreement of the National Committee, a Regional Committee may choose not to operate a bank account. The Regional Committee must ensure that:

(a) all monies received by the Region (after deduction of Ride Organiser expenses) are promptly deposited to the National bank account as advised by the National Treasurer;

(b) the National Treasurer is provided with a ride financials report for each ride setting out all income and expenses or other relevant information in sufficient detail in relation to ride and non-ride income, at the time monies are deposited to the National Committee bank account;

(c) the Region does not open a bank account without the prior agreement of the National Committee; and

(d) the Region discloses to the National Treasurer honorariums or other amounts paid to Members and related parties for services rendered.

10.2. All monies received in the National bank account surplus to the nominal National proportion, determined in 11.5, of Ride Fees collected under Regulation 11.2(a) and Temporary Membership Fee collected under Regulation 11.2(b) will be retained in the National bank account on the Region's behalf and at its discretion for purposes which comply with the Constitution. The National Treasurer will arrange for payment of Regional funds at the direction of the Regional Treasurer upon provision of appropriate invoices and or receipts.

11. RIDE FEES

11.1. Region will conduct Audax Cycling events from time to time.

11.2. For each event, the Region will collect Ride Entry Fees from each rider which will comprise:

(a) for all riders including the Ride Organiser if participating in the event as a rider, the Ride Fee set by the National Committee;

(b) for any non-Member participating in an event, the Temporary Membership Fee at the rate set by the National Committee;

(c) in respect of any supported ride, an additional amount to cover the reasonable costs of the support divided by the number of ride entrants; and

(d) for any rider who successfully completes an event and wishes to purchase a badge or medallion appropriate to that event, the prescribed fee for that badge or medallion.

- 11.3. Neither the Ride Fee levied under 11.2(a) nor the Temporary Membership Fee levied under 11.2 (b) shall be refunded in the event that a participant commences the event but fails to finish.
- 11.4. Ride Organisers are not permitted to intentionally conduct rides at a financial loss without the approval of the Regional Committee.
- 11.5. The National Committee will determine from time to time, the proportion of Ride Fees collected under Regulation 11.2(a) and Temporary Membership Fee collected under Regulation 11.2(b) which shall be remitted to the National Account, and the timing when such remittance is required. This Regulation applies only to Regions which operate their own bank account pursuant to Regulation 9.
- 11.6. The Regional Committee shall cause financial records of brevets to be maintained cumulatively throughout the financial year, showing each of the categories of ride fee revenue described in 11.2. This record shall be provided to the National Treasurer with any remittance requested under 11.5.

12. REGIONAL COMMITTEE EXPENDITURE

- 12.1. Regional Committees may only approve expenditure in accordance with the Purposes of the Association. This may include, but is not limited to:
- (a) Reimbursing or contributing towards a Ride Organiser's reasonable expenses in the development and maintenance of Audax Cycling Events that cannot reasonably be met from the funds generated by the running of that event. For example, new route exploration and reconnaissance and existing route checking.
 - (b) Dinners or other functions to recognise the efforts of Ride Organisers, volunteers.
 - (c) Promotion of the Association at other cycling events, or in the media.

13. FINANCIAL REPORTING

- 13.1. Where a Region operates a bank account, the financial statement of the Region's activities ("Regional Accounts") for each financial year must be forwarded to the National Treasurer no later than 15 November in respect of the preceding financial year ended 31 October.
- 13.2. Regional Accounts may be prepared on a cash basis unless otherwise agreed with the National Treasurer. In the preparation of Consolidated Accounts for the Association, the National Treasurer may make adjustments as necessary to facilitate the consolidation.
- 13.3. Regional Accounts will not be separately presented to the General Membership at the Association AGM.
- 13.4. The National Treasurer will determine from time to time the level of financial information that is required in the Regional Accounts to enable the Association to comply with its corporate compliance.
- 13.5. The National Treasurer will determine from time to time the level and frequency of financial information that is required to enable the National Committee to effectively assess the operation of each Region. At a minimum this financial disclosure must include:

- (a) Each category of ride fee revenue in Regulation 11.2;
- (b) All ride support expenses deducted by the Ride Organisers, either in total or in detail. This will demonstrate the extent to which the Region has conducted Ride Events at a profit or loss during the reporting period;
- (c) Revenue from sales of merchandise, and the quantity and cost of any merchandise held as stock at the end of the reporting period;
- (d) Any stores of badges or medallions held; and
- (e) Any amounts paid to, or received from, the National Committee Bank Account shall be disclosed separately to facilitate financial consolidation of the Association.

14. AUDIT

- 14.1. Regional Accounts are not required to be audited, except at the direction of the National Committee.

15. RETENTION OF CLUB RECORDS

- 15.1. The Regional Committee will ensure that club records including entry forms, receipts for expenditure (not including nominal amounts), bank statements and other financial records, Regional Committee meetings, minutes of Regional AGMs etc are securely retained for a period of seven years. Such records may be stored electronically if more convenient. All transactions appearing in bank statements must be supported by electronic backup.

16. ABILITY TO ENTER CONTRACTS

- 16.1. The Region may enter into short term agreements such as for the rental and use of local halls, parks etc for the purposes of organising events or Regional Committee activities.
- 16.2. The Region must not enter into any material legal agreement, such as sponsorship, grants, bank agreements and major purchases, without the prior agreement of the National Committee.

17. MARKETING

- 17.1. All marketing and promotional activities shall be conducted in accordance with the Constitution and, to promote and protect Audax Australia's identity as an entity, any National Committee direction. This includes, but is not limited to, jersey design, newsletters and use of the Association's logo, byline or website. Proposals for such material may be brought to the National Committee's attention through Regional reports at National Committee meetings. Any question or issue should be resolved through discussion.

18. SIGNIFICANT EVENTS

- 18.1. A Region may apply to the National Committee for financial support to conduct Nationally Significant Events to ensure that Regions and/or Ride Organisers are not financially disadvantaged in staging events of National Significance. Support will be made available on presentation of appropriate event budgets,
- 18.2. A Nationally Significant Event status will be determined by the National Committee. As a guide, it will be an Audax Cycling event involving complex organisation, financial commitments well prior to the event, and / or participation by comparatively large numbers. In particular, it may be a calendared 1000 km or 1200 km Audax Australia ride, or a Gran Turismo series.
- 18.3. On application of the Region, the National Committee may agree to provide seed funding for a Nationally Significant Event to enable the Region and/or Ride Organiser to finance early preparations for the ride or event. The seed funding is to be considered an interest free loan and must be paid back in full once income from the ride or event is received. The National Committee may impose any reasonable conditions including the presentation of an appropriate event budget and management plan.
- 18.4. On application of the Region, the National Committee may agree to fund any shortfall in income from that ride or event. The National Committee may impose reasonable conditions in agreeing to fund any shortfall in income or part thereof, including being provided with, and satisfied with, the budget for the ride or event, management plan and any arrangements to limit possibilities for shortfalls.

19. NON-COMPLIANCE

- 19.1. It is recognised that the Association is managed through a significant volunteer effort. The Regulations – Regional Annexure provide a framework within which Regions should operate to ensure a consistent standard of conduct in all Regions. Except as specified in Regional Annexure 19.2, any penalty for non-compliance will be determined by the National Committee. Any non-compliance with the Constitution, Regulations or Regional Annexure should be resolved in the spirit of co-operation and at the lowest possible level. If not resolved in 14 days, a dispute should be elevated to the relevant National Committee Elected Member (such as the Treasurer or the President)
- 19.2. Regions which fail to comply with the requirement of the Regional Annexure 11.5 for a period of 30 days after any remittance is required will be considered unfinancial, and the State Representative will not be permitted a vote at any National Committee meeting until such remittance is made.