

PEDALS CONSTITUTION AND RULES OF PROCEDURE

1. TITLE

The Association shall be known as PEDALS.

2. The Association shall consist of a Chair / Chairman or Facilitator, Treasurer, Secretary, Membership Secretary and a Newsletter Editor in addition to ordinary members. No one person may hold more than one office.

3. OBJECTS AND POWERS

The objects of the Association shall be as follows:-

- a) to promote and preserve the rights and privileges of cyclists and to encourage cycle usage.
- b) to represent the interests of cycling to Central and Local Government and to any organisation involved in transport and or highways in order to encourage them to provide for example such amenities 'as the following:-
 - i. safe, direct and attractive cycle routes.
 - ii. shelter, lockers and other parking facilities
 - iii. the integration of the cyclist as well as the pedestrian into a coherent transport policy and their protection from other traffic
 - iv. Town planning and development policies which take account of such a rational traffic and transport policy as is indicated in iii) above
- c) the accumulation and dissemination of information about cycling, particularly, for example:-
 - i. the benefits to health of cycling
 - ii. the ecological and economic benefits of cycling.
- d) the instigation and support of self-help and other schemes beneficial to cyclists or tending to promote the use of the bicycle
- e) the raising and maintenance of funds to further any or all of the above objects.

4. In furtherance of the objects but not otherwise the Association may:-

- i. bring together in conference representatives of voluntary organisations, Government departments, statutory authorities and individuals
- ii. arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings, lectures, classes, seminars and training courses, cycle rides and other leisure-time activities.
- iii. collect , exchange and disseminate information with other bodies whether in this country or overseas.
- iv. procure to be written and print, publish, issue and circulate either gratuitously or otherwise such papers, books, periodicals, pamphlets or other documents or films or recorded tapes as shall further the said objects.
- v. purchase, take on lease or in exchange, hire or otherwise acquire any property and any rights and privileges necessary for the promotion of the said objects and construct, maintain and alter any buildings or erections necessary for the work of the Association.
- vi. make regulations for any property which may be so acquired.
- vii. subject to such consents as may be required by law, sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association.
- viii. receive any money on deposit or loan and borrow or raise money in such a manner as the Association shall think fit subject to such consents as required by law.
- ix. invest the moneys of the Association in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law.
- x. do all such other lawful things as are necessary for the attainment of these objects.

5. The Association shall be non-party in politics and non-sectarian in religion.

6. MEMBERSHIP

- a) **Eligibility.**
Membership shall be open to any person or organisation who supports the objectives of Pedals and pays their subscription. The Association may at an open meeting decide to make an individual or body a n honorary member of Pedals without the need to pay a subscription. Such members shall continue to be members until an open meeting decides to terminate the membership. Such decisions shall be made only if 7 days notice is given. The decision shall be made by a simple majority of members voting in open meeting.
- b) **Election**
Election to membership shall be automatic on payment of the subscription.
- c) **Voting Rights.**
All members over the age of sixteen years shall each have a single vote. Corporate bodies and Associations shall only have a single vote.
- d) **Membership shall cease if either:**
 - i. The subscription is not paid within three months of falling due.
 - ii. The Member is expelled by simple majority vote at a General Open Meeting always provided that they have been given seven days' notice that their expulsion is to be considered at that meeting.
- e) **Subscriptions**
All individual members and affiliated groups shall pay such subscriptions as the General Open Meeting may from time to time determine. The membership year shall be from 1 May to 30 April.

7. OFFICERS

- a) **Description.**
The officers shall be as described in Section 2 of this Document. Officers other than those named may be created as and when they become necessary. Nominations and elections for these Officers may then take place as laid down below.
- b) **Eligibility.**
Any member over 16 years of age shall be eligible for election.
- c) **Nomination**
Candidates for election must be nominated and seconded by members
- d) **Election**
Elections will normally be held at the Annual General Meeting. They may also be held at any other General Meeting, though if the elections are for the offices of Treasurer, Secretary or Chairman, seven days notice must be given to all members.
- e) **Voting**
Voting for officers will be in accordance with Section 9 (d) of this Constitution and Rules of Procedure.
- f) **Powers and Duties**
Apart from the customary powers and duties of the Chairman, Secretary and Treasurer, the elected officers shall enjoy no more powers nor be subject to any additional duties compared with any ordinary member save those mentioned in this Constitution and Rules of Procedure or specifically assigned to them at a General Open Meeting by majority vote. Failure to attend 3 successive meetings, whether or not apologies have been given, means that the officer shall be deemed to have resigned unless the open meeting votes by a simple majority to reinstate the officer for such period as the open meeting decides but not for a period beyond the next AGM

The period of office for each officer shall be from the day they are elected until the next AGM.

When an officer resigns or is not reelected then all documents or monies they hold belonging to Pedals shall be handed over to one of the other officers before the next meeting. Any document or item or money the officer holds for the Association belongs to Pedals and not the officer.

An officer can resign provided they give written notice to the next open meeting at least 7 days in advance of the meeting.

8. PAID WORKERS

- a) The General Open Meeting may appoint or dismiss and fix the remuneration of such staff as may in its opinion be necessary.
- b) The General Open Meeting may determine which, if any, person employed by or seconded to the Association, who is a non-member, shall be invited, in a non-voting capacity, to attend meetings of the Association.

9. MEETINGS

The management of the Association shall be conducted only in General Open Meetings or by Officers of the Association insofar as they are empowered by majority vote in a General Open Meeting.

- a) **Meetings**
All meetings are to be General Open Meetings, that is to say they shall be open to all members.
- b) **Time and Place of Meetings**
All meetings shall be held at a date, time and place to be determined by a General Open Meeting and then advertised to all members by at least seven days notice.

The Annual General Meeting shall be held no later than 15 months after the preceding one. Additional meetings may be convened at the written request of five members and must be convened at the written request of fifteen members.

The 5 members need to give the written notice to the Chairman at least 21 days in advance of the meeting. It shall be for the Chairman to decide whether to call the meeting and the decision cannot be challenged. Details of why the meeting is wanted have to be provided in writing to the Chairman.

The 15 members must give notice as above and the Chairman then has to give at least 10 days written notice to the members providing date, time, venue and purpose of the meeting. If the Chairman fails to give 10 days written notice the meeting can go ahead anyway.

If an open meeting is to be held before the meeting called by either 5 or 15 members the Chairman can treat the open meeting as the special meeting called by the members and deal with normal business as well as the special business. If the open meeting does not deal with the special business then the special meeting still has to be held.

Accidental failure to notify individuals shall not render a meeting invalid.

- c) **Quorum**
A meeting shall not be duly constituted unless at least five people are present, one of whom must be the Chairman, or the Secretary, or the Treasurer, or the Membership Secretary, or the Newsletter Editor. Officers unable to attend may notify the Meetings Chair of their proxy vote on issues to be determined. The proxy must be in writing. No other member shall be entitled to a proxy vote. The Chairman, or Meeting Chairman, shall be able to make a casting vote.
- d) **Voting**
Voting shall be by simple majority and shall be indicated by a show of hands or by secret ballot. The Chair of the meeting shall decide the voting process. Those who may materially gain from the resolution put shall declare an interest and not vote
- e) **Agenda**
The provision of an agenda before a meeting shall not be required.
- f) **Notice Periods and Persons to be Notified.**
Where members have to be notified of a meeting or matter to be considered at a meeting it will not be necessary to notify every member individually of the meeting. A general notification through the media or newsletter or word of mouth will suffice. Failure to notify every member within the required notice period will not invalidate a meeting provided it can be shown that steps have been taken to notify as many people as possible.

The notice period is calculated to run from the day after notification is given or published and expires at midnight on the final day of the required notice period.

- g) **Chairing of Meetings**
Meetings to be chaired by the Chairman or one of the officers or by any other person the General Meeting agrees should act as Chairman. Decision shall be by simple majority of persons present at the meeting. The meeting can decide how many meetings the person can chair the meeting for. The general meeting can agree that more than one person can chair a meeting.
- h) **Minutes**
The Chairman of the meeting, Secretary or Treasurer shall cause minutes to be taken which shall be considered and voted upon at the next business meeting.

Minutes should be signed as agreed upon by the meeting as a true and accurate record of the meeting. They should

also be stored safely and made available to any member who requests them within a reasonable period of time.

- i) Annual Report.
An Annual Report of the transactions of the Association shall be prepared by the Chairman to be presented to the Association at the Annual General Meeting.

10. FINANCE

- a) All money raised by or on behalf of the Association shall be applied to further the objects of the Association and for no other purpose, provided that nothing in this constitution shall prevent the payment of reasonable and proper remuneration to any employee or member of the Association or the repayment of reasonable out of pocket expenses.
- b) The Treasurer shall keep proper accounts of the finances of the Association and shall provide a full set of accounts to the AGM for the financial year immediately preceding the AGM. At the AGM the Treasurer shall provide a written explanation of the accounts and a comment upon the financial health of the Association. The Treasurer may make whatever comments are deemed to be relevant to the financial state of the Association at the AGM or any other open meeting. The Treasurer shall draw to the attention of the Association at the AGM or any other open meeting any activities that are causing a loss to the Association or have created a liability which will last more than 3 months or involve sums more than £500. The Treasurer shall in the annual accounts indicate any financial commitment the Association has entered into where the period of liability will last more than 3 months or exceeds £500.
- c) Banking
The Association shall maintain a bank account or accounts and all moneys received on behalf of the Association shall be paid into them.
- d) Signatories to Cheques
All bank accounts held by the Association shall require cheques to be signed by at least two signatories.
- e) Year End.
The Financial Year End shall be the 1st January to 31st December or such other date as the AGM decides.
- f) The Treasurer shall report on the state of finances to each meeting.
- g) The Treasurer shall report to the Association's meetings, either orally or via the Chairman, if there are any financial events that it is considered the Association's attention should be drawn to. These remarks shall be recorded in the minutes.

11. DISSOLUTION

If the meeting by a simple majority decides at any time that on the ground of expense or otherwise it is necessary or advisable to dissolve the Association it shall call a meeting of all members who have the power to vote stating the terms of the resolution to be proposed. If such decision shall be confirmed by a simple majority of those present and voting at such meeting then they shall also have the power to dispose of any assets held by or in the name of the Association. Any assets remaining after the satisfaction of any proper debts and liabilities shall be applied towards such charitable purposes as the meeting may decide and as may be approved by the Charity Commissioners for England and Wales.

12. FINANCIAL RESPONSIBILITY

The financial responsibility of members is limited to any proportion of the subscription outstanding at the time of any winding-up of the Association.

13. ALTERATIONS TO THE CONSTITUTION

Any proposals to alter this Constitution must be delivered in writing to the Secretary of the Association not less than 28 days before the date of the meeting at which it is first to be considered. An alteration will require the approval of a majority of not less than two thirds of members present and voting at the General Open Meeting.

Notice of each such meetings must have been given in accordance with normal procedure but no less than 14 clear days prior to the meeting in question and giving the wording of the proposed alteration.

HMCC, revised, June 2010
Iain Lane, further revised, October 2017