



BMX VICTORIA Incorporated
STATEMENT OF PURPOSE and RULES OF THE ASSOCIATION
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STATEMENT OF PURPOSES
of
BMX VICTORIA INCORPORATED

1. NAME OF ASSOCIATION

The name of the Association is BMX Victoria Incorporated, Registration No A 02022 ("Association").

2. OBJECTS OF ASSOCIATION

The association is the peak body for the administration of BMX in Victoria. The objects for which the Association is established and maintained are to:

- (a) create a single uniform entity and by which BMX can be conducted, promoted and administered;
- (b) provide for the encouragement, conduct, promotion and administration of BMX through and by Member clubs;
- (c) affiliate and otherwise liaise with Bicycle MotoCross Australia and other such bodies as may be desirable, in the pursuit of these objects;
- (d) encourage, conduct, promote, advance and control BMX, in any form;
- (e) control, manage and conduct BMX competition particularly at a State Level;
- (f) conduct or commission research and development for improvements in BMX and BMX equipment;
- (g) use and protect the Intellectual Property;
- (h) promote the importance of BMX standards, techniques, awards and education to bodies involved in or related to BMX;
- (i) strive for and maintain government, commercial and public recognition of the Association as the authority on BMX in Victoria;
- (j) pursue through itself or others such commercial arrangements, including sponsorship and marketing opportunities, as are appropriate to further the objects of the Association;
- (k) maintain and extend the operations and activities of the Association to all clubs within the state of Victoria;
- (l) further develop the Association and BMX into an organised institution and having regard to these objects, to foster, regulate, organise, control, conduct and manage tournaments, competitions, displays and other activities and to issue certificates and award trophies to successful Members;
- (m) ensure that environmental considerations are taken into account in all BMX and related activities conducted by the Association;
- (n) promote the health and safety of the Members;
- (o) establish and conduct educational programs for officials in the implementation and interpretation of BMX racing rules and standards;
- (p) formulate and implement appropriate policies, including policies in relation to equal opportunity, equity, drugs in sport, health, safety, junior and senior programs, infectious diseases and such other matters as arise from time to time to be addressed in BMX;
- (q) represent the interests of its Member and of BMX generally in any appropriate forum;
- (r) have regard to the public interest in its operations;
- (s) encourage Members to realise their potential and athletic abilities;
- (t) encourage and promote performance-enhancing drug free competition;



- give, and where appropriate, seek recognition for Members to obtain awards or public recognition in fields of endeavor other than BMX;
- (v) seek and obtain improved facilities for the enjoyment of BMX;
 - (w) support individual recognition of BMX as an Olympic sport;
 - (x) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these objects; and
 - (y) ensure the Association is managed in such way that it does not have a negative net worth at the end of the Financial Year.

3. POWERS OF THE ASSOCIATION

Solely for furthering the object set out above, and in addition to the rights, powers and privileges provided under the ACT, the Association has power to:

- (a) purchase, take on lease or in exchange or otherwise acquire any real or personal estate which may be deemed necessary or convenient for any of the objects of the Association and to sell, manage, lease, mortgage, give in exchange, dispose of or otherwise deal with any part of the rights or property of the Association, whether subject to any changes or encumbrances or not to erect, replace, maintain, reconstruct, adapt and furnish any offices or other buildings thereon and to sell, let, alienate, mortgage, charge or deal with all or any such lands, tenements or hereditaments or any part of them;
- (b) construct, maintain and alter any houses, buildings, grounds, courses, conveniences or works necessary or convenient for the purposes of, or which seem likely to advance, the Association;
- (c) borrow and raise money in such manner as the Association may think fit, including bonds or mortgage or other security of any property held for or on behalf of the Association or without any such security;
- (d) take, or otherwise acquire and hold shares, debentures or other securities of any company or body corporate;
- (e) take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price of any part of the Association's property sold, or any money due to the Association from any purchases or others;
- (f) draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange bills of lading and other negotiable and transferable instruments;
- (g) receive money on deposit with or without allowance of interest thereon;
- (h) invest and deal with any monies of the Association, not immediately required for the objects of the Association, in such manner as may from time to time be determined by the Board;
- (i) do all or any of the matters authorised either alone or in conjunction with any person, company or unincorporated body to by or through any factors, trustees or agents;
- (j) take any property whether to any special trust or not for any one or more of the objects of the Association, provided the Association shall only deal with any such trusts in such manner as is allowed by law;
- (k) lend and advance money to, give credit to, or otherwise assist, any person or body corporate, including to guarantee or indemnify any person's or body corporate's performance;
- (l) take such steps by personal or written appeals, public meetings or otherwise as may from time to time deemed expedient for the purposes of procuring contributions to the funds of the Association e in the form of donations, annual subscriptions or otherwise;



- subscribe to, become a member of or Co-operate with any other organisation whether incorporated or not whose objectives are similar, in whole or in part, to those of the Association, so long as that other organisation prohibits the distribution of its income and property amongst its members at least to the extent provided under the Association's Statement of Purposes and Rules;
- (n) print and publish any newspapers, periodicals, books or leaflets and develop and implement any computer system or software package that the Association may think desirable for the promotion of its objectives;
 - (o) appoint, hire, employ, remove, replace or reinstate secretaries, managers, servants, employees and other persons in and for the carrying out of the objects of the Associations and pay them in return for services rendered to the Association, salaries, wages and gratuities as appropriate;
 - (p) buy, sell and deal in all kinds of articles, commodities and provisions both liquid and solid for Members or other persons frequenting the premises or facilities of or under the control of the Association;
 - (q) subscribe to any charities and to grant donations for any public purpose;
 - (r) produce, develop, create, licence and otherwise exploit, use and protect Intellectual Property;
 - (s) establish and maintain corporate entities to carry on and conduct the business affairs and undertakings, or any aspect of or held thereof, of the Association and for that purpose, to utilise any of the assets of or held on behalf of the Association;
 - (t) promote any other person or company for any purpose calculated to benefit the Association;
 - (u) amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association and which prohibits the distributions of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association under its Statement of Purposes and Rules;
 - (v) purchase or otherwise acquire and undertake all or any part of the property, assets, societies or associations whose activities or purposes are similar to those of the Association, or with which the Association is authorised to amalgamate or generally for any purpose calculated to benefit the Association;
 - (w) transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorised to amalgamate;
 - (x) enter into arrangements with any government or authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association, and to obtain rights, privileges and concessions from such government or authority and carry out, exercise and comply with any such rights, privileges and concessions;
 - (y) take and effect insurance or seek, obtain and in its discretion ACT on, any professional advice necessary or appropriate; and
 - (z) do all such acts and things as are incidental, conducive or subsidiary to all of the objects of the Association.

4. APPLICATION OF INCOME

- (a) The income and property of the Association shall be applied solely towards the promotion of the objects of the Association as set out in this Statement of Purposes.
- (b) Except as prescribed in this Statement of Purposes:
 - (i) no portion of the income or property of the Association shall be paid or



transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member; and

- (ii) no remuneration or other benefit in money or money's worth shall be paid or given by the Association to any Member who holds office of the Association.
- (c) Nothing contained in clauses 4(a) or (b) shall prevent payment in good faith of or to any Member or Director for:
 - (i) any services actually rendered to the Association whether as an employee or otherwise;
 - (ii) goods supplied to the Association in the ordinary and usual course of operation;
 - (iii) Interest on money borrowed from any Member or Director;
 - (iv) rent for premises demised or let by the Member or Director to the Association;
 - (v) any out-of-pocket expenses incurred by the Member or Director on behalf of the Association; or
 - (vi) any other reason:
provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

5. ADDITION ALTERATION OR AMENDMENT

No addition, alteration or amendment shall be made to this Statement of Purposes or the Rules unless the same has been approved by a Special Resolution.

6. LIABILITY OF MEMBERS

The liability of the Members of the Association is limited.

7. MEMBER'S CONTRIBUTIONS

Every Member of the Association undertakes to the assets of the Association in the event of it being wound up while a Member, or within one year after ceasing to be a Member for the payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a Member, and the costs, charges and expenses of winding up and for an adjustment of the rights of contributors among themselves, such amount as may be required not exceeding \$1.00.

8. DISTRIBUTION OF PROPERTY ON WINDING UP

If upon winding up or dissolution of the association there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the Members of the Association but shall be given or transferred to some body or bodies having purposes similar to the purposes of the Association and which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association by this Statement of Purposes and which is also not carried on for profit and which is similarly exempt from income tax. Such body or bodies to be determined by the Members of the Association at or before the time of



dissolution, and in default thereof by such judge of a Supreme Court as may have or acquire jurisdiction in the matter.

9. ACCOUNTS

True accounts shall be kept of the sum of money received and expended by the Association and the manner in respect of which such receipt and expenditure takes place and of the property, assets and liabilities of the Association and, subject to any reasonable restrictions as to time and manner of inspecting the same that may be imposed in accordance with the Rules of the Association for the time being, shall be open to the inspection of the Members. Once at least in every year the accounts of the Association shall be examined by one or more properly qualified auditor or auditors who shall report to the Members in accordance with generally accepted accounting principals and/or practices and/or the provisions of the Act.

10. INTERPRETATION CLAUSE

The specification of the objects of the Association in Clause 2 and the powers set out in Clause 3 of this Statement of Purposes, are not in particular order and are not to be construed so as to lead to the construction that any object or power is more important than any other object or power nor than any object or power which is specified in detail, and no particular object or power will be limited by reference to any other and the rule of construction known as the *ejusdem generis* rule shall not apply.



ASSOCIATIONS INCORPORATION ACT 1981

RULES

OF THE ASSOCIATION

BMX VICTORIA INCORPORATED

PART 1 INTERPRETATION

1. NAME

The name of the Association is BMX Victoria Incorporated, Registered No A02022 ("Association")

2. INTERPRETATION

2.1 Definitions

In these Rules unless the contrary intention appears, these words shall have the following meaning:

"Administrator"	means the Administrator of the Association for the time being appointed under these rules.
"BMX"	means the sport of bicycle moto cross.
"Board"	means the body consisting of the Directors.
"Council"	means the Directors and one Delegate of each Member club.
"Council Meeting"	means the meeting of the Council not being a special or general meeting.
"Delegate"	means the person appointed from time to time by a Member club to represent and act for and on behalf of that Member Club at General Meetings and Council Meetings.
"Director"	means a member of the Board.
"Financial Year"	means the year ending 31 December in each year.
"General Meeting"	means the annual or any special general meeting of the Association.
"Intellectual Property"	means all rights subsisting in copyright, business names, names, trade marks (or sign), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the Association or any event, competition or BMX activity of or conducted, promoted or administered by the Association.
"Life Member"	means an individual appointed as a Life Member of the Association under Rule 4.3.
"Member"	means a member for the time being of the Association under Part II of these Rules.
"Member Club"	means a BMX Club affiliated with the Association.
"Ordinary Member"	means a registered or licensed member of the Association, including any rider, coach or other official who is registered or so licensed, for such time as he remains a financial member, or otherwise remains registered or



“President”	licensed with the Association and the membership or licensing requirements of the Association.
“Regulations”	means the President for the time being of the Association.
“Rules”	means any regulations made by the Board under Rule 27.
“Seal”	means the Rules of the Association and include the Statement of Purposes of the Association.
“Special Resolution”	means the common seal of the Association and includes any official seal of the Association.
“The Act”	means a resolution passed in accordance with the Act.
(Victoria).	means the Associations Incorporation’s Act 1981

2.2 Interpretation

In these Rules:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other genders;
- (e) references to persons include corporations and bodies politic;
- (f) references to person include the legal personal representatives, successors and permitted assigns of that person;
- (g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (h) a reference to “writing” shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

2.3 Severance

If any provision of these Rules or any phrase contained in them is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of these Rules or affecting the validity or enforceability of that provision in any other jurisdiction.

2.4 The Act

Except where the contrary intention appears, in these Rules, an expression that deals with a matter dealt with by a particular provision of the Act, has the same meaning as that provision of the Act.

PART II - MEMBER CLUBS

3. MEMBER CLUBS



3.1 Recognition of Member Clubs

The entity which is recognised as the official representative of the controlling authority of BMX in their area is or shall be recognised as a Member of the Association and shall administer BMX in that particular area, subject to the control of the Association and in accordance with the objects of the Association.

3.2 Compliance of Member Clubs

Each member club

- (a) shall be subject to the control and direction of the Association within the provision of the Act;
- (b) must be incorporated;
- (c) shall appoint a maximum of six (6) Delegates annually (one (1) only to be recognised at each meeting) to represent it at Council or general meetings of the Association;
- (d) shall adopt the objects of the Association and rules which reflect, in conformity with these Rules;
- (e) shall support the Association in the attainment and promotion of its objects; and
- (f) shall by adopting the objects of the Association, abide by these Rules.

3.3 Operation of Rules

The Association and the Member Clubs agree:

- (a) that they are bound by these rules and that these Rules operate to create uniformity in the way in which the objects of the Association and BMX are to be conducted, promoted and administered;
- (b) where the Board considers or is advised that a Member Club has allegedly:
 - (i) breached, failed, refused or neglected to comply with a provision of these Rules, the Regulations, or any resolution or determination of the Board; or
 - (ii) acted in a manner prejudicial to the objects and interests of the Association and/or BMX; or
 - (iii) brought the Association, any other Member Club or BMX into disrepute; the Board may, after allowing the Member Club the opportunity to explain, adjudicate and if necessary penalise that Member Club for such conduct or omission with such penalty as it thinks appropriate.

PART 111 - MEMBERS

4. MEMBERS

4.1 Classes of Members

The Members of the Association shall consist of:

- (a) Full Member Clubs which have a minimum of 20 licensed riders, and may be represented by one (1) of their delegates who shall have the right to be present, debate and vote at Council and General Meetings;
- (b) Associated Member Clubs which have a maximum of 19 and minimum of 10 licences riders, and may be represented by one (1) of their delegates who shall have the right to be present, debate and vote Council and General Meetings.
- (c) Corresponding Member Clubs which have less than 10 licensed riders, and may be represented by one (1) of their delegates who shall have the right to be present, debate but not vote at Council and General Meetings;
- (d) Life Members, who subject to these rules, shall have the right to be present and



to debate at General Meetings, but shall have no voting rights;

- (e) Ordinary Members, may be individual persons, who shall have the right to be present at General Meetings.
- (f) Regional members, who shall have the right to be present and debate at Council and General Meetings with no voting rights.
- (g) such new Member, created in accordance with Rule 4.2 below.

4.2 Creation of New Membership Classes.

The Council, may from time to time, either in its own right, or upon recommendation from the Board, create new classes of membership with such rights, privileges and obligations as are determined applicable, even if the effect of creating a new class is to alter the rights, privileges or obligations of an existing class of Members.

4.3 Life Members

- (a) The Board or Member Club, may recommend to the Annual General Meeting that any person who has rendered distinguished or special service to BMX, may be granted Life Membership.
- (b) A resolution of the Annual General Meeting to confer life membership must be passed by a Special Resolution;
- (c) Shall be exempt from membership fees.

5. SUBSCRIPTIONS, FEES AND LEVIES

5.1 Annual fees

The annual membership subscription, fees and any levies payable by the Members of the Association, the time for the manner of payment shall be as determined by the Association from time to time in General Meeting.

5.2 Upgrade of membership

A member club may during the currency of their membership upgrade membership once obtaining the required number of licenced riders to the next level of membership upon payment of the difference in fees applicable to the two levels of membership.

6. APPLICATION FOR MEMBERSHIP

6.1 Application

An application for membership must be:

- (a) in writing on the form set out as prescribed by the Board from time to time;
- (b) accompanied by the appropriate fee.

6.2 Discretion to Accept or Reject Application

- (a) The Association may accept or reject an application whether the applicant has complied with the requirements in Rule 6.1 or not. The Association will make a decision on an application within 28 days of receiving the application.
- (b) Where the Association accepts an application, the applicant will become a Member.
- (c) Membership of the Association will commence upon acceptance of the application by the Association.
- (d) If the Association rejects an application, the Association will refund any fees forwarded with the application, and the application will be deemed rejected by the Association.



6.3 Re-affiliation

- (a) Member Clubs must re-affiliate with the Association annually in accordance with the procedures set down by the Association from time to time.
- (b) Upon re-affiliation a Member Club must lodge with the Association any changes in its Delegates.

6.4 Deemed Membership

All Members, at the time of approval of these Rules under the Act, shall be deemed Members of the Association from the time of approval of these Rules under the Act.

6.5 Membership Renewal

In order to remain a Member, Ordinary Members must renew their membership annually in accordance with the procedures set down by the Association from time to time.

7. REGISTER OF MEMBERS

7.1 Administrator/Secretary to Keep Register.

The Administrator/Secretary shall keep and maintain a Register of Members in which shall be entered the full name, address, class of membership and date of entry of the name of each Member.

7.2 Inspection of Register

Having regard to confidentiality considerations, an extract of the Register, excluding the address of an Member, or Delegate, shall be available for inspection by Members, upon reasonable request.

8. EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

- (a) these Rules constitute a contract between each of them and the Association and that they are bound by the Rules and the Regulations;
- (b) they shall comply with and observe these Rules and Regulations and any determination, resolution or policy which may be made or passed by the Board or any duly authorised Committee;
- (c) by submitting to these Rules and Regulations they are subject to the control and jurisdiction of the Association;
- (d) the Rules and Regulations are necessary and reasonable for promoting the objects of the Association and particularly the advancement and protection of BMX;
- (e) they are entitled to all benefits, advantages, privileges and services of the Association membership; and
- (f) they will not become a party to any suit at law or equity, against the Association, any member of the Board or any other person subject to these Rules, until all remedies and avenues of appeal allowed by these Rules have been exhausted, save with the written consent of the Association.

9. DISCONTINUANCE OF MEMBERSHIP



9.1 Notice of Resignation

- (a) Any member which or who has paid all monies due and payable to the Association may resign from the Association by giving one (1) month's notice in writing to the Association of such intention to withdraw or resign and upon the expiration of that period of notice, the Member shall cease to be a Member.
- (b) If a Member Club ceases to be a Member under Rule 9.1 (a), the individual members affiliated or registered or licenced with or through the Member club shall also cease at that time.

9.2 Expiration of Notice Period

Upon the expiration of a notice given under Rule 9.1(a), an entry, recording the date on which the Member who or which gave notice ceased to be a Member, and any other Members whose Memberships ceases at the time under 9.1(b) shall be recorded in the register.

9.3 Forfeiture of Rights

A Member which ceases to be Member, for whatever reason, shall forfeit all right in and claim upon the Association, its property including the Intellectual Property and all competition rights.

9.4 Delegate Position Lapses

The position of Delegate shall lapse immediately on cessation of membership of a Member club.

9.5 Refund of Membership Fees

Membership fees or subscriptions paid by a discontinued Member for the relevant year may be refunded on a pro-rata basis to the Member upon discontinuance. The name of such Member shall be removed from the Register of Members as soon as practicable.

9.6 Failure to Re-Affiliate

Notwithstanding Rule 10 the Board may expel or suspend a Member Club which has not re-affiliated with the Association, or an Ordinary Member who has not renewed his membership, within one (1) month of re-affiliation or membership renewal date falling due.

9.7 Member to Re-Apply

A member which has been expelled or suspended or whose membership has lapsed under Rule 9.6:

- (a) must re-apply for membership in accordance with these Rules; and
- (b) may be re-admitted at the discretion of the Board.

10. DISCIPLINE OF MEMBERS

10.1 Board may Initiate Disciplinary Action

Where the Board is advised or considers that a Member Club or an Ordinary Member has allegedly:

- (a) breached, failed, refused or neglected to comply with a provision of these Rules, the Regulations or any resolution or determination of the Board or any duly authorised Committee; or
- (b) acted in a manner unbecoming of a Member or prejudicial to the objects and interests of the Association and/or BMX; or



brought the Association or BMX into disrepute;
the Board may commence or cause to be commenced disciplinary proceedings (“proceedings”) against the Member Club or Ordinary Member, and that Member Club or Ordinary Member will subject to, and submits unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms of the Association set out in this Rule 10.

10.2 The Board may commence proceedings, or investigate conduct which may warrant the commencement of proceedings by referring the matter to a Judiciary Committee (“Committee”).

10.3 Judiciary committee

The Judiciary Committees shall be convened and function as follows.

- (a) The Board may convene a Judiciary Committee of such persons, on such terms and for such purpose(s) as is required. A member of each committee shall act as Committee Secretary and keep records of all investigations and decisions.
- (b) The jurisdiction of a Judiciary Committee shall be unlimited in all matters referred to it throughout Victoria including but not limited to referrals between Member Clubs or between Ordinary Members from Member Clubs or where a Judiciary committee convened by a lower authority within the Association e.g. Member Club fails to take satisfactory action, finds an unsatisfactory result or imposes an unsatisfactory penalty, or where a lower authority within the Association fails to take action at all.
- (c) Every referral to a Judiciary committee shall be clear and unambiguous and shall clearly set out the matter(s) required to be investigated or determined by the committee.
- (d) Upon a referral to a Judiciary Committee the Administrator/Secretary shall, as soon as practicable, appoint a time and place suitable to the Judiciary Committee for the proceedings.
- (e) A Judiciary Committee shall conduct any referral to it within such time as the Board directs, provided always that a concerned person may apply for an adjournment by application in writing to the Administrator/Secretary. Such application must be received two (2) days prior to commencement of proceedings.
- (f) A Judiciary Committee shall have power to require the attendance of any Member Club representative, Ordinary Member or licence holder at any proceedings before it. Notice shall be given in accordance with this Rule 10. Where a person who is required to attend, fails to attend without reasonable excuse, the Judiciary Committee may draw inferences from the failure to attend.
- (g) The quorum for a Judiciary Committee shall be decided by the Board.

10.4 Judiciary Committee Procedure

Proceedings commenced under this Rule shall be conducted as follows:

- (a) Upon receipt of a referral the Committee may request the party or parties concerned in the referral to appear before them. Such request shall be in writing either delivered personally or in appropriate cases by post or facsimile to the appropriate address or facsimile number of the party or parties concerned. The Committee shall inquire into, or determine, the matters in question. A notice given by post shall be deemed to have been given on the day following that on which it shall be posted. A notice given by facsimile shall be deemed to be given upon receipt of a confirmation report confirming the facsimile was received at the facsimile number to which it was sent.



Proceedings shall take place as soon as practicable. All parties concerned shall be given at least seven (7) days notice of the proceedings by the committee. The notice shall:

- (i) be in writing
 - (ii) state that the party or parties concerned, are required to appear and in what capacity;
 - (iii) state the nature of the proceedings and the matters or alleged offence(s) the subject of investigation or determination, the possible penalty or penalties and the place and time of the hearing;
 - (iv) be delivered in accordance with Rule 10.4(a) above.
- (c) Persons appearing before the Committee shall be entitled to call witnesses but must state their case in person unless the Committee has permitted presentation through an advocate. They and their witnesses shall be given a full opportunity to be heard. In their absence, or in the absence of their witnesses, a decision may be made by default. Before making a decision in default of appearance, the Committee must satisfy itself that the party concerned was aware of the time, date and place of hearing and had been requested to appear in accordance with this Rule.
- (d) The Committee Chairman shall announce the opening of the proceedings, stating the Committee's authority, jurisdiction, composition and the nature and purpose(s) of the proceedings.
- (e) The procedure to be followed at proceedings shall be clearly explained by the Committee Chairman. The Chairman shall state who is entitled to be present throughout proceedings during evidence and submissions.
- (f) The matter(s) the subject of proceedings shall then be read to the person(s) concerned. The body or person reporting the matter(s) the subject of the proceedings shall be given the opportunity to report the circumstances of those matter(s). The person(s) concerned will be given the opportunity to respond to this report and present evidence/submissions as to their view of the circumstances of those matter(s). Any witnesses called by either the reporting body or the person(s) concerned will be given the opportunity to give evidence. Evidence and/or submissions may be tendered in writing.
- (g) The committee will consider the evidence presented. The Committee may adjourn the hearing if necessary to do so. No other person shall be present or partake in any discussion with the Committee at this time. If the Committee finds an offence has not been committed or not proved it will advise the Board, and dismiss the charge accordingly.
- (h) If the Committee finds an offence has been committed or proved it may impose, in its discretion, an appropriate penalty or penalties. It may also report its findings to the Board with such recommendations as it considers appropriate. The Committee Chairman will declare the proceedings closed.
- (i) If a decision cannot be given immediately after proceedings, the relevant party or parties must be advised of the time and place at which the decision will be given. The decision, any penalty, the reasons for the decision and notice of the person's appeal rights shall be given in writing and signed by the Committee Chairman.
- (j) Every decision of a Committee under this Rule shall be conveyed in writing to the parties concerned.

10.5 Penalties



Penalties which may be imposed include:

- (i) a reprimand;
 - (ii) suspension, from such activities of the Association, including but not only competition, on such terms and for such period as the penalising authority thinks fit;
 - (iii) exclusion from a particular competition, activity, event or events;
 - (iv) expulsion from the Association;
 - (v) fines, imposed in such manner and in such amount as the Committee or Board thinks fit;
 - (vi) such combination of any of the above penalties as the Committee or Board thinks fit.
- (b) During proceedings the subject(s) of the proceedings may be suspended, on such terms and for such periods as the Committee thinks fit, and shall remain under suspension unless the Committee authority decides otherwise.

10.6 Effect if Penalty

- (a) Where a Member Club is suspended under this Rule its membership of, and representation rights and privileges in, the Association shall be forfeited during the period of such suspension.
- (b) Where an Ordinary Member is suspended under this Rule, all rights and privileges of that Member shall be forfeited, either partially or completely, during the period of suspension.
- (c) Where a Member Club or Ordinary Member is expelled under these Regulations its or his membership of, and representation rights and privileges in, the Association shall be forfeited immediately and membership shall cease. The provisions of Rule 9 shall apply.

10.7 Appeals

- (a) A person who has received a penalty or an adverse finding by a Committee, may, within 28 days from the determination of the Committee, appeal to the Board. Such an appeal must be lodged according to this Rule.
- (b) A person who has received a penalty or adverse finding by a disciplinary committee of a Member Club also may, within 28 days from the determination against which it is appealing, appeal to the next highest authority.
- (c) In relation to appeals against a penalty imposed by, or a finding of, a disciplinary committee of a Member club the following shall apply:
 - (i) a person penalised by a Member Club shall have the right to appeal against the penalty or finding PROVIDED:
 - (A) the person concerned has properly availed it or himself of any right or appeal that may be provided in the constitution of the Member Club;
 - (B) the appeal is made within 28 days of the imposition of the penalty or the handing down of the finding;
 - (C) the appeal is made through the Member Club which shall, as soon as practicable, transmit the appeal to the Board whilst at the same time submitting, to the Board, any representations on the appeal which it may wish to make.

The Board shall either itself or by its disciplinary committee hear the appeal.
- (e) Whatever the decision, the Board shall convey the decision as soon as practicable to the appellant and the initial authority in writing.



17/ DISPUTES AND MEDIATION

- (a) The grievance procedure set out in this rule applies to disputes under these Rules between-
- (i) a member and another member; or
 - (ii) a member and the Association.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (d) The mediator must be-
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement-
 - (i) in the case of a dispute between a member and another member, a person appointed by the committee of the Association ie MPIO (Member Protection Information Officer); or
 - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (e) A member of the Association can be a mediator.
- (f) The mediator cannot be a member who is a party to the dispute.
- (g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (h) The mediator, in conducting the mediation, must--
- (i) give the parties to the mediation process every opportunity to be heard; and
 - (ii) allow due consideration by all parties of any written statement submitted by any party; and



(iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

- (i) The mediator must not determine the dispute.
- (j) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART IV - GENERAL MEETINGS

12. ANNUAL GENERAL MEETING

12.1

- (a) An Annual General Meeting of the Association shall be held in accordance with the provisions of the Act and on a date, time and at a venue determined by the Board.
- (b) All General Meetings other than Annual General Meeting and the Council Meetings shall be Special General Meetings and shall be held in accordance with these Rules.

13. NOTICE OF GENERAL MEETING

13.1 Notice of General Meetings

- (a) Notice of every General Meeting shall be given to every Member Club and all Board Members at the address appearing in the Register kept by the Association. No other person shall be entitled as of right to receive notices of General Meetings.
- (b) A notice of a General Meeting shall specify the place and day and hour of meeting and shall state the business to be transacted at the meeting.
- (c) At least 28 days notice of a General Meeting shall be given to Member Clubs, together with:
- (i) any notice of motion received from Member Clubs;
 - (ii) forms of authority in blank for proxy votes.
- (d) At least 14 days prior to a General Meeting each Member Club shall be given, an agenda of the items in full to be discussed at the meeting.

14. BUSINESS

14.1 Business of General Meetings

- (a) The business to be transacted at the Annual General Meeting includes the consideration of accounts and the reports of the Board and auditors, the election of Officers and other members of the Board of Management in the place of those retiring or the appointment and fixing of the remuneration of the auditors.
- (b) The requisition for a Special General Meeting shall state the object(s) of the meeting, shall be signed by the Member Clubs making the requisition and be sent to the Association and may consist of several documents in a like form, each signed by one (1) or more of the Member Clubs making the requisition.
- (c) If the Board does not cause a Special General Meeting to be held within 28



days after the date on which the requisition is sent to the Association, the Member Clubs making the requisition, or any of them, may convene a Special General Meeting to be held not later than three (3) months after that date.

- (d) A Special Meeting convened by Members under these Rules shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Board. All reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

15. COUNCIL MEETINGS

The Board shall ensure that the Member Clubs are notified when and where the State Council meetings will be held. The Member Clubs are invited to forward agenda items for the meetings at any time throughout the year.

16. PROCEEDINGS AT GENERAL MEETINGS

16.1 Quorum

No business shall be transacted at any General Meeting including the Council meetings, unless a quorum is present at the time when the meeting precedes to business. A quorum for General and Council Meetings of the Association shall be seven (7) Member Clubs personally represented by their delegates.

16.2 President to Preside

The President shall, subject to these Rules preside as Chairman at every General and Council Meetings of the Association. If the President is not present, or is unwilling or unable to preside, the Vice-President shall preside. If the Vice-President is not present, or is unwilling or unable to preside, the Delegates shall appoint one (1) of their number to preside as Chairman for that meeting only.

16.3 Adjournment of Meeting

- (a) If within half an hour from the appointed time for the meeting a quorum is not present the meeting shall be adjourned to the place, date and time determined by the administrator, and if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than five (5) shall be a quorum).
- (b) The Chairman may with the consent of any meeting at which a quorum is present and shall if so directed by the meeting adjourn the meetings from time to time and from place to place but no business left unfinished at the meeting from which the adjournment took place.
- (c) When a meetings is adjourned for 28 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (d) Except as provided as provided in Rule 17.3(c) it shall not be necessary to give any notice of an adjournment or the business to be translated at any adjourned meeting.

16.4 Voting Procedure

At any meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:



- (a) by the Chairman; or
- (b) by the simple majority of the delegates present.

16.5 Recording of Determinations

Unless a poll is demanded under Rule 16.4, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number of the votes recorded in favor of or against the resolution.

16.6 Where Poll Demanded

If a poll is duly demanded under Rule 16.4 it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

17. VOTING AT GENERAL MEETINGS

17.1 Each Member Club shall be entitled to the number of votes as indicated below, subject to these Rules, shall be exercised by the Delegate. Where a Member Club's annual subscription is 28 days in arrears at the time of the General Meeting, or a Member Club is indebted to the Association for whatever sum, it shall not be entitled to vote.

- (a) Each Member Club shall be entitled to:
 - (i) Full Member Club - 2 votes;
 - (ii) Associate Member Club - 1 vote;
 - (iii) Corresponding Member Club - 0 vote

17.2 Equality of Vote

On an equality of voting, the chairman shall declare the question resolved so as to maintain status quo.

17.3 Methods of Voting

Where voting is required to be by secret ballot or where a poll is demanded the Chairman may appoint a returning officer and scrutineers. In the event of a ballot for the election of any Board Position the Chairman may not appoint any candidate for election as scrutineer or returning officer.

18. PROXY VOTING

18.1 Proxy Voting Permitted

Proxy voting shall be permitted at all General Meetings provided a proxy form in the form set out as approved by the Board from time to time, which has been duly completed and excepted, is lodged with the Administrator/Secretary 24 hours before the commencement of the meeting. No member entitled to vote shall exercise more than two (2) proxy votes at any one (1) time.

18.2 Proxy

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A Delegate shall be entitled to instruct his proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as the proxy thinks fit.



PART V - THE BOARD

19. EXISTING BOARD

- (a) The Directors of the Association at the time of approval of these Rules under the Act shall continue in those positions for the balance of their current terms and shall be filled, vacated and otherwise dealt with in accordance with these Rules.
- (b) The person known as the “Administrator” of the Association at the time of approval of these Rules under the Act shall continue in that position, subject to contractual arrangements.

20. COMPOSITION OF THE BOARD

The Board of Management will comprise of:

- (a) Four (4) office bearers being the President, Vice President, Treasurer and Secretary;
 - (b) Four (4) elected board members;
 - (c) One (1) Board member appointed by each region;
- who shall each be elected under Rule 21.

The Administrator shall be entitled to notice, attend and participate in debate at, all meetings of the Board, but shall have no entitlement to vote.

21. ELECTION OF BOARD

21.1 Term of Appointment

Directors shall be elected in accordance with these Rules for terms of two (2) years which will commence in accordance with Rule 23.4, with the exception of the Board member appointed by each region, who will be appointed by the region and notified to the Association.

21.2 Nominations for Board

Nominations for the Board shall be called for by the Administrator/Secretary with the notice of Annual General Meeting.

21.3 Form of Nomination

- (a) Nominations shall be made in writing, signed by any one (1) member club of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination).
- (b) If less than three nominations for each vacancy are received, then further nominations shall be called for at the Annual General Meeting, otherwise no more shall be called at the meeting.

21.4 Receipt of Nominations

Nominations shall be delivered to the Administrator/Secretary not less than seven (7) days before the date fixed for the holding of the Annual General Meeting.

21.5 Nominees



Nominations shall be open to any Ordinary Member of the Association who is and remains on the delegates list of a Full Member or Associate Member Club.

21.6 Elections

If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.

22. DELEGATES

22.1 Appointment of Delegate

Each Member Club shall be entitled to notify to the Association a list of six (6) delegates.

22.2 Delegates as Representative

Each Member Club may have one (1) of the six (6) delegates present as their representative at any Council, General or Annual General Meeting.

23. POWERS OF THE BOARD

Subject to the Act and these Rules the business of the Association shall be managed, and the powers of the Association shall be exercised, by the Board. In particular, the Board as the state controlling authority for BMX in Victoria shall be responsible for acting on all state issues in accordance with the objects and shall operate for the benefit of the Members and the community throughout Victoria and shall in exercising these powers:

- (a) govern BMX in Victoria in accordance with its objects;
- (b) determine major strategic directions;
- (c) apply policies determined by the Member Clubs at General and Council Meetings;
- (d) manage National responsibilities.

24. VACANCIES OF DIRECTORS

24.1 Grounds for Termination of Directors Office

In addition to the circumstances in which the office of a Director becomes by virtue of the Act, the office of a Director becomes vacant if the Director:

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (d) resigns his office in writing to the Association;
- (e) is absent without apology or just cause from three (3) consecutive meetings of the Board;
- (f) holds any office of employment with the Association;
- (g) without the prior consent or later ratification of the Member Clubs in General Meeting holds office of profit under the Association;
- (h) if directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his interest;
- (i) ceases to be a delegate of a Full Member or Associate Member Club;



in the opinion of the Board:

- (i) has acted in a manner unbecoming or prejudicial to the objects and the interests of the Association and/or BMX; or
- (ii) has brought the Association, any Member Club or BMX into disrepute;
- (k) is removed by Special Resolution;
- (l) resigns his position in writing delivered to the Administrator;
- (m) would otherwise be prohibited from being a director of a corporation under the Corporations Law.

24.2 Casual Vacancies

In the event of a casual vacancy in any office or ordinary board position, the Board shall convene a general meeting of the Association to be held within one (1) calendar month of the date of such vacancy meeting for the purpose of electing a delegate to fill the Vacancy. The delegate so elected shall hold office for the unexpired term of the vacancy.

24.3 Board may Act

In the event of a casual vacancy or vacancies in the office of a Director or Directors, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Directors to a sufficient to constitute such a quorum.

24.4 Term of Appointment

Subject to these Rules, the office of all Directors with the exception of the Region Directors shall commence from the conclusion of the Annual General Meeting at which he is elected until the second Annual General Meeting following. Region Directors shall commence from the conclusion of the Annual General Meeting at which he is appointed until the conclusion of the following Annual General Meeting.

24.5 Re-Election

Directors except Region Directors shall hold office on a rotational basis for two (2) years. They are eligible for re-election. The rotational basis for re-election is as follows:

- First year Vice President, Secretary and two (2) Ordinary Directors;
- Second year President, Treasurer and two (2) Ordinary Directors.
- Each year One director from each region.

25. MEETINGS OF THE BOARD

25.1 Board to Meet

The Board shall meet at least three (3) times in the year at such times as the Board may determined. Meetings may be convened by the President or by four (4) members of the Board.

25.2 Decisions of Board

Subject to these Rules, questions arising at any meeting of the board shall be decided by a majority of votes and a determination of a majority of Directors shall for all purposes be deemed a determination of the Board. All Directors shall have one (1) vote on any question. The Chairman shall on the equality of a vote determine in favour of the status quo of the question. The Administrator shall not be entitled to vote.

25.3 Quorum



At meetings of the Board the number of Directors whose presence is required to constitute a quorum is 50%.

25.4 Notice of Board Meetings.

All Directors shall be provided with a schedule of Board meetings, no meeting shall be called in addition to those on the schedule unless there is a quorum of the Board in agreeance to attend and it is deemed necessary to conduct an extra meeting.

25.5 Conflicts

A Director shall not vote in respect of any contract or proposed contract with the Association in which he is interested or any matter arising from that contract and if he does so vote shall not be counted.

25.6 President as Chairman

The President shall be the nominal head of the Association and will act as Chairman of the Board, General or Council Meeting at which he is present. If the President is not present, or is unwilling or unable to preside, the Vice President shall preside over the meeting. If the Vice President is not present, or is unwilling or unable to preside, the remaining Directors shall appoint one (1) of their number to preside as Chairman in his place for that meeting only.

25.7 Board Power to Co-Opt

The Board shall have the power to co-opt any other person to attend Board meetings, who in their opinion, may be of assistance in the management of the Association, ie: State Chief Steward, State Coaching Director, etc. These co-opted people would have no voting rights at Board Meetings.

26. ADMINISTRATOR

26.1 Appointment of State Administrator

The Administrator shall be appointed by the Board for such term and on such conditions as it thinks fit.

26.2 Administrator to Administer

The Administrator shall administer and manage the Association in accordance with these Rules.

26.3 Specific Duties

The Administrator shall:

- (a) as far as practicable attend all Board, General and Council Meetings;
- (b) regularly report to the Board and/or the Association on the activities of, and issues relating to, the Association; and
- (c) be the public officer of the Association in accordance with the Act.

26.4 Vacancy or Absence of Administrator

In the event of a vacancy or prolonged absence of the administrator the duties of the administrator shall be conducted by/or under the direction of the person holding the position of Secretary.

26.5 Board Power to Manage



Subject to the Act, these Rules, the Regulations and any policy directive of the Board, the Administrator has power to perform all such things as appear necessary or desirable for the proper management and administration of the Association. No resolution passed by the Association in General Meeting shall invalidate any prior act of the Administrator or the Board which would have been valid if the resolution had not been passed.

PART VI - MISCELLANEOUS

27 DELEGATIONS

27.1 Board may Delegate Functions

The Board may by instrument in writing create or establish or appoint from among its own members, the Members of the Association or otherwise, Special Committee, individual officers or consultants to carry out such duties and functions, and with such powers, as the Board determines.

27.2 Delegation By Instrument

The Board may in the establishing instrument delegate such functions as are specified in the instrument, other than:

- (a) this power of delegation; and
- (b) a function imposed on the Board or the Administrator by the act or any other law, or these Rules or by resolution of the Association in General Meeting.

27.3 Delegated Function Exercised in Accordance With Terms

A function, the exercise of which has been delegated under this Rule, may whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

27.4 Procedure of Delegated Entity

The procedures for any delegated entity shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under these Rules.

27.5 Delegation may be Conditional

A delegation under this Rule may be made subject to such conditions or limitations as to the exercise of any function or at the time or circumstances as may be specified in the delegation.

27.6 Revocation of Delegation

The Board may by instrument in writing, revoke wholly or in part any delegation made under this Rule, and may amend or repeal any decision made by such body or person under this Rule.

28. REGULATIONS

287.1 Board to Formulate regulations

The Board may formulate, issue, adopt, interpret and amend such Regulations for the proper advancement, management and administration of the Association, the advancement of the objects of the Association and BMX as it thinks necessary or desirable. Such Regulations must be consistent with the Statement of Purposes and Rules of Association and any policy directives of the Board.



28.2 Regulations Binding

All Regulations made under this Rule shall be binding on the Association, Member Clubs and members.

28.3 Regulations Deemed Applicable

All rules, by-laws and Regulations of the Association in force at the date of the approval of these Rules under the Act insofar as such rules and regulations are inconsistent with, or have been replaced by these Rules, shall be deemed to the Regulations under this Rule.

28.4 Bulletins Binding on Members

Amendments, alterations, interpretations or other changes to Regulations shall be advised to Member Clubs and Members by means of Bulletins approved by Board and prepared and issued by the Administrator/Secretary. Bulletins are binding upon all Members.

29. RECORDS AND ACCOUNTS

29.1 Keeping of Records

The Treasurer, Secretary and Administrator shall established and maintain proper records and minutes concerning all transactions, business, meetings, and dealings of the Association and the Board shall produce these as appropriate at each Board or General Meeting.

29.2 Records Kept in Accordance With Act.

Proper accounting and other records shall be kept in accordance with the Act. the books of account shall be kept in the care and control of the Administrator/Secretary and/or the Treasurer, and shall be available for inspection by the members.

29.3 Association to Retain Records

The Association shall retain such records for seven (7) years after the completion of the transactions or operations to which they relate.

29.4 Board to Submit Accounts

- (a) The Board shall submit to the Members at the Annual General Meeting the Statements of Account of the Association in accordance with these Rules.
- (b) The Board shall present to each Council meeting a statement of Accounts.

29.5 Accounts Conclusive

The Statement of Account when approved or adopted by an Annual General Meeting shall be conclusive except as regards any error discovered in them within three (3) months after such approval or adoption.

29.6 Negotiable Instruments

The funds of the Association shall be banked in the name of the Association or may at the discretion of the Board be invested on such interest bearing deposits as the Board shall consider secure and desirable. Any two (2) of the President, Treasurer, Secretary and Administrator may be able to operate such bank account or investment account.

30. AUDITOR



(a) A properly qualified auditor or auditors shall be appointed and the remuneration of such auditor or auditors fixed at the Annual General Meeting. The auditor's duties shall be regulated in accordance with the Act.

(b) The accounts of the Association shall be examined and the correctness of the profit and loss account and balance sheets ascertained by an auditor or auditors at least once in every year.

31. NOTICE

31.1 Manner of Notice

(a) Notices may be given by the Administrator/Secretary to any Member by sending the notice by pre-paid post or facsimile transmission or where available, by electronic mail, to the Member's registered address or facsimile or electronic mail address.

(b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effective two (2) days after posting.

(c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.

(d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.

31.2 Notice of General Meeting

Notice of every General Meeting shall be given in the manner authorised in these Rules.

32. SEAL

32.1 Safe Custody of Seal

The Administrator/Secretary shall provide for safe custody of the seal.

31.2 Affixing Seal

The seal shall only be used by authority of the Board and every document to which the seal is affixed shall be signed by two (2) Directors one (1) of whom must be an officer of the Association.

33. PATRONS AND VICE PATRONS

The Association at its Annual General Meeting may appoint annually on the recommendation of the Board a Chief Patron and such number of Patrons and Vice Patrons.

34. ALTERATION OF THE RULES AND PURPOSES

These Rules and the Statement of Purposes of the Association shall not be altered except by Special resolution as in accordance with the Act.

- (a) Every Director, officer, auditor, manager, employee or agent of the Association shall be indemnified out of the property or assets of the Association against any liability incurred by him in his capacity as Director, officer, auditor or agent in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to him by the Court.
- (b) The Association shall indemnify it's Directors, officers, managers and employees against all damages and costs (including legal costs) for which any such Director, officer, manager or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:
 - (i) in the case of a Director or officer, performed or made whilst acting on behalf of and with the authority, express or implied of the Association; and
 - (ii) in the case of an employee, performed or made in the course of, and within the scope of his employment by the Association.

36. DISSOLUTION

- (a) Subject to paragraph (b) below, the Association may be wound up in accordance with the provisions of the Act.
- (b) The provisions of clauses 7 and 8 of the Statement of Purposes relating to the winding up and dissolution of the association shall take effect and be observed as if the same were repeated in these Rules.