

BMX New Zealand Constitution

Version Date 21/04/2022

1. Name

The Society shall be called BMX New Zealand Incorporated ("BMX NZ").

2. Definitions and Interpretation

2.1. In this Constitution:-

"Club" means society incorporated under the Incorporated Societies Act 1908, for the purpose of facilitating the provision of BMX racing.

"Board" means the body provided for by Rule 9 of this Constitution.

"Board member" means a member of the Board.

"General Meeting" includes an Annual General Meeting and a Special General Meeting.

"Licence" or "Racing Licence" means a Racing Licence or other form of registration identifying the holder of a Racing Licence issued under Rule 6 of this Constitution.

"Region" means any of the areas specified in Rule 7(1) of this Constitution or such other area as may be defined by the Board from time to time for the control and administration of the sport within that area on behalf of BMX NZ.

"Regional Association" means an association incorporated under the Incorporated Societies Act 1908 and which is established to facilitate the administration of the Sport in a Region or Regions and referred to in Rule 7.2. and Rule 8 of this Constitution.

"UCI" means the world governing body for cycling currently known as the Union Cycliste Internationale.

"Sport" or "BMX" means the sport known as bicycle motocross.

2.2. In this Constitution:

- (a) the plural includes the singular and vice versa; and
- (b) words of one gender include the other gender.

3. Affiliation

BMX NZ shall affiliate with the UCI by way of affiliation with Cycling New Zealand.

4. Purpose, Objects and Powers

4.1. Purpose

The purpose of BMX NZ is to operate as an administrative controlling body for the sport in New Zealand.

4.2. Objects

The objects of BMX NZ are:

- (a) to preserve, develop and administer the sport in New Zealand.
- (b) to conduct and/or co-ordinate programmes for BMX competition.
- (c) to establish and alter rules governing the conduct of BMX racing competition and to adopt changes to such rules as notified by UCI.
- (d) to conduct and participate in programmes to assist riders in the development of their competitive skills and to ensure safe competition.
- (e) to own, conduct co-ordinate and control the BMX race meetings known as the National Championships, the North Island Titles and the South Island Titles.
- (f) to select, or cause to be selected, athletes to represent New Zealand in international competitions.
- (g) to hold all official records pertaining to the sport.
- (h) to uphold the rights and interests of BMX competitors and to communicate those interests to governmental and other authorities and to the public.
- (i) to provide fair representation directly or by affiliation, for all individuals and organisations who participate in the sport.

4.3. BMX NZ shall:

- (a) recognise the equality and welfare of its members.
- (b) present uniformity in the government of the sport.
- (c) promote safety education as it pertains to the sport.
- (d) assist competitors in BMX racing and promote them in international competition, when and where possible.

4.4. Powers

BMX NZ shall have the following powers:

- (a) to withdraw, suspend or terminate membership.
- (b) to issue or decline to issue, or cancel Racing Licences.
- (c) to implement disciplinary procedures and impose sanctions and penalties.
- (d) to establish tribunals, conduct hearings and hear appeals.
- (e) to develop drug testing and other policies and associated disciplinary procedures.
- (f) To assign functions (including those functions set out in paragraphs (c) and (d) of this Rule) and or/ to enter into agreements to discharge those functions with other organisations.
- (g) to lend, invest, borrow, raise or secure the payment of money in such manner as the Board thinks fit.
- (h) to raise in such manner as the Board thinks fit funds by subscriptions, fees, levies, donations and other means.
- (i) to effect insurance, including insurance over property, employees and athletes.
- (j) to enter into and/or terminate contracts with athletes, staff, members, sponsors, media and other persons, agencies and organisations.
- (k) to delegate duties, co-opt or appoint sub-committees or individuals.
- (l) to acquire by purchase, lease or grant any property or property rights and to manage, let, sell, exchange or otherwise deal with the property of BMX NZ.
- (m) to make, alter or rescind by-laws, regulations and policies consistent with the objects and principles of BMX NZ.
- (n) to do all such things as are incidental or conducive to the attainment of the objects and the powers of BMX NZ.

5. Membership

- 5.1. The following will be the classes of membership of BMX NZ.
 - (a) Incorporated Members.
 - (b) Regional Associations
 - (c) Observer Members
 - (d) Honorary Life Members.
- 5.2. All applications for membership (with the exceptions of Honorary Life Members) shall be in writing, in such form as may be required by the Board from time to time.
- 5.3. Any member may resign from BMX NZ by written notice to the Board.
- 5.4. A membership may be withdrawn, suspended or terminated following a resolution passed by a two-thirds majority of votes at a meeting of the Board, if the member:
 - (a) is convicted of an indictable offence;
 - (b) fails to comply with any provision of this Constitution; or
 - (c) acts in a manner considered being injurious or prejudicial to the character and interests of BMX NZ or the sport.
- 5.5. Incorporated Members
 - (a) Incorporated Members shall be clubs, as defined in Rule 2 of this Constitution.
 - (b) Every club applying for membership under this provision shall have a constitution approved by BMX NZ.
 - (c) No Incorporated Member shall be a member of or affiliated with any other BMX association, with the exception of a Regional Association.
- 5.6. Regional Associations
 - (a) Regional Association members shall be associations incorporated under the Incorporated Societies Act 1908, pursuant to Rule 7.2. of this Constitution.

5.7. Observer Members

- (a) Observer Members may be individuals, incorporated societies, or companies.
- (b) In any application for Observer Membership, the applicant shall be required to, inter alia, satisfy the Board of the applicant's interest, affinity or association with the sport.
- (c) The Board may grant to any Observer Member such privileges or benefits and on such terms and conditions as the Board thinks fit.
- (d) The Board may not approve an application for Observer Membership brought by a member of an Incorporated Member of BMX NZ.

5.8. Honorary Life Members

- (a) The Board may appoint any person who has rendered distinguished service to BMXNZ as an Honorary Life Member of the Association. The Board may, as it sees fit, establish policies and processes for deciding on a proposal that a person be appointed an Honorary Life Member.
- (b) Candidates for the status of Honorary Life Member shall be nominated by the Board, either on its own initiative or on the recommendation of a Member.

6. Racing Licences

6.1. BMXNZ may issue a Racing Licence to any member of an Incorporated Member upon the application of the Incorporated Member.

6.2. The Board may

- (a) from time to time provide for different categories of Racing Licence;
- (b) specify that a fee shall be payable for the issue of a Racing Licence.
- (c) suspend (for such period of time as the Board thinks fit) or cancel a Racing Licence if the holder of the Licence behaves in a manner that is considered injurious or prejudicial to the character and interests of the sport.

- 6.3. Each Incorporated Member shall apply for a Racing Licence for each of its members, who profess an intention to participate in the sport as a competitor.
- 6.4. The Board may, in its discretion, decline an application for Racing Licence on such grounds as the Board thinks proper.
- 6.5. The holder of a Racing Licence may compete in such BMX racing competitions as permitted by the category of licence held. The only persons who may participate in BMX racing competitions are holders of Racing Licences.

7. Regions

- 7.1. For the purposes of administering the sport New Zealand is divided into the following Regions.
 - (a) Northern
 - (b) Waikato
 - (c) Central
 - (d) Taranaki
 - (e) Wellington
 - (f) Mainland North
 - (g) Mainland South

BMX NZ may prescribe the areas of operation of the Regions from time to time, by way of a motion by the Board. The Board may also create such new Regions, as it thinks fit.

- 7.2. BMX NZ shall cause the establishment of such Regional Associations as may be necessary to facilitate the functions of the each Region. BMX NZ shall ensure that the Rules of the Regional Associations do not conflict with this Constitution.

- 7.3. The objects of each Region shall be:

- (a) to promote competitive BMX racing in each region's area of responsibility.
- (b) to exercise all powers and perform all duties vested and imposed on them by this Constitution and BMX NZ.
- (c) to do such other things as in the opinion of each Region would further the interests of the sport.

7.4. Powers of the Regions

- (a) Each Region shall have the power to raise in such a manner as the Region Committee thinks fit funds by subscription, levies, donations and other means.

7.5. Regional Officials

Each Region shall ensure that at an Annual General Meeting the following Regional Officials shall be appointed.

- (a) Region Co-ordinator.
- (b) Region Secretary
- (c) Region Treasurer.

7.6. Region Committee

- (a) Each Club within the area of responsibility of a Region (as defined in Rule 7.1. of this Constitution) shall ensure that prior to the Annual General Meeting of the Region it shall appoint two persons to be the Club's delegates on the Region's Committee. Appointment of Club delegates to the Region Committee shall be ratified at the Region's Annual General Meeting.
- (b) The Region Committee shall consist of the Regional Officials provided for Rule 7.5 of this Constitution and the delegates provided for in Rule 7.6(a) of this Constitution.
- (c) The club delegates to the Region Committee provided for in Rule 7.6(a) of this Constitution shall together be entitled to one vote for the club they represent.

7.7. No person shall be elected as a Region Official or appointed to a Region Committee who:

- (a) has been convicted of any offence punishable by more than two years imprisonment, or
- (b) who in opinion of the Board is not a suitable person to be either so elected or appointed.

7.8. Region Annual General Meeting.

Each Region shall hold an Annual General Meeting at least one month before the Annual General meeting of BMX NZ on a date to be fixed by the Region Committee. The business to be transacted at the Annual General Meeting will include

- (a) The Annual General Meeting of any relevant Regional Association.
- (b) consideration of any notices of motion and remits.
- (c) confirmation of appointment of club delegates to the Region Committee.
- (d) election of the Regional Officials.

7.8.1 Appointment of Acting Region Coordinator

- (a) This rule applies solely where a Region is unable to appoint a Region Coordinator at an Annual General Meeting (or in any other circumstance) because Clause 9.9(b) of this constitution (which relates to restrictions of holding office) applies.
- (b) Where this rule applies, the Region's Clubs may appoint an Acting Region Coordinator.
- (c) The Region's Clubs may appoint an Acting Region Coordinator at a meeting set up by any means (including electronic) for that purpose. An appointment shall be made by a majority vote of the Region's Clubs.
- (d) An Acting Region Coordinator may exercise all the responsibilities of a Region Coordinator.
- (e) An Acting Region Coordinator may be appointed only until the next Annual General Meeting of that region, where they must be replaced by a Region Coordinator.
- (f) An Acting Region Coordinator may be replaced by a Region Coordinator (appointed according to the Constitution) at any time prior to the conclusion of the Acting Region Coordinator's term.

- (g) An appointment of an Acting Region Coordinator is subject to Clause 7.7 of this Constitution (which relates to who may be appointed a Region Official).

[Note:- Rule 7.8.1 was added at the Annual General Meeting of the Association held on 4 July 2021]

7.9. Nomination of Candidates for Regional Officials

Any Club that is a member of a region may nominate such person or persons as it thinks fit to be a candidate for election as a Regional Official. The Region Secretary shall receive any such nominations at least 15 days prior to the Region Annual General Meeting.

7.10. Notice of Region Annual General Meeting

- (a) Written notice of each Region Annual General Meeting shall be forwarded to each Club within the area of responsibility of each Region, the Board, and any relevant Regional Association by each Region Secretary at least 30 days prior to the date of the meeting, such notice to include the agenda and all business to be conducted at the meeting.
- (b) Notices of motion at each Region Annual General Meeting may be submitted by any Club operating within the area of responsibility of each Region, and shall be received by the relevant Region Secretary at least 15 days prior to the date of the meeting.

7.11. Reporting Obligations on Regions

Each Region shall, at least one calendar month after its Annual General Meeting, unless otherwise provided for by resolution of the Board, provide BMX NZ with

- The names and addresses of the Regional Officials
- the names and addresses of the Region's Committee.

7A. Region Administrators

- 7A.1. The Board may in circumstances provided for in Rule 7A.8 of this Constitution appoint a Region Administrator for the periods of time provided for in Rule 7A.7.

7A.2. Subject to Rule 7A.6 of this Constitution, the office of the relevant Region Coordinator shall be vacant, in the event of an appointment of a Region Administrator.

7A.3. Subject to Rule 7A.4 and Rule 7A.5 of this Constitution, in the event of the appointment of a Region Administrator, the application of the following Rules shall be suspended:-

- (a) Rule 7.5. Regional Officials
- (b) Rule 7.6. Region Committee
- (c) Rule 7.8. Region Annual General Meeting
- (d) Rule 7.9. Nomination of Candidates for Regional Officials
- (e) Rule 7.10 Notice of Region Annual General Meeting

7A.4. Regional Officials

- (a) In the event of the appointment of a Region Administrator the relevant Regional Officials shall be deemed to have vacated their offices.
- (b) The Region Administrator may appoint such persons as thought fit to act as the Regional Officials provided for in Rule 7.5 (b) and (c) (Region Secretary and Region Treasurer). Any persons appointed under this Rule shall be deemed to be the Regional officials provided for in Rule 7.5(b) and (c).
- (c) Any Regional Officials appointed pursuant to this Rule shall be deemed to have vacated their positions upon the resignation, removal or lapsing of office of the Region Administrator.

7A.5. Region Committee

- (a) In the event of the appointment of a Regional Administrator the relevant Region Committee shall be deemed to have vacated its office.
- (b) Any Region Administrator may, in that person's discretion establish a Region Committee.
- (c) In the event of the establishment of a Region Committee pursuant to this Rule, that Committee shall be the persons provided for in Rule 7.6(a) of this Constitution.

- (d) Any Region Committee appointed under this Rule shall be deemed to be a Region Committee for the purposes of this Constitution.
- (e) Rule 7.7. of this Constitution shall apply in the event of the establishment of a Region Committee pursuant to this Rule.

7A.6. Region Administrator

- (a) Any Region Administrator shall be deemed to be a Region Co-ordinator, as provided for by Rule 7.5(a) of this Constitution, for all purposes and (in particular) for the purposes of Rule 8 of this Constitution (relating to Regional Associations).
- (b) Any Region Administrator shall have all the powers, rights and responsibilities of a Region Co-ordinator.

7A.7. Period of Appointment

- (a) Subject to Rule 7A.7(b) the Board may appoint a Region Administrator for a period not exceeding six months.
- (b) The Board may, in its discretion, appoint a Region Administrator for further cumulative periods, not exceeding six months on each occasion, if it appears to the Board that-
 - the circumstances that caused the appointment of the Region Administrator are continuing, and/or
 - more time is needed remedy the circumstances that required the appointment of the Region Administrator.

7A.8 Reasons for Appointment of Region Administrator

The Board may appoint a Region Administrator if the Board is of the opinion that all or any of the following circumstances exist.

- (a) The Region Committee appears to be administering its affairs in a manner that might attract criminal or civil liability for all or any of its members, any Regional Association, any Incorporated Member, BMX NZ and/or the Board.
- (b) The Region Committee appears to be administering its affairs in a manner that, in the opinion of the Board is injurious or prejudicial to the character and interests of BMX NZ or the sport.

- (b) The Region has failed to comply with all or any of the following Rules of this Constitution
 - Rule 7.5. Regional Officials
 - Rule 7.6. Regional Committee
 - Rule 7.8. Region Annual General Meeting.
- (c) The Board shall not appoint a Region Administrator in reliance upon Rule 7A.8(b) unless
 - it has advised the relevant Region (and the Incorporated Members within that Region) in writing of the rule or rules of this Constitution that the Region has failed to comply with and
 - provided the Region (and the Incorporated Members within that Region) with an opportunity of not less than two months to remedy the breach and
 - advised the Region (and the Incorporated Members within that Region) in writing that the Board may appoint a Region Administrator in the event that the Region fails to remedy the breach of a Rule or Rules of this Constitution.

7A.9. Duties of Region Administrator

- (a) The Region Administrator shall conform to the provisions of Rule 7.11 of this Constitution upon establishment of a Region Committee under this Rule.
- (b) Any Region Administrator shall be under an express duty to remedy the circumstances that caused that person's appointment.
- (c) Any Region Administrator shall be under an express duty to facilitate the establishment or re-establishment of the Region's structure provided for the Rule 7 of this Constitution within as short a period of time as is reasonable in the circumstances.
- (d) Each Region Administrator shall report on his or her activities in that role, in writing, upon request of the Board, and
 - On at least one occasion in each calendar month and
 - Within a period of one month prior to the cessation of the appointment.
- (e) Any such report shall be provided to the Incorporated Members within the area of operation of the relevant Region.

8. Regional Associations

- 8.1. This Rule relates to the Regional Associations, to be established under Rule 7.2. of this Constitution.
- 8.2. BMX NZ shall establish such Regional Associations as may be necessary to facilitate the functions of each Region, having regard to:-
- (a) the number of Incorporated Members in each Region. BMX NZ may establish a Regional Association to facilitate the functions of more than one Region, and/or
 - (b) the number of members of Incorporated Members in each Region, and
 - (c) such other matters as BMX NZ considers appropriate.
- 8.3. The Constitutions of the Regional Associations shall provide for the following Rules-
- (a) The membership of the Regional Associations shall be the Incorporated Members of BMX NZ within the Region or Regions in respect of which the Regional Association is being established.
 - (b) The Annual General Meeting of the Regional Association shall take place at the same time and place as the Annual General Meeting of the relevant Region or Regions, as provided in Rule 7.8 of this Constitution.
 - (c) Except in the case where the Regional Association is being established with respect to more than one Region, the Officers of the Regional Association shall be the Regional Officials provided for in Rule 7.5. of this Constitution.
 - (d) The Committee of each Regional Association shall be the members of the Committee or Committees (in the case of one Regional Association being established with respect to more than one Region) provided for in Rule 7.6. of this Constitution.

- (e) The Rules of each Regional Association shall provide that its members (being Incorporated Members of BMX NZ) shall not be members of any other BMX association, with the exception of BMX NZ.
- (f) The Rules of each Regional Association shall provide that the Regional Association shall at all times be a member of BMX NZ and be deemed to have been wound up, should it purport to resign its membership of BMX NZ.

9. The Board

9.1. The Board shall be responsible for governing BMXNZ, and, subject to this Constitution, may exercise all the powers of BMXNZ and do all things that are not expressly required to be undertaken by BMXNZ at a General Meeting.

9.2. Specific powers of the Board.

The Board shall have the power to:

- (a) manage and control the finances of BMX NZ;
- (b) authorise the holding of championship race meetings;
- (c) to prohibit the holding of unauthorised race meetings;
- (d) to delegate such powers as it thinks fit to duly appointed representatives or committees, or to the managing bodies of Incorporated Members, Regional Associations or Regions;
- (e) to elect such sub-Committees as it thinks fit.
- (f) to enlist by co-operation the services of any persons for any special purposes whether members of the Board or not;
- (g) to fix the salaries, honoraria or compensation to be paid to employees of BMX NZ;
- (h) to fill any vacancy on the Board which may occur no later than three months prior to the Annual General Meeting by postal nomination and ballot of Incorporated Members.

9.3. Composition of the Board

- (a) Subject to Rule 9.3(b) of the Constitution the Board shall consist of not less than five and no more than seven members, to be elected at the Annual General Meeting of BMX NZ. The members of the Board elected at the Annual General Meeting shall not enter into office until the termination of such meeting.
- (b) If there are four nominations only for election to the Board at an AGM (pursuant to Rule 9.6 of this Constitution), those nominees may only establish a Board in accordance with Rule 9.3(c).
- (c) Additional Members may be appointed by secondment to the Board in the following circumstances.
 - (i) Four Board members elected at an Annual General Meeting may appoint one additional Member.
 - (ii) A Board of five Members may appoint two additional Members.
- (ca) Members of the Board appointed by secondment pursuant to Rule 9.3(c) shall retire at the next Annual General Meeting, but may be nominated as a candidate for election pursuant to Rule 9.6(a).
- (d) Any Board members appointed pursuant to Rule 9.3(c) of this Constitution shall have all the powers and responsibilities of a member of the Board as if that person had been elected at the Annual General Meeting.

9.4. Chair and Deputy Chair

The Board shall, at its first meeting after the Annual General Meeting in each year, elect one of its members to be the Chair and one to be the Deputy Chair.

- (a) The Chair, or in his absence, the Deputy Chair, shall preside at all meetings of the Board. If neither are present at a meeting of the Board within such

time as the members present think fit, then the Board shall choose one of its present members to chair the meeting.

9.5. Procedure at Board meetings

- (a) All members of the Board shall be entitled to attend all meetings of the Board.
- (b) A quorum for a meeting of the Board shall be determined in the following manner.
 - (i) If the Board has five members, then the quorum shall be three Board members present in person.
 - (ii) If the Board has six members then the quorum shall be four Board members present in person.
 - (iii) If the Board has seven members then the quorum shall be five Board members present in person.
- (c) Unless otherwise determined by the Board,, a member of the Board shall forfeit that person's seat if he has been absent from three or more consecutive meetings without leave.

9.6. Election of Board

- (a) Nominations of candidates for all Board positions shall be made by Incorporated Members and on the prescribed form. The form shall include the nominee's acceptance of the nomination.
- (b) Nominations shall be received by BMX NZ no less than thirty days prior to the Annual General Meeting.
- (c) Each member of the Board shall remain in office for two years from the date of the member's election, and shall then retire.
- (d) A retiring member of the Board may be nominated as a candidate for election.
- (e) The Board shall be elected by a vote of the Incorporated Members present (in person or by proxy) at the Annual General Meeting of BMXNZ.
- (f) Candidates for the Board, nominated pursuant to Rule 9.6(a), may only be elected to the Board by a vote of at least 51% (or rounded up if necessary) of Incorporated Members voting at the Annual General Meeting.

9.7 Meetings of Board

- (a) A meeting of the Board may be called at any time by the Executive Officer of BMXNZ at the request of the Chair, by notice in writing or by any other means, stating the time and place of the meeting.
- (b) The Executive Officer of BMXNZ shall call a meeting of the Board within three days of receipt of a written request to do so by at least three members of the Board.

9.8. Voting at Board Meetings

- (a) Each member of the Board shall be entitled to one vote, except for any member of the Board who has declared a pecuniary interest in the matter being voted on. In the event of a Board member abstaining from a vote under this Rule, the other Board members may (at the discretion of the Board) constitute a quorum, for the purpose of the vote only.
- (b) The Chair at any meeting of the Board shall have a second or casting vote in favour of the status quo in addition to a deliberative vote.
- (c) All decisions of the Board shall be by way of a simple majority. A secret ballot shall be had at the request of any Board member.

9.9 Restrictions on Holding Office

- (a) No member of the Board shall, at the same time, hold the position of Region Official, or shall be an office holder or committee member of any Incorporated Member.
- (b) No Region Co-ordinator shall be a committee member of any Incorporated Member.

9.10 Removal of Board Members

Any member of the Board may be removed from office on a resolution approved of by a two-thirds majority of votes received at the Annual General Meeting or at a Special General Meeting called for that purpose.

10. General Meetings

10.1. Annual General Meeting

- (a) BMX NZ shall meet in a General Meeting ("Annual General Meeting") at least once in each calendar year on a date to be fixed by the Board but no later than the end of July in any year.
- (b) The Annual General Meeting shall comprise of the following.
 - (i) The Board
 - (ii) One delegate appointed by each Incorporated Member.
- (c) Notices of Motion proposing amendments to the Constitution ("constitutional remits") must be received by the Executive Officer at least thirty days before the date of the Annual General Meeting.
- (d) The order of business for the Annual General Meeting shall be determined by the Board but shall include-
 - (i) presentation of the Chair's report;
 - (ii) Financial statements and auditor's report;
 - (iii) election of the Board;
 - (iv) election of Honorary Life Members.

10.2. General Meetings

- (a) Written notice of any General Meeting shall be forwarded to all Honorary Life Members, members of the Board, Incorporated Members and Observer Members, and Regional Associations at least 60 days prior to the date of the meeting, such notice to include the agenda and all business to be conducted at the meeting.
- (b) Any other notices of business at a General Meeting must be received by the Executive Officer at least thirty days before the date of any General Meeting.
- (c) Each Incorporated Member may appoint one delegate to represent it at any General Meeting. Any Incorporated Member may appoint a proxy to act and vote in its stead at a General Meeting. The appointment shall be in writing and be handed to the Chair prior to the commencement of the meeting.
- (d) A member of the Board may not appoint a proxy.
- (e) The Chair, or in the absence of the Chair, the Deputy Chair shall chair all General Meetings. If neither of them is present at a General Meeting, the meeting shall appoint another member of the Board to chair the meeting.

- (f) A quorum at a General Meeting shall consist of not less than one-third of the Incorporated Members of BMX NZ, but fewer than a quorum shall have the power to adjourn the meeting from time to time until a quorum is present.

10.3. Voting at General Meetings

- (a) Incorporated Members shall have one vote.
- (b) The Chair shall have a casting vote in the case of equality of voting in addition to a deliberative vote. The casting vote shall be in favour of the status quo.
- (c) Except for a vote in election of the Board, voting shall be by show of hands or voices, as the Chair shall direct. The declaration by the Chair that a vote or ballot has been carried or lost shall be final. All business at a General Meeting (except proposed amendments to this Constitution) shall be by way of a simple majority.
- (d) Matters that would normally be determined at a General Meeting may, if so decided by the Board, be determined by a postal or email vote, in which case the following procedure shall apply:
 - (i) A notice specifying the matter to be voted on and the date by which the vote is to be returned shall be forwarded to all Incorporated Members by letter, or e-mail.
 - (ii) Each Incorporated Member shall be entitled to one vote.
 - (iii) All votes shall be returned by Incorporated Members in an envelope marked "Postal Vote", or by way of an attachment to an e-mail message.
- (e) Where postal voting is used to appoint an individual from a number of nominees or to choose from several options, the following system shall apply:
 - (i) Nominees or options shall be listed in the Incorporated Member's order of preference.
 - (ii) The preference rating for each nominee or option from the Incorporated Members shall be totalled and appointment or decision will apply to the nominee or option with the lowest total.

- (iii) The nominees/options together with preference totals shall be recorded in the Minutes of the next Board meeting.
- (iv) The event of a tie, the matter shall be decided by a majority decision of the Board.

10.4. Special General Meetings

- (a) A Special General Meeting may be called by:-
 - (i) The Board on its own motion, or
 - (ii) The Board upon receipt of a request to convene such a meeting signed by not less than ten Incorporated Members, setting forth the object of the meeting.
- (b) A Special General Meeting may be called by the Board at the request of an Incorporated Member subject to the following requirements:
 - (i) The request shall be in writing.
 - (ii) The request must include an outline of the reasons for the request, setting out the facts which (in the opinion of the Incorporated Member) justify the calling of a Special General Meeting.
 - (iii) A deposit of \$500 shall accompany the request. The deposit may be returned to the Incorporated Member (either in full or in part) at the discretion of the Board.
- (c) As much notice as possible of a Special General Meeting shall be given to Incorporated Members, Regional Associations, Honorary Life Members and Observer Members, but no such meeting shall be called on less than seven days' notice.
- (d) The business of a Special General Meeting shall be the only matter for which the meeting has been called.
- (e) The procedure for a Special General Meeting shall, so far as applicable, follow that of the Annual General Meeting.

11. Finance

- 11.1. The financial year of BMX NZ shall end on 31 December in each year.
- 11.2. BMX NZ shall ensure that proper books of account are kept showing correctly its financial affairs and other particulars usually shown in books of a similar nature.
- 11.3. As soon as practicable following the end of each financial year the Board shall cause to be prepared a statement containing particulars of:
- (a) the income and expenditure for that financial year; and
 - (b) the assets and liabilities of BMX NZ as at the end of that financial year.
- 11.4. The Board shall cause the statements referred to in Rule 11.3 to be reviewed by a suitably qualified auditor, who is not an active member of BMX NZ nor a member of any Incorporated Member. . The auditor may request the production of any books, papers, accounts and documents relating to the affairs of BMX NZ and shall present a report to the Board prior to the Annual General Meeting following the relevant financial year.

12. Registered Office; Common Seal

- 12.1. The Registered Office of BMX NZ shall be at such place as may be decided from time to time by the Board.
- 12.2. The Common Seal of BMX NZ shall be in the custody of the Board and shall be affixed to any deed, document, instrument or other writing, only by authority of the Board.

13. Additions and Amendments to Constitution

- 13.1. This Constitution may be amended by a two-thirds majority vote at a General Meeting of BMX NZ.

13.2. Notices of Motion for Amendment to this Constitution shall be in writing and shall close with the Board in accordance with Rule 10.2.(b) of this Constitution.

14. Winding Up

14.1. If at any time BMX NZ in General Meeting shall decide to wind-up its operations, and a resolution is passed by a simple majority at a subsequent meeting called not less than thirty days later for that purpose, then the accumulated funds shall be distributed as follows:

- (a) In paying the costs of winding up.
- (b) Pro rata between the creditors of BMX NZ
- (c) To Trustees, to be held in trust for subsequent re-establishment of the sport in New Zealand. Such trust shall be created by deed.

14.2. No member of BMX NZ may participate in or benefit from the distribution of any assets of BMX NZ.

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Warren Boggiss (Chairman)



Chris Greenough (Vice Chair)



Steve Adair (Board Member)

