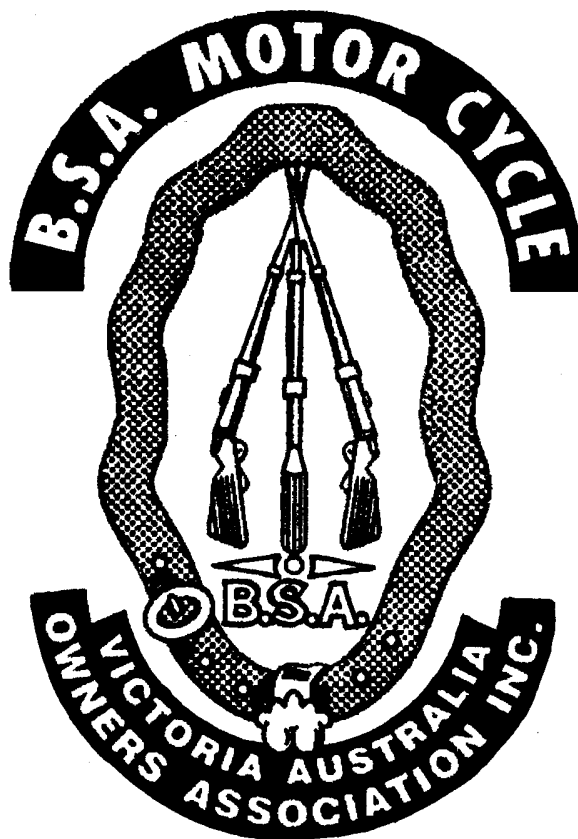


**RULES AND
STATEMENT OF PURPOSES
OF THE
B.S.A. MOTOR CYCLE OWNERS
ASSOCIATION INCORPORATED**

(2006 Revision)



The B.S.A. Motor Cycle Owners
Association Incorporated
was registered at the
Corporate Affairs Office,
Melbourne, Victoria, Australia
On 18 April, 1984. Reg No. A0001086X

1997 Revisions

2.	Interpretation	Definition of a Member
3.	Qualification for Membership	Sections (a), (b), (e), & (f)
4.	Annual Subscription	Section (a) & (b)
8.	General meetings	Section (c) & (d)
8.1	Monthly General Meeting	Section (a)
8.2	Annual Meeting	Section (a)
10.6	Meetings	Section (a)
10.7	Election of Committee members	Section (a), (b), (e) & (h)

2000 Revisions

24.	Family Membership	Moved to 25.
24.	Disputes and Mediation	Inserted

2006 Revisions

3 (g)	Inserted
4 (b)	Deleted

**RULES OF THE B.S.A. MOTOR CYCLE OWNERS
ASSOCIATION INCORPORATED
(1999 Revision)**

1. Name
2. Interpretation
3. Qualification For Membership
4. Annual Subscription
5. Life Membership
6. Register of Members
7. Resignations
8. General Meetings
 - 8.1 Monthly General Meetings
 - 8.2 Annual General Meetings
9. Discipline and Expulsion of Members
10. Committee of Management
 - 10.1 Powers
 - 10.2 Members
 - 10.3 Eligibility
 - 10.4 Duties
 - 10.5 Terms of Office
 - 10.6 Meetings
 - 10.7 Election of Committee Members
 - 10.8 Vacancy and Filling of Casual Vacancy
11. Special General Meeting
12. Informal General Meeting
13. Misuse of Club Name
14. Auditor
15. Cheques
16. Common Seal
17. Alteration of Rules and Statement of Purposes
18. Disposition of Assets Upon Winding Up
19. Custody of Records
20. Association Revenue
21. Funds
22. Spare Parts and Equipment
23. Sub-Branches
24. Disputes and mediation
25. Family Membership

Statement of Purposes

RULES OF THE B.S.A. MOTOR CYCLE OWNERS ASSOCIATION

1. NAME

The name of the Incorporated Association is -
"B.S.A. MOTOR CYCLE OWNERS ASSOCIATION INCORPORATED".

2. INTERPRETATION

In these Rules unless the contrary appears -

Committee - means the Committee of Management of the Association.

Financial Year - means the Year Ending 30th June.

Monthly General Meeting - means the meeting held usually on the 1st Wednesday of the month, excluding January as convened in accordance with Rule 8.1(a).

Annual General Meeting - means the meeting convened in accordance with Rule 8.2(a).

Member - means a Member of the Association who has paid the requisite Annual subscription for the current year, and life member.

The Act - means the Association Incorporation Act 1981.

The Regulations - means the Regulations made under The Act.

3. QUALIFICATION FOR MEMBERSHIP

- (a) A person who is interested in B.S.A.s is eligible to become a Member of the Association.
 - (b) A Member is eligible to stand for any one position on the Committee.
 - (c) Family membership is available to members of the same family and to members and their companions who share an interest in B.S.A.s.
 - (d) Of a family membership, one person is eligible to stand for any committee position.
 - (e) Annual subscription for a family membership is one and one quarter of the Membership per financial year.
 - (f) Annual subscription for a family membership where one party is a life member shall be one quarter of the Membership per financial year.
 - (g) Corporate membership is available to organisations or individuals who pay the requisite annual sponsorship fee. The provisions of the rules relating to members shall also apply to corporate members in all respects, except where stated, including one vote per corporate membership and one person of a corporate membership, who has an interest in B.S.A.s, is eligible to stand for any committee position. The Committee will determine the annual sponsorship fee, as required from time to time, and it shall be greater than the annual subscription fee for members.
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4. ANNUAL SUBSCRIPTION

- (a) The Committee will determine the Annual Subscription Fees to be charged. The decision shall take effect upon the ratification by a Monthly General meeting.
- (c) If a person remains unfinancial for more than three (3) months after the date upon which their membership is due, they will be struck off the Membership Register.

5. LIFE MEMBERSHIP

As a mark of the highest honour, a recommendation of the Committee may appoint any member of not less than five (5) years standing, a Life Member of the Club, in recognition of outstanding or meritorious service rendered by him or her to the Club. The provision of the Rules relating to members shall in all respects apply to Life Members except that a Life Member shall not be called upon to pay Annual Subscriptions.

6. REGISTER OF MEMBERS

The Secretary shall keep and maintain a Register of Members in which shall be entered the full name, address and date of entry of the name of each member and the Register shall be available for inspection by members by arrangement with the Public Officer.

7. RESIGNATIONS

A member of the Association who had paid all monies due and payable by him or her to the Association, may resign from the Association by giving notice to the Secretary of his or her intention to resign. Upon receipt of the notice the member shall cease to be a member. The Secretary shall make an entry recording the date upon which notice was given by the member in Register of Members.

8. GENERAL MEETINGS

- (a) A question arising at a General Meeting of the Association, being either at a Monthly General Meeting or at an Annual General Meeting, shall be determined on a show of hands.
- (b) Upon any question arising at a General Meeting, a member has one vote only.
- (c) Where a topic is not resolved at a monthly meeting, and is listed for discussion at a subsequent meeting, members may vote by post or by proxy on that topic, except as provided for in Clause 10.7(h).
- (d) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a casting vote.

8.1 Monthly General Meeting

- (a) Monthly General Meetings shall be held usually on the first Wednesday in each month (excluding January, when no General Meeting is held) at the location and date as notified in the Monthly Magazine, unless otherwise decided by the Committee or members at a Monthly General Meeting.
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- (b) Meetings may commence when a quorum of ten (10) financial members are present and shall not finish until the President or Chairperson presiding closes the meeting.
 - (c) Meetings shall be conducted in an orderly manner.
 - (d) The Assistant Secretary shall keep minutes of the resolutions and proceedings of each General Meeting.

8.2 Annual General Meeting

- (a) The Association shall in each calendar year convene an Annual General Meeting of its members. The meeting is usually held in the month of August and is to replace the normal monthly General Meeting for that month.
- (b) The meeting may commence when a quorum of ten (10) financial members are present and shall not finish until the President or Chairperson presiding closes the meeting.
- (c) The ordinary business of the Annual General Meeting shall be:
 - to confirm the minutes of the preceding Annual General Meeting,
 - to receive reports from the Committee upon the transactions and events
 - of the Association during the last financial year,
 - to elect members of the Committee of Management by secret ballot,
 - to receive and consider the statement submitted by the Association in accordance with Section 30(b) of the Act (the assets and liabilities of the Incorporated Association at the end of its financial year),
 - any other business usually transacted at a Monthly General Meeting.
- (d) The Annual General Meeting may transact special business of which notice is given in accordance with these Rules.
- (e) It shall be sufficient notice of special business referred to in the above that notification be given in the proceeding Monthly Newsletter of the Association.
- (f) The Assistant Secretary shall keep minutes of the resolutions and proceedings of the Annual General Meeting.

9. DISCIPLINE AND EXPULSION OF MEMBERS

If the Committee be of the opinion that -

- (a) the alleged conduct of any member, whether at the Club or elsewhere, is, or is likely to be injurious to, or is not desirable in the interests of welfare of the Club;
 - (b) the member has committed a breach of the Constitution or Rules of the Club or any of its regulations or By-laws or any Statutory Provisions whereby the Club will or might be prejudiced in any way whatsoever;
 - (c) the member has been expelled, disqualified or suspended by any recognised associated Club, Association or Company. Such member shall be informed of the matter alleged against him and afforded an opportunity of being heard by the Committee and calling witnesses in his own defence, and if in the opinion of not less than two thirds of the full Committee at a meeting or meetings of the Committee duly convened, the explanation of such member is unsatisfactory or if such member does not avail him/herself of such opportunity of making an explanation, then such member may by resolution of the Committee -
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1. be reprimanded and/or
 2. be expelled

provided however that the Committee in their absolute and uncontrolled discretion may, if they so desire, first request the member in writing to resign and if such member shall not resign within 14 days after the registered posting to him at his last known address, expel him from the Club by the same or other resolution. Upon a motion for expulsion being duly carried, the member's name shall be removed from the Register of Members and such member shall thenceforth cease to be a member of the Club for a minimum of three (3) years and shall forfeit all rights in and claim upon the Club and its property, but shall remain liable for the repayment of any debts or dues owing by him to the Club.

10. COMMITTEE OF MANAGEMENT

10.1 Powers

The affairs of the Association shall be managed by a Committee of Management (also called Committee) constituted as provided in Rule 10.2.

The Committee shall -

control and manage the business and affairs of the Association subject to these Rules, the Regulations and the Act have power to perform all such Acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association.

10.2 Members

The members of the Committee shall be -

President

Vice President

Secretary

Assistant Secretary

Treasurer

Club Captain

Public Relations Officer

Magazine Editor

and three (3) other General Committee members.

10.3 Eligibility

To be eligible to stand for the above mentioned positions in the Committee, a person must be a Member.

10.4 Duties

The duties of the Members of the Committee include -

President acts as Chairperson at all meetings, is the chief spokesperson for the Association. He or she shall convene Monthly General Meetings and such Committee Meetings as considered necessary and shall preside over such meetings in an unbiased and fair manner.

Vice President assists the President and takes his or her place in the event of the President's absence.

Secretary attends to all correspondence, attends to enquiries from prospective members and takes minutes when the Assistant Secretary is absent.

Assistant Secretary assists the Secretary in all matters of correspondence and takes minutes, not only at Monthly Meetings but also at Annual General Meetings and Committee Meetings.

Treasurer to be in charge of all financial matters of the Association, to account for and record all financial transactions of the Association in its accounts, to issue receipts for all monies, to pay all legitimate expenses of the Association, to present as report including details of all transactions, current bank account balances, cash on hand and records or spares, books, magazines and other assets at the Annual General meeting, to issue Membership Cards when fees are paid in full, and to ensure that all necessary information is recorded.

Club Captain is to organise club social activities and to appoint another person to so organise if unable to attend. He or she shall record all matters concerning club competitions, points scored, etc., and is required to see that all members conduct themselves in a correct and proper manner.

Public Relations Officer is to promote the Association to the public and entuse members to participate in both external and internal motor-cycling activities, to answer correspondence received in relation to the Club participating in social events of a nature as set out in the Proposed Statement of Purposes.

Magazine Editor is to accept, collate and edit suitable material for a club magazine, and publish this at regular intervals.

10.5 Terms of Office

Committee members may hold the position for a maximum of ten (10) consecutive terms.

10.6 Meetings

- (a) The Committee shall meet at least six (6) times a year at such place and time as the Committee may determine.
 - (b) Special meetings of the Committee may be convened by the President or by any six (6) members of the Committee.
 - (c) Notice shall be given to members of the Committee of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
 - (d) A member of the Committee who, without the consent of the Committee, absents him/herself from three (3) consecutive meetings of the Committee, shall be deemed to have vacated his/her office and vacancy may be filled in accordance with Rule 10.8. The Committee has power at any meeting to grant leave of absence to a member of the Committee.
 - (e) In order to make every member of the Committee responsible for the faithful discharge of his duties, to prevent any abuse of power and to remedy any defect when the continuance in office of any member of the Committee is considered injurious to the well being of the Club generally, the said member of the Committee may be removed from office by a two thirds majority of the members present at any special meeting called for that purpose.
 - (f) Any six (6) members of the Committee, three of whom must be office bearers, constitute a quorum for the transaction of the business of the meeting of the Committee.
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- (g) Subject to the requirements that a quorum be present, the Committee may act notwithstanding any vacancy on the Committee.
 - (h) The Assistant Secretary or a member nominated by the Committee shall keep minutes of the resolutions and proceedings of each Committee meeting with a record of the names of persons present at Committee Meetings.

10.7 Election of Committee Members

- (a) Nominations of candidates for election of members of the Committee shall be called for at the two Monthly General meetings immediately preceding the Annual General Meeting.
- (b) The nominations must be seconded and duly recorded in the minutes of the meeting and the person nominated must agree to hold the nominated position, if elected, or if deemed to be elected under Rule 10.7(f).
- (c) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations for vacant positions shall be received at the Annual General Meeting.
- (d) The ballot of the election of members of the Committee shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.
- (e) Members unable to attend the Annual General Meeting may vote by post or proxy. Such votes must be received by the Returning Officer on or before the Annual General Meeting, on the forms provided.
- (f) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (g) If the number of nominations exceeds the number of vacancies to be filled, a secret ballot shall be held.
- (h) Proxy votes will not be valid for any nominations received at the Annual General Meeting.

10.8 Vacancy and Filling of a Casual Vacancy

For the purposes of these Rules, the position of a member of the Committee of Management becomes vacant if that person -

- (a) ceases to be a member of the Association, or
- (b) resigns his or her office by notice in writing to the Secretary, or
- (c) becomes an insolvent under administration within the meaning of the Companies (Victoria) Code.

In the event of a casual vacancy in the Committee of Management, the Committee may appoint one of its members to the additional position which is the vacant position. The member so appointed may continue in office up to and including the conclusion of the Annual General Meeting next, following the date of his or her appointment.

11. SPECIAL GENERAL MEETING

The Committee may at any time and shall on the requisition of not less than ten (10) full financial members of the Club stating the business for which it is required, convene a Special General Meeting for any special purpose.

12. INFORMAL GENERAL MEETING

The Committee may in such manner and with such notice as it thinks fit call an Informal General Meeting of members to receive reports on the activities of the Committee and to give an opportunity for discussion of such matters as the President may allow to ascertain the feelings of members. The quorum for such Informal General Meetings shall be ten (10) full financial members of the Club.

13. MISUSE OF CLUB NAME

Under no circumstances will any persons, other than the Club, make any profit whether financially or otherwise from:

- the use of the name of the Club,
- sale of items under the name of the Club,
- service under the name of the Club, or
- collecting money for Club business unless endorsed by the Club.

14. AUDITOR

The Annual Balance Sheet and Statements of Accounts and other books and accounts of the Club shall be audited by a qualified auditor who shall be appointed at the Annual General Meeting from among persons other than the members or Committee members. The remuneration of the auditor shall be fixed by the Committee of two members.

15. CHEQUES

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two designated members of the Committee

- the President, Secretary or Treasurer.

16. COMMON SEAL

The Common seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures either of two members of the Committee or of one member of the Committee and of the Public Officer of the Association. The Common Seal of the Association shall be kept in the custody of the Secretary.

17. ALTERATION OF RULES AND STATEMENT OF PURPOSES

The Rules and Statement of Purposes of the Association shall not be altered except in accordance with the Act.

18. DISPOSITION OF ASSETS UPON WINDING UP

In the event of the association being disbanded, the assets and property after payment of all just debts and liabilities shall not be distributed to members but shall be distributed to some other organization or organizations with objects similar to those of the Association and which shall prohibit the distribution of assets and property to its members to an extent at least as great as is imposed on the members of the Association. The particular organization or organizations shall be determined by a special resolution of the Association.

19. CUSTODY OF RECORDS

Except as otherwise provided, the Secretary or another member of the Association nominated by the Committee shall keep in his or her control all books, documents, and securities of the Association. Such books, documents and securities are to be available for inspection by members of the Committee. Association by arrangement with the Secretary or another member of the Committee.

20. ASSOCIATION REVENUE

The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the committee determines.

21. FUNDS

The Treasurer of the Association shall -

- (a) collect and receive all monies due to the Association and make all payments authorised by the Association, and
- (b) shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- (c) Such accounts and books shall be available for inspection by members, by arrangement with the Treasurer.

22. SPARE PARTS AND EQUIPMENT

Any spare parts, equipment or other items purchased by the Association, may be held by a member of the Association nominated by the Committee.

23. SUB-BRANCHES

A sub-branch is established by an application for the formation of a sub-branch being passed by a ballot of a majority of members of the B.S.A. Motorcycle Owners Association Inc. and the election of a Committee.

A sub-branch committee is formed by the election of three positions by a majority of a quorum of five (5) sub-branch members.

1. Chairperson/Secretary
2. Treasurer
3. Club Captain.

The above provisions are a minimal requirement. Where the number of members in the sub-branch are sufficient, the committee members may be increased. For example, a separate chairperson and secretary may be elected and other posts created as considered necessary.

24. Disputes and mediation

- (1) The grievance procedure set out in this rule applies to disputes under these Rules between-
 - (a) a member and another member; or
 - (b) a member and the Association.
- (2) 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.
- (3) 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.
- (4) 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; 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).
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must--
 - (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) 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.
- (11) Any costs involved are to be shared equally between members involved.

25. FAMILY MEMBERSHIP

Family membership enables family members and companions of members to participate and share in activities of the Association.

The provisions of the Rules relating to members shall also apply to family members in all respects, except where stated, including one vote per family membership.

B.S.A. MOTORCYCLE OWNERS ASSOCIATION INCORPORATED

STATEMENT OF PURPOSES

The purposes of the Association shall be -

1. To continue to foster the name of B.S.A., and to uphold the said name with dignity and decorum at all times.
2. To promote motorcycle activities and social outings to foster friendship within the motorcycle fraternity.

Solely for the purpose of furthering the purposes set out above, the Association shall have the power -

- (a) To take over the funds and other assets and the liabilities of the present unincorporated Association known as the B.S.A. Owners Association.
 - (b) To indemnify any person for any loss or damage incurred as a result of having on behalf of the unincorporated association become liable to pay any amount by way of damages or otherwise.
 - (c) To subscribe to become a member of and co-operate with, any other Association, Club or Organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any Club, Association or Organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of the Rules.
 - (d) To buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association.
 - (e) To purchase, take on lease, or in exchange, hire and otherwise acquire a lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of or capable of being conveniently used in connection with, any of the objects of the Association. Provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts.
 - (f) To enter into any 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, to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
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- (g) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
 - (h) To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit.
 - (i) To take, or otherwise acquire and hold shares debentures or other debentures or other securities of any company of body corporate.
 - (j) To borrow or raise money either a loan or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuation advance account of overdraft or otherwise to represent or secure any monies and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge lien or other security upon the whole or any part of the Incorporated Association's property or assets present or future and to purchase, redeem or pay-off any such securities.
 - (k) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the Association.
 - (l) To take or hold mortgages, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property sold by the Association or any money due to the Association.
 - (m) To take any gift of property whether subject to any special trust or not for any one or more the objects of the Association but subject always to the proviso in paragraph (e).
 - (n) To print and publish any magazine, books or leaflets that the Association may think desirable for the promotion of its objects.
 - (o) To amalgamate with any one or more Incorporated Associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution 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 or by virtue of the Rules.
 - (p) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements or any one or more of the Incorporated Associations with which the Association is authorised to amalgamate.
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- (q) To 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.
 - (r) To make donations for charitable or community purposes.
 - (s) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.
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