

Whittlesea City Basketball Association Incorporated Constitution

November 2022

Table of Contents

1.	Name.....	3
2.	Objectives	3
3.	Powers of the Association	3
4.	Definitions	4
5.	Alteration of the Rules.....	5
6.	Not for profit organisation.....	5
7.	Membership.....	5
(1)	Membership Categories.....	5
(2)	Approved Members	5
(3)	Participating Members	6
(4)	Life Members	6
8.	Register of Members.....	7
9.	Cessation Of Membership	7
10.	Conditions of Membership	7
11.	Discipline, Suspension and Expulsion of Members	7
12.	Disputes and Mediation	9
13.	Annual General Meetings	10
14.	Extraordinary General Meetings.....	10
15.	Special Business	11
16.	Notice of General Meetings.....	11
17.	Quorum at General Meetings.....	12
18.	Presiding at General Meetings.....	12
19.	Adjournment of Meetings.....	12
20.	Voting at General Meetings.....	12
21.	Manner of determining whether resolution carried	13
22.	Poll at General Meetings	13
23.	Board.....	13
24.	Directors	14
25.	Election of Directors.....	15
26.	Vacancies.....	15
27.	Meetings of the Board	16
28.	Notice of Board Meetings.....	16
29.	Quorum for Board Meetings.....	16
30.	Presiding at Board Meetings.....	16
31.	Voting at Board Meetings.....	16
32.	Removal of Director	17

33.	Committees	17
34.	Minutes of Meetings	17
35.	Funds	17
36.	Seal	18
37.	Notice to Members	18
38.	Procedural Irregularities	18
39.	Unforeseen Matter	18
40.	Dissolution	18
41.	Custody and Inspection of Books and Records	19
	APPENDIX 1	20

1. Name

The name of the incorporated association is Whittlesea City Basketball Association Incorporated and is hereinafter referred to as the "Association".

2. Objectives

- (1) The Objectives of the Association shall be to:
 - a. represent the interests of basketball and all involved in basketball within the Association, the Whittlesea region and at state and national levels;
 - b. provide individuals with opportunities to maximise their potential by participating in the highest level of basketball possible, given their own ability; and
 - c. promote, develop and encourage participation in the sport of basketball.
- (2) In pursuit of these Objectives, the Association will seek to:
 - a. provide support and assistance for clubs and teams in all areas of their operations;
 - b. encourage and support membership of junior clubs and foster their growth and development;
 - c. select and manage teams (players, coaches, and support personnel) to represent the Association;
 - d. affiliate with Basketball Victoria (hereinafter referred to as "BV") and actively promote, foster and develop state basketball;
 - e. seek sponsorship for various programs and events and endorse products and services that will be consistent with projecting the best image of the sport;
 - f. deal with any other matters that the Association may deem to be in the interest of the sport of basketball, the membership and wider community; and
 - g. provide support and assistance to current and potential coaches and technical officials in areas of training and development.

3. Powers of the Association

- (1) To acquire, hold, deal with and dispose of any real or personal property for the purpose of satisfying the Objectives of the Association.
- (2) To open and operate bank accounts.
- (3) To invest its money:
 - a. in any security in which trust moneys may be invested; or
 - b. in any other manner authorised by the Rules of the Association.
- (4) To borrow money for capital works for the purpose of satisfying the Objectives of the Association upon such terms and conditions as the Association thinks fit.
- (5) To give such security for the discharge of liabilities incurred by the Association on its behalf for reward or otherwise.

- (6) To build construct, erect, maintain, alter and repair any premises, building or the other structure of any kind and to furnish, equip and improve the same for use by the Association for the purpose of satisfying the Objectives of the Association.
- (7) Accept donations and gifts in accordance with the Objectives of the Association.
- (8) Print and publish any approved information by any media including and not limited to newsletters, newspapers, articles or leaflets for promotion of the Association;
- (9) Provide gifts and prizes in accordance with the Objectives of the Association.
- (10) Organise social events for members and the promotion of the Association.
- (11) To enter into any other contract the Association considers necessary or desirable for the purpose of satisfying the Objectives of the Association.
- (12) Appoint such persons, create entities and form committees as from time to time are considered necessary for the good conduct of the affairs of the Association.
- (13) Make By-laws governing the conduct of the Association's activities.
- (14) Otherwise do all things which are incidental to or necessary for the attainment of the Objectives of the Association.

4. Definitions

- (1) In these Rules, unless the contrary intention appears-

"Act" means the Associations Incorporation Reform Act 2012.

"By-laws" means the playing conditions set by the Board for the conduct of domestic competitions and programs, and any other matters governing the Association providing they do not conflict with these Rules.

"Board" means the Board of the Association.

"Director" means a member of the Board.

"Eligible Members" means Life Members and Approved Members as at 31 July prior to the Annual General Meeting.

"Financial Report" means a report within the meaning of these Rules.

"Financial Year" means the year ending on 30 September each year.

"General Meeting" means a general meeting of members convened in accordance with these Rules.

"Objectives" means the Objects of the Association as set out in Rule 2.

"Poll" means voting by secret ballot.

"Regulations" means regulations under the Associations Incorporation Act.

"Relevant Documents" has the same meaning as in the Act.

"Rules" means the rules of the Association as set out in the terms of these Rules.

“Secretary” means person elected by the members responsible for the administrative management of the Association.

5. Alteration of the Rules

These Rules and Objectives of the Association must not be altered except in accordance with the Act.

6. Not for profit organisation

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subrule (1) does not prevent the Association from paying a member for the reimbursement for expenses properly incurred by the member or for goods or services provided by the member if this is done in good faith on terms no more favourable than if the member was not a member.

7. Membership

(1) Membership Categories

The Association shall consist of Approved Members, Participating Members and elected Life Members.

(2) Approved Members

- a. A person over the age of 18 with an interest in basketball who applies for membership, whose application is approved by the Board and who pays the membership fee (if any) is eligible to be a member of the Association and will be entitled to one (1) vote at a meeting of the Association.
- b. A nomination of a person for membership of Association:
 - i. Shall be made in writing in the form set out in Appendix 1; and
 - ii. Shall be lodged with the Secretary of the Association.
- c. As soon as practicable after the receipt of a nomination, the Secretary shall refer the nomination to the Board.
- d. On receipt of the nomination being referred to the Board, the Board shall determine whether to approve or to reject the nomination by way of a motion either circulated to the Board members or at a meeting of the Board. The Board shall be required to state any reason for failing or refusing to admit any person to membership.
- e. Upon the nomination being approved by the Board, the Secretary shall, with as little delay as possible, notify the nominee in writing that they are approved for membership of the Association and request payment within the period of 28 days after receipt of said notification of the sum payable under these Rules (if any) as the entrance fee and the first year's annual subscription (if any).
- f. The Secretary shall, upon payment of the amounts referred to in sub-Rule (e), within the period referred to in that sub-Rule, enter the nominee's name in the register of members kept by them and, upon the name being so entered, the nominee becomes a member of the Association.
- g. A right, privilege or obligations of a person's membership of the Association:

- i. is not capable of being transferred or transmitted to another person; and
 - ii. terminates upon the cessation of their membership whether by death or resignation or otherwise.
- h. The entrance fee may be amended from year to year by the determination of the Board.
- i. The annual subscription may be determined by the Board and is payable in advance on or before 30 September each year.

(3) Participating Members

- a. A person who is registered to participate in any competition, tournament, development/training program, and/or clinic, conducted by the Association is a Participating Member.
- b. A Participating Member, regardless of age will not be permitted to vote at a General Meeting or propose any motion to a General Meeting of the Association, or to be a Director, or to propose any other person as a Director.
- c. A Participating Member who has registered for a competition, tournament, development/training program, and/or clinic, the Secretary shall enter the name of the Participating Member in the register of members.

(4) Life Members

- a. A Life membership may be awarded to members who have served the Association meritoriously for ten (10) or more years. It should be remembered that Life Membership is the highest honour the Association can bestow on one of its members and will not be automatically awarded if/when the following criteria are satisfied – these are the minimum requirements. Life Membership is earned and not a reward.
- b. The Board shall decide, based on the criteria below, whether the person or persons nominated for Life Membership meets the criteria and determine whether his or her years of service has been distinguished enough to warrant the awarding of Life Membership.
- c. In the event that a member/members of the Board are nominated for Life Membership, then the person(s) nominated shall stand down from the committee and take no part, nor have any influence, when discussion and deliberation of the nomination is being conducted.
- d. If a quorum is lost when a member(s) of the Board withdraws from deliberation of Life Membership due to Clause c above, then the Board is to select and appoint the required number of members to form a quorum from either already appointed Life Members or the Chairman or Secretary of properly constituted Committee of WCBA ie. Junior Domestic, Senior Domestic or Championship Committee.
- e. Criteria
 - i. A person nominated for Life Membership must have NO less than ten (10) years of service to WCBA made up of the following –
 - minimum of ten (10) years active service as a Committee member – either Board or Sub Committee; OR
 - minimum of ten (10) years active service as a volunteer; and
 - no less than ten (10) continuous years as a financial member of the WCBA.

ii. To be nominated as a Life Member the person/s must be a current paid up member of the WCBA.

f. Nominations

A person or persons who nominate any other person for Life Membership must be a current paid up member of the WCBA.

8. Register of Members

- (1) The Secretary must keep and maintain a register of members containing:
 - a. the name and contact details of each member and each Life Member; and
 - b. the date on which each member's name was entered in the register.
- (2) The register is available for inspection free of charge by any member upon request except that contact details **will not** be disclosed. The request is to be made to the Secretary in writing. Response to any request will be within 28 days. The access can only be with the presence of a Board member.
- (3) A member may make a copy of entries in the register other than contact details of members.

9. Cessation Of Membership

- (1) A member of the Association who has paid all monies due and payable by them to the Association may resign from the Association by first giving one month's notice in writing to the Secretary of their intention to resign.
- (2) After the expiry of the period referred to in sub rule 1:
 - a. the member ceases to be a member; and
 - b. the Secretary must record in the register of members the date on which the member ceased to be a member.
- (3) Any Approved Member ceases to be a member if their membership is unfinancial for more than two (2) months or they otherwise cease to be members.
- (4) Any Participating Member ceases to be a member at the conclusion of the competition, tournament, development/training program, and/or clinic.

10. Conditions of Membership

The Conditions of Membership shall be as follows:

- (1) that the member agrees to abide and be bound by these Rules and By-laws of the Association, and to accept, comply with and enforce all decisions of the Association and its Board; and
- (2) that all members shall manage their affairs in a manner that will not discredit basketball in Victoria and in accordance with the policies of the Association and its Governing bodies.

11. Discipline, Suspension and Expulsion of Members

- (1) Subject to these Rules, if the Board is of the opinion that a member has refused or to comply with these Rules, or has been guilty of conduct unbecoming of a member or prejudicial to the interests of the Association, the Board may by resolution:
 - a. fine that member an amount not exceeding \$500;
 - b. suspend that member from membership of the Association for a specified period; or
 - c. expel that member from the Association.
- (2) A meeting of the Board to confirm or revoke a resolution passed under Rule 11(1) must be held not earlier than fourteen (14) days, and not later than twenty-eight (28) days after notice has been given to the member in accordance with this rule.
- (3) A resolution of the Board under Rule 11(1) does not take effect unless:
 - a. at a meeting held in accordance with rule 11(2), the Board confirms the resolution; and
 - b. if the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.
- (4) For the purposes of giving notice in accordance with Rule 11(2), the Secretary must, as soon as practicable, cause to be given to the member a written notice:
 - a. setting out the resolution of the Board and the grounds on which it is based;
 - b. stating that the member or the member's representative (not being a legal practitioner), may address the Board at a meeting to be held not earlier than fourteen (14) days and not later than twenty-eight (28) days after the notice has been given to that member;
 - c. stating the date, place and time of that meeting;
 - d. informing the member that they may do one or both of the following -
 - i. attend that meeting personally or by a representative; and/or
 - ii. give to the Board before the date of that meeting a written statement seeking the revocation or diminution of the resolution; and
 - e. informing the member that, if at that meeting, the Board confirms the resolution, they may, not later than forty-eight (48) hours after that meeting, give the Secretary a notice to the effect that they wish to appeal to the Association in a General Meeting against the resolution.
- (5) At a meeting of the Board to confirm or revoke a resolution passed under Rule 11(1), the Board must:
 - a. give the member or their representative (not being a legal practitioner), an opportunity to be heard;
 - b. give due consideration to any written statement submitted by the member; and
 - c. determine by resolution whether to confirm or to revoke the resolution.
- (6) If at the meeting of the Board, the Board confirms the resolution, the member may, not later than forty-eight (48) hours after that meeting, give the Secretary a notice to the effect that they wish to appeal to the Association in a General Meeting against the resolution.

- (7) If the Secretary receives a notice under Rule 11(5), they must notify the Board and the Board must convene a General Meeting of the Association to be held within twenty-one (21) days after the date on which the Secretary received the notice.
- (8) At a General Meeting of the Association convened under Rule 11(6):
 - a. no business other than the question of the appeal may be conducted;
 - b. the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - c. the member, or their representative, must be given an opportunity to be heard; and
 - d. the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (9) A resolution is confirmed if, at the General Meeting, not less than two-thirds of the members present vote in favour of the resolution. In any other case, the resolution is revoked.

12. 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;
 - b. a member and the Association; or
 - c. the Association and a member.
- (2) The process will be that all grievances are to be addressed to the Secretary, either in writing or electronic mail.
- (3) Once the grievance is received by the Secretary, a confirmation of the grievance will be sent by the Secretary within 7 days.
- (4) The parties to the dispute should meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all of the parties.
- (5) 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 ten (10) days, hold a meeting in the presence of a mediator.
- (6) The mediator must be:
 - a. a person chosen by agreement between the parties; or
 - b. in the absence of agreement in the case of a dispute between:
 - (i) a member and another member, a person appointed by the Board; or
 - (ii) a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (7) A member of the Association can be a mediator.

- (8) The mediator cannot be a member who is a party to the dispute or otherwise has a material interest in the dispute.
- (9) The parties to the dispute should, in good faith, attempt to settle the dispute by mediation.
- (10) The mediator, in conducting the mediation, must:
 - a. give the parties to the mediation process every opportunity to be heard;
 - 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.
- (11) The mediator must not determine the dispute.
- (12) 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.

13. Annual General Meetings

- (1) The Board may determine the date, time and place of the Annual General Meeting of the Association provided it is held within five (5) months of the end of the Financial Year.
- (2) The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting.
- (3) The ordinary business of the Annual General Meeting shall be:
 - a. to confirm the minutes of the previous Annual General Meeting and of any General Meeting held since that meeting;
 - b. to receive from the Board reports upon the transactions of the Association during the last preceding Financial Year including:
 - i. President's Report; and
 - ii. Financial Report (including Treasurer Statement, Profit & Loss, Balance Sheet and Auditor's Report (if applicable));
 - c. to elect the Directors of the Association;
 - d. to appoint an auditor for the forthcoming year (if applicable); and
 - e. to transact any other business of which notice in writing shall have been given to the Secretary of the Association at least fourteen (14) days prior to the date of the meeting.
- (4) The Secretary of the Association shall give seven (7) days' notice of the Agenda to all Life Members, Financial Members as at 30 June of the year of the AGM and all Directors.

14. Extraordinary General Meetings

- (1) In addition to the Annual General Meeting, other General Meetings may be held in the same year.
- (2) All General Meetings other than the Annual General Meeting are Extraordinary General Meetings.

- (3) The Board may, whenever it thinks fit, convene an Extraordinary General Meeting of the Association.
- (4) The Board must, on the request in writing of members representing not less than twenty five per cent (25%) of members, convene an Extraordinary General Meeting of the Association.
- (5) The request for an Extraordinary General Meeting under Rule 14(4) must:
 - a. state the Objectives of the meeting;
 - b. be signed by the members requesting the meeting; and
 - c. be sent to the address of the Association.
- (6) If the Board does not cause an Extraordinary General Meeting to be held within one (1) month after the date on which the request is sent to the address of the Association, the members making the request, or any of them, may convene an Extraordinary General Meeting to be held not later than three (3) months after that date.
- (7) If an Extraordinary General Meeting is convened by members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the Board and all reasonable expenses incurred in convening the Extraordinary General Meeting must be refunded by the Association to the persons incurring the expenses.

15. Special Business

All business that is conducted at an Extraordinary General Meeting is special business.

16. Notice of General Meetings

- (1) The Secretary of the Association shall, at least twenty eight (28) days before the date fixed for holding a General Meeting of the Association, cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (2) Notice may be given:
 - a. by prepaid post to the address appearing in the Register of Members;
 - b. by facsimile transmission or electronic transmission; or
 - c. by placing the notice on the notice board of the stadium.
- (3) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (4) A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next General Meeting after the receipt of the notice.

17. Quorum at General Meetings

- (1) No item of business may be conducted at a General Meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- (2) Fifty-one percent (51%) of members on the members register of the Association and being members entitled under these rules to vote at a General Meeting must be present to constitute a quorum for the conduct of the business of a General Meeting.
- (3) If, within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present:
 - a. in the case of a meeting convened upon the request of members - the meeting must be dissolved; and
 - b. in any other case - the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the meeting must be dissolved.

18. Presiding at General Meetings

- (1) The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each General Meeting of the Association.
- (2) If the President and the Vice-President are absent from a General Meeting, or are otherwise unable to preside, the members present must select one of their number or other suitable person to preside as Chairperson.

19. Adjournment of Meetings

- (1) The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- (2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (3) If a meeting is adjourned for fourteen (14) days or more, notice of the adjourned meeting must be given in accordance with these Rules.

20. Voting at General Meetings

- (1) All Directors of the Association and all Eligible Members to vote shall exercise one vote per motion at the Annual General Meeting and Extraordinary General Meetings of the Association.
- (2) In the event of a tied vote the Chairperson will have a casting vote.
- (3) No proxy or postal votes will be allowed at any meeting of the Association.
- (4) A member not physically present at a General Meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.

- (5) A member participating in a General Meeting as permitted under subrule (4) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
- (6) Any person abstaining from a vote on any motion put at a meeting of the association will be counted as an abstained vote against such motion.

21. Manner of determining whether resolution carried

If a question arising at a General Meeting of the Association is determined on a show of hands a declaration by the Chairperson that a resolution has been;

- (1) carried;
- (2) carried unanimously;
- (3) carried by a particular majority; or
- (4) lost.

An entry to that effect in the minute book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

22. Poll at General Meetings

- (1) If at a meeting a poll on any question is demanded by not less than 3 members present and eligible to vote, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the Poll shall be deemed to be a resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

23. Board

- (1) The affairs of the Association shall be managed by the Board.
- (2) The Board shall:
 - a. control and manage the business and affairs of the Association;
 - b. subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and
 - c. subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association.
- (3) Subject to section 23 of the Act, the Board shall consist of:
 - a. the Office Bearers of the Association;
 - b. five (5) Directors; and
 - c. any co-opted Directors. **(Refer 24.6)**

- (4) All Directors are required to have a satisfactory Victoria Police criminal record check, at the cost of the Association, and Working with Children Check completed.
- (5) From time to time, the Association may adopt a Policy for the composition of the Board.
- (6) Those employed by the WCBA receiving wages or salary may not nominate for or hold a position on the Board for the period of their employment.
- (7) Employees or persons on an Individual Agreement may not nominate for or hold a position on the Board, for a minimum period of three (3) years after the end date of their employment or agreement:
 - a. if an individual wishes to nominate prior to the expiration of the three (3) year period, they may request in writing to the Board for an exemption;
 - b. a panel of three (3) Association life members will be appointed by current board to approve or deny the nomination; and
 - c. the panel will not be required to provide justification of the decision and the decision will be final.

24. Directors

- (1) The Office Bearers of the Association shall be;
 - a. a President;
 - b. a Vice-President;
 - c. a Treasurer; and
 - d. a Secretary.
- (2) The provisions of Rule 25, so far as they are applicable and with the necessary modifications, apply to and are in relation to the election of persons to any of the offices referred to in Rule 24(1).
- (3) Each Director of the Association shall hold office for a period of two (2) years. When a person's term of office has come to an end they will relinquish the position at the end of the next Annual General Meeting two years after the date of their election. These people are eligible for re-election. Each Director will be allocated a portfolio at the first meeting of the Board following the Annual General Meeting.
- (4) In the event of a casual vacancy on the Board, the Board may appoint another person to the vacant office and the person appointed may continue in office up to and including the conclusion of the next Annual General Meeting following the date of the appointment.
- (5) The President, Secretary, and a maximum of two (2) Directors will be elected in each odd calendar year. The Vice President, Treasurer, and a maximum of three (3) Directors will be elected in each even calendar year.
- (6) The minimum number of Directors in office after an election is four (4) and the maximum after an election is nine (9). The Board may co-opt up to two (2) other persons to become Directors for a period which will not exceed the time to the next Annual General Meeting.
- (7) The Secretary of the Association is also the Public Officer.

- (8) A person co-opted or appointed as a Director who is not a member at the time of taking office shall be a member with full membership rights during the time of holding office.
- (9) A Director will be elected for a two (2) year term. A Director may only be appointed for three (3) consecutive terms, at which at the conclusion of a third term, a Director will be ineligible to nominate for a period of two (2) years (a term).
- (10) At the conclusion of their term, the President and Treasurer, if they are not renominating for the position, will remain on the Board in an ex-officio position for a hand over period of up to three (3) months.

25. Election of Directors

- (1) Nominations of candidates for election as Directors of the Association must be:
 - a. made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - b. delivered to the Secretary of the Association not less than fourteen (14) days before the date fixed for the holding of the Annual General Meeting.
- (2) A candidate may only be nominated for one position prior to the Annual General Meeting.
- (3) If no nomination is received for any vacancy, nominations may be called for at the meeting.
- (4) If only one nomination is received for any vacancy to be filled, the candidate nominated shall be deemed elected.
- (5) If the number of nominations for any vacancy exceeds one, a ballot shall be held. If a person nominated for a position as a Director is defeated in that election, they may be nominated at the Annual General Meeting for any position that is at that time not determined.
- (6) The ballot for the election of Directors must be conducted at the Annual General Meeting in such manner as the Board directs.

26. Vacancies

- (1) The office of a Director of the Association becomes vacant if the Director:
 - a. becomes subject to the provisions of the Bankruptcy Act;
 - b. resigns from office by notice in writing given to the Secretary or dies;
 - c. is removed from office under rule 32;
 - d. dies;
 - e. becomes a represented person within the Guardianship and Administration Act 1986; or
 - f. takes a position with another Basketball Association other than the Governing bodies.
- (2) If a nomination of Director is not received, either via the nomination form or from the meeting, a Director under 24(9) may renominate for a position and:
 - a. a panel of three (3) Life Members will be appointed by current Board to approval or deny the nomination;

- b. the panel will not be required to provide justification of the decision and the decision will be final; and
- c. if the nomination is approved;
 - i. the term of appointment will be for two (2) years and expire as normal process; and
 - ii. at the conclusion of the term, an individual will be ineligible to nominate for a period of two (2) years.

27. Meetings of the Board

- (1) The Board must meet at least six (6) times in each year at such place and such times as the Board may determine.
- (2) Special meetings of the Board may be convened by the President or by any four (4) Directors.
- (3) Meetings of the Board may be conducted electronically whereby each Director is able to hear and be heard by all other Directors present. Directors present in any such electronic meeting shall be deemed to be physically present for the meeting.

28. Notice of Board Meetings

- (1) Notice of each Board meeting must be given to each Director at least five (5) business days before the date of the meeting.
- (2) Notice must be given to Directors of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting and in urgent matters the notice may be given less than five (5) days prior to the meeting.

29. Quorum for Board Meetings

- (1) Half the total number of Directors plus one constitutes a quorum for the conduct of the business of a meeting of the Board.
- (2) No business may be conducted unless a quorum is present.
- (3) If within half an hour of the time appointed for the meeting a quorum is not present:
 - (i) in the case of a special meeting - the meeting lapses.
 - (ii) in any other case - the meeting shall stand adjourned to the same place and the same time and day in the following week.

30. Presiding at Board Meetings

- (1) The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each Board meeting.
- (2) If the President and the Vice-President are absent from a Board meeting, or are otherwise unable to preside, the Directors present must select one of their number to preside as Chairperson.

31. Voting at Board Meetings

- (1) Questions arising at a meeting of the Board, or at a meeting of any committee appointed by the Board, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- (2) Each Director present at a meeting of the Board, or at a meeting of any committee appointed by the Board (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a casting vote.

32. Removal of Director

- (1) The members may, by a resolution of seventy five per cent (75%) of the members present and eligible to vote at a General Meeting remove a Director from the Board.
- (2) A Director who is the subject of a proposed resolution referred to in Rule 32(1) may, no later than 7 days prior to a General Meeting at which a motion for removal is proposed, make representations in writing to the Secretary of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (3) The Secretary may give a copy of the representations to each member of the Association or if they are not so given, the Director may require that they be read out at the meeting.

33. Committees

- (1) Subject to its overall supervision, the Board may delegate the promotion and management of basketball to such committees on such terms and conditions as it considers appropriate from time to time.
- (2) Any such committee will be chaired by a Director of the Board, and who will be the conduit between the committee and the Board.

34. Minutes of Meetings

- (1) The Secretary of the Association must keep record of the minutes of the resolutions and proceedings of each General Meeting, each Board meeting and meetings of Committees together with a record of the names of Directors and other persons attending the meetings.
- (2) Minutes of meetings are distributed within 48 hours of the conclusion of meetings.

35. Funds

The Treasurer of the Association, with the assistance of the Administration office if required, must;

- (1) manage the collection and receipting of all moneys due to the Association and authorise all payments made by the Association;
- (2) be responsible for the keeping of accurate 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;
- (3) present to the Board, at each Board meeting, the latest set of accounts including and not restricted to Bank Reconciliation, Profit and Loss Statement and Balance Sheet;
- (4) all cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by the two members of the Board or such other persons as it considers prudent; and

- (5) the funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Board determines.

36. Seal

- (1) The common seal of the Association must be kept in the custody of the Secretary.
- (2) The common seal must not be affixed to any instrument except by the authority of the Board and the affixing of the common seal must be attested by the signatures either of two Directors or of one Director and of one other authorised person.

37. Notice to Members

- (1) Except for the requirement in Rule 16, any notice that is required to be given to a member, by or on behalf of the Association, under these Rules may be given by-
 - a. delivering the notice to the member personally;
 - b. sending it by prepaid post addressed to the member at that member's address shown in the register of members;
 - c. facsimile transmission, or
 - d. electronic transmission.
- (2) Where a document is properly addressed, pre-paid and posted, the document shall, unless the contrary is proved, be deemed to have been delivered at the time at which the document would have been delivered in the ordinary course of post.
- (3) Where a document is sent by facsimile or by e-mail or other electronic means it shall be deemed to have been delivered in the ordinary course of time for delivery by that means.
- (4) Where the time for giving notice under these Rules falls on a non-business day, the notice shall be required to be given by the next business day.

38. Procedural Irregularities

- (1) No decision of the Association or its Board or committees shall be invalid merely because of a failure to give proper notice under these Rules or the bylaws or other irregularity in procedure required by these Rules or the bylaws unless a person suffers serious detriment as a result of that failure to give proper notice or irregularity in procedure.
- (2) The Association or its Board or committees may confirm an earlier decision which may have been otherwise invalid because of a failure to give proper notice or other irregularity in procedure and the decision shall be deemed to be valid from the time it was originally made.

39. Unforeseen Matter

Should any matter arise for which provision has not been made in these Rules, the Association or the Board shall take such action as is necessary to protect the interests of the Association.

40. Dissolution

If, on the winding up of the Association, any property or funds of the Association remains after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of that

winding up, that property and funds shall be distributed to BV to use re-establishing or maintaining basketball in the Whittlesea Region.

41. Custody and Inspection of Books and Records

- (1) Except as otherwise provided in these Rules, the Secretary must keep in their custody or under their control all books, documents, and securities of the Association.
- (2) All accounts, books, securities, and any other Relevant Documents of the Association (other than members' contact details) must be available for inspection free of charge by any member upon request unless to do so would compromise the privacy of another person, member or staff of the Association or would breach commercial confidence or an order of a Court.
- (3) A member may make a copy of any accounts, books, securities, and any other Relevant Documents of the Association to which the member is permitted to inspect under sub-rule 41(2).
- (4) No inspection or copying of documents by members is permitted where to do so would breach a requirement of confidentiality in contract or at law or would breach a provision of privacy legislation.

APPENDIX 1

APPLICATION FOR MEMBERSHIP OF THE WHITTLESEA CITY BASKETBALL ASSOCIATION INC.

I _____ of _____

(name and occupation)

(address)

Email _____ Mobile _____

Desire to become a member of the Whittlesea City Basketball Association.

In the event of my admission as a member, I agree to be bound by the Rules of the Association for the time being in force.

Signature of Applicant

Date / /

I _____, a member of the Association

(name)

Nominate the applicant who is personally known to me, for membership of the Association.

Signature of Proposer

Date / /