

# Casey Basketball Association

## Incorporation No: A0058060R

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### PART 1 - PRELIMINARY

#### 1. Name

The name of the incorporated Association is Casey Basketball Association (in these Rules called "the Association").

#### 2. Purposes

- (1) To foster, encourage and administer the development and playing of junior and senior basketball within the City Of Casey and to provide all essential support services, facilities and resources as are required to achieve these ends:
  - (a) represent the Members and clubs of the Association by promoting the interests of the Membership within the City of Casey and elsewhere as the Member and clubs require.
  - (b) administer the Rules of the game of basketball to be adopted among the Members and Clubs of the Association;
  - (c) affiliate with and abide by the Rules, By-laws and policies of Basketball Victoria Inc;
  - (d) raise and distribute monies on behalf of the Members and clubs of the Association such monies are to be raised by means as may be required from time to time;
  - (e) provide such trophies awards and other forms of encouragement and recognition as the Members and clubs of the Association may determine as necessary from time to time.
  - (f) provide effective referee, coaching, secretarial, management publishing and other such support services as the Association may require from time to time.
  - (g) represent Members and clubs on all affiliated and related basketball bodies, Association and other bodies, provide support as may be require from time to time and report to the Members and clubs of the Association on matters affecting or likely to affect the Association;
  - (h) develop and maintain an archive of material relating to the activities of the Association for display, study and/or publishing.

### 3. Definitions

- (1) In these Rules, unless the contrary intention appears -
- "Act" means the Associations Incorporation Reform Act 2012;
- "Association" means the Casey Basketball Association;
- "Board" means the Board of Management of the Association;
- "Chairperson", of a general meeting or Board meeting, means the person chairing the meeting as required under Rules 32 and 51.
- "Competing Team" means a team which competes in a competition conducted by the Casey Basketball Association;
- "Financial Year" means the year commencing 1 October and ending 30 September;
- "General Meeting" means a General Meeting of Members convened in accordance with Part 3.
- "Member" means a Member of the Association;
- "Official Duty" – means a person appointed by the Association in the capacity of a Head Coach, Coach, Assistant Coach or Team Manager
- "Ordinary Member of the Board" means a Member of the Board who is not an officer of the Association under Rule 40;
- "Regulations" means regulations under the Act;
- "Relevant Documents" has the same meaning as in the Act.
- "Summer Competition" means a competition conducted by the Association.
- "Winter Competition" means a competition conducted by the Association.
- (2) In these Rules, a reference to the Secretary of an Association is a reference –
- (a) if a person holds office under these Rules as Secretary of the Association—to that person; and
- (b) in any other case, to the public officer of the Association.

### 4. Powers of Association

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting sub-Rule (1) above, the Association may –
- (a) acquire, hold with and dispose of any real or personal property;
- (b) open and operate bank accounts
- (c) invest its money;
- (d) in any security in which trust moneys may be invested; or

- (e) in any other manner authored by the Rules of the Association;
- (f) borrow money for capital works upon such terms and conditions as the Association thinks fit;
- (g) give security for the discharge of liabilities incurred by the Association on its behalf for reward or otherwise;
- (h) build, construct, erect, maintain, alter and repair any premises, building or the other structure of any kind to furnish, equip and improve the same for use by the Association;
- (i) accept donations and gifts in accordance with the objects of the Association;
- (j) print and publish any information by any media including newsletters, newspapers, articles or leaflets for promotion of the Association.
- (k) provide gifts and prizes in accordance with the objects of the Association,
- (l) organise social events for Members and the promotion of the Association,
- (m) to enter into any other contact the Association considers necessary or desirable: and
- (n) otherwise do all things which are incidental to or necessary for the attainment of the objects of the Association.

## **5. Alteration of Rules**

These Rules may only be altered by special resolution of a general meeting of the Association.

### **Note**

An alteration of these Rules does not take effect unless or until it is approved by the Registrar.

## **PART 2 – MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES**

### **Division 1 - Membership**

#### **6. Minimum number of Members**

The Association must have at least five (5) Members.

#### **7. Who is eligible to be a Member**

Any person who supports the Purposes of the Association, in accordance with Rule 2 is eligible for Membership.

#### **8. Classes of Membership**

The Casey Basketball Association shall consist of the following Members:

(1) Ordinary Members

(a) An Ordinary Member:

- (i) is a person, eighteen (18) years of age or above, who will have duly applied to be a Member of the Club in accordance with Rule 9 and will have paid the appropriate Membership Fee;
- (ii) may exercise any and all rights as provided by these Rules; and
- (iii) is entitled to exercise the rights of Membership when his or her name is entered in the register of Members.

(b) (i) is a person, appointed to perform an Official Duty by the Association or is the President of a Club entered whose team/s are entered in a competition conducted by the Casey Basketball Association

- (ii) the Membership Fee and / or Entrance Fee does not have to be paid
- (iii) Rule 9 does not apply to Ordinary Members appointed to perform an Official Duty as their Membership shall be automatically deemed as approved upon appointment to their respective role.

(2) Playing Members

(a) A Playing Member:

- (i) is a person of any age, who is registered in team entered in a competition conducted by the Casey Basketball Association or is registered in a team entered in a competition by the Casey

Basketball Association, such as the Victorian Junior Basketball League (VJBL) or Big V ;

- (ii) shall be automatically deemed an Ordinary Member of the Casey Basketball Association upon registration with a Competing Team;
  - (iii) may exercise any and all rights as provided by these Rules;
  - (iv) shall be deemed a Member for the duration of the Financial Year during which they were registered in a team which competed in a competition either conducted or entered into by the Casey Basketball Association; and
  - (v) is entitled to exercise the rights of Membership when his or her name is entered in the register of Members.
- (3) Associate Members
- (a) An Associate Member:
    - (i) is a parent or guardian of a Playing Member who is a minor;
    - (ii) shall be entitled to remain an Associate Member for as long as they are a parent or guardian of a Playing Member who is a minor;
    - (iii) may exercise any and all rights as provided by these Rules; and
    - (iv) is entitled to exercise the rights of Membership when his or her name is entered in the register of Members.
- (4) Life Members
- (a) A Life Member:
    - (i) is a Member who has been elected a Life Member at a general meeting; and
    - (ii) is entitled to all the privileges of an Ordinary Member without payment of further Membership Fees.

## **9. Application for Membership**

- (1) To apply to become an Ordinary Member of the Association:
  - (a) a person must apply in writing in the form set out in Appendix 1; and
  - (b) lodge their application with the Secretary of the Association.
- (2) As soon as practicable after the receipt of an application, the Secretary must refer the application to the Board.
- (3) The Board must determine whether to approve or reject the application.
- (4) If the Board approves an application for Ordinary Membership, the Secretary must, as soon as practicable:
  - (a) notify the applicant in writing of the approval for Membership; and

- (b) request payment within 28 days after receipt of the notification of the sum payable under these Rules as the Entrance Fee and the first year's Membership Fee.
- (5) The Secretary must, within 28 days after receipt of the amounts referred to in sub-Rule 4(b) above, enter the applicant's name in the register of Members.
- (6) An applicant for Membership becomes a Member and is entitled to exercise the rights of Membership when his or her name is entered in the register of Members.
- (7) If the Board rejects an application, the Board must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- (8) A right, privilege, or obligation of a person by reason of Membership of the Association:
  - (a) is not capable of being transferred or transmitted to another person; and
  - (b) terminates upon the cessation of Membership whether by death or resignation or otherwise.
- (9) The Entrance Fee is the relevant amount set out by the Board.
- (10) The annual Membership Fee is the relevant amount set by the Board and is payable in advance of such date as prescribed by the Board.

## **10. General rights of Members**

- (1) A Member of the Association who is entitled to vote has the right—
  - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
  - (b) to submit items of business for consideration at a general meeting; and
  - (c) to attend and be heard at general meetings; and
  - (d) to vote at a general meeting; and
  - (e) to have access to the minutes of general meetings and other documents of the Association as provided under Rule 60; and
  - (f) to inspect the register of Members.
- (2) A Member is entitled to vote if—
  - (a) the Member is over eighteen (18) years of age; and
  - (b) more than 10 business days have passed since he or she became a Member of the Association; and
  - (c) the Member's Membership rights are not suspended for any reason.

## **11. Register of Members**

- (1) The Secretary must keep and maintain a register of Members containing the following information about each person who is a Member of the Association:

- (a) the person's name and address;
  - (b) the person's class of Membership;
  - (c) the date on which the person became a Member of the Association; and
  - (d) the date on which a person ceases to be a Member of the Association must be entered in the register of Members within 14 days after that date.
- (2) All Playing and Associate Members must be entered in the register of Members within 28 days of their relevant Competing Team concluding its first match in a Winter or Summer Competition.
  - (3) If requested to do so by one of its Members and subject to Section 59 of the Act, the Association must permit the Member a reasonable time to inspect the register of Members.
  - (4) A Member may make a copy of entries in the register other than the contact details of the Members, subject to sub-Rule (3) above.

**Note**

Under section 59 of the Act, access to the personal information of a person recorded in the register of Members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

## **12. Ceasing Membership**

- (1) The Membership of a person ceases on resignation, expulsion or death.
- (2) A Member of the Association who has paid all moneys due and payable by a Member to the Association may resign from the Association by giving one month's notice in writing to the Secretary of his or her intention to resign.
- (3) Upon expiry of the period referred to in sub-Rule (2) above:
  - (a) the Member ceases to be a Member;
  - (b) information about a person who is no longer a Member of the Association other than the name of the person and the date on which the person ceased to be a Member of the Association must be removed from the register of Members within 14 days after the person ceases to be a Member of the Association.
- (4) A Playing Member ceases to be a Member upon conclusion of the Financial Year during they which they were registered in a team which competed in a competition conducted by the Casey Basketball Association
- (5) An Associate Member ceases to be a Member upon conclusion of the Financial Year during they which he or she or the minor being represented was registered in a team which competed in a competition conducted by the Casey Basketball Association.

- (6) An Ordinary Member ceases to be a Member if the Membership Fee is not paid within one month of becoming due.

## **Division 2 – Disciplinary action**

### **13. Grounds for taking disciplinary action**

The Association may take disciplinary action against a Member in accordance with this Division if it is determined that the Member—

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of the Association; or
- (c) has engaged in conduct prejudicial to the Association.

### **14. Disciplinary subcommittee**

- (1) If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a Member, the Board must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the Member.
- (2) The Members of the disciplinary subcommittee—
  - (a) may be Board Members, Members of the Association or anyone else; but
  - (b) must not be biased against, or in favour of, the Member concerned.

### **15. Notice to Member**

- (1) Before disciplinary action is taken against a Member, the Secretary must give written notice to the Member—
  - (a) stating that the Association proposes to take disciplinary action against the Member; and
  - (b) stating the grounds for the proposed disciplinary action; and
  - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting); and
  - (d) advising the Member that he or she may do one or both of the following—
    - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
    - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
  - (e) setting out the Member's appeal rights under Rule 17.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.



## **16. Decision of subcommittee**

- (1) At the disciplinary meeting, the disciplinary subcommittee must—
  - (a) give the Member an opportunity to be heard; and
  - (b) consider any written statement submitted by the Member.
- (2) After complying with sub-Rule (1), the disciplinary subcommittee may—
  - (a) take no further action against the Member; or
  - (b) subject to sub-Rule (3)—
    - (i) reprimand the Member; or
    - (ii) suspend the Membership rights of the Member for a specified period; or
    - (iii) expel the Member from the Association.
- (3) The disciplinary subcommittee may not fine the Member.
- (4) The suspension of Membership rights or the expulsion of a Member by the disciplinary subcommittee under this Rule takes effect immediately after the vote is passed.

## **17. Appeal rights**

- (1) A person whose Membership rights have been suspended or who has been expelled from the Association under Rule 16 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
  - (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
  - (b) to the Secretary not later than 48 hours after the vote.
- (3) If a person has given notice under sub-Rule (2), a disciplinary appeal meeting must be convened by the Board as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each Member of the Association who is entitled to vote as soon as practicable and must—
  - (a) specify the date, time and place of the meeting; and
  - (b) state—
    - (i) the name of the person against whom the disciplinary action has been taken; and
    - (ii) the grounds for taking that action; and

- (iii) that at the disciplinary appeal meeting the Members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

## **18. Conduct of disciplinary appeal meeting**

- (1) At a disciplinary appeal meeting—
  - (a) no business other than the question of the appeal may be conducted; and
  - (b) the Board must state the grounds for suspending or expelling the Member and the reasons for taking that action; and
  - (c) the person whose Membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with sub-Rule (1), the Members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) A Member may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than three quarters of the Members voting at the meeting vote in favour of the decision.

## **Division 3 – Grievance procedure**

### **19. Application**

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between—
  - (a) a Member and another Member;
  - (b) a Member and the Board;
  - (c) a Member and the Association.
- (2) A Member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

### **20. Parties must attempt to resolve the dispute**

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

### **21. Appointment of mediator**

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 21, the parties must within 10 days—
  - (a) notify the Board of the dispute; and
  - (b) agree to or request the appointment of a mediator; and
  - (c) attempt in good faith to settle the dispute by mediation.

- (2) The mediator must be—
  - (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement—
    - (i) if the dispute is between a Member and another Member—a person appointed by the Board; or
    - (ii) if the dispute is between a Member and the Board or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Board may be a Member or former Member of the Association but in any case must not be a person who—
  - (a) has a personal interest in the dispute; or
  - (b) is biased in favour of or against any party.

## **22. Mediation process**

- (1) The mediator to the dispute, in conducting the mediation, must—
  - (a) give each party 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 throughout the mediation process.
- (2) The mediator must not determine the dispute.

## **23. Failure to resolve dispute by mediation**

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **PART 3 – GENERAL MEETINGS OF THE ASSOCIATION**

### **24.Meetings by Teleconference and Videoconference**

The Board may determine from time to time that the annual general meetings of the Association, special general meetings of the Association, and any Board meetings take place by teleconferencing or videoconferencing facilities.

### **25.Annual general meetings**

- (1) The Board must convene an annual general meeting of the Association to be held within five (5) months after the end of each Financial Year.
- (2) The Board may determine the date, time and place of the annual general meeting.
- (3) The ordinary business of the annual general meeting is as follows –
  - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
  - (b) to receive and consider –
    - (i) the annual report of the Board on the activities of the Association during the preceding Financial Year; and
    - (ii) the financial statements of the Association for the preceding Financial Year submitted by the Board in accordance with Part 7 of the Act;
  - (c) to elect the Members of the Board;
  - (d) to confirm or vary the amounts (if any) of the annual subscription and joining fee.
- (4) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

### **26.Special general meetings**

- (1) Any general meeting of the Association other than an annual general meeting is a special general meeting.
- (2) The Board may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under Rule 27 below may be conducted at the meeting held in accordance with this Rule.

### **27.Special general meetings held at the request of Members**

- (1) The Board must convene a special general meeting if a request to do so is made in accordance with sub-Rule (2) below by at least five (5) per cent of the total number of Members.
- (2) A request for a special general meeting must –

- (a) be in writing;
  - (b) state the objects of the meeting;
  - (c) include the names and signatures of the Members requesting the meeting; and
  - (d) be sent to the address of the Secretary.
- (3) If the Board does not convene a special general meeting within one month after the date on which the request is made, the Members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by Members under sub-Rule (3) above –
- (a) must be held within three (3) months after the date on which the original request was made; and
  - (b) may only consider the business stated in that request.
- (5) The Association must reimburse all reasonable expenses incurred by the Members convening a special general meeting under sub-Rule (3) above.

## **28.Special business**

All business that is conducted at a special general meeting is special business.

## **29.Notice of general meetings**

- (1) The Secretary (or, in the case of a special general meeting convened under Rule 26(3) above, the Members convening the meeting) must –
- (a) provide notice of the meeting on the Casey Basketball Association noticeboard at least thirty (30) days prior to the meeting; and
  - (b) such notice shall be deemed sufficient notice to the Members.
- (2) The notice must –
- (a) specify the date, time and place of the meeting;
  - (b) indicate the general nature of each item of business to be considered at the meeting; and
  - (c) if a special resolution is to be proposed –
    - (i) state in full the proposed resolution; and
    - (ii) state the intention to propose the resolution as a special resolution.
- (3) This Rule does not apply to a Board meeting.
- (4) No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- (5) A Member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

### **30. Use of technology**

- (1) 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.
- (2) For the purposes of this Part, a Member participating in a general meeting as permitted under sub-Rule (1) above is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

### **31. 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) Fifteen (15) Members personally present (being Members entitled under these Rules to vote at a general meeting) 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 Members personally present (being not less than three (3)) shall be a quorum.

### **32. 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 unable to preside, the Members present must select one of their number to preside as Chairperson.

### **33. 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 Rule 29.
- (4) Except as provided in sub-Rule (3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

### **34.Voting at general meetings**

- (1) Upon any question arising at a general meeting of the Association, a Member has one (1) vote only.
- (2) All votes must be given personally.
- (3) Except in the case of a special resolution, the question must be decided on a majority of votes.
- (4) If votes are divided equally on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (5) A Member is not entitled to vote at a General Meeting unless all moneys due and payable by the Member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current Financial Year.

### **35.Special resolutions**

- (1) A special resolution is passed if not less than three quarters of the Members voting at a general meeting vote in favour of the resolution.
- (2) In addition to certain matters specified in the Act, a special resolution is required –
  - (a) to remove a Board Member from office;
  - (b) to alter these Rules, including changing the name or any of the purposes of the Association.

### **36.Poll at general meetings**

- (1) If at a meeting a poll on any question is demanded by not less than three (3) Members, 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.

### **37.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) a declaration by the Chairperson that a resolution has been—
  - (i) carried; or

- (ii) carried unanimously; or
  - (iii) carried by a particular majority; or
  - (iv) lost; and
- (b) 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.

### **38.Minutes of general meeting**

- (1) The Board must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolutions on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include –
  - (a) the names of the Members attending the meeting;
  - (b) the financial statements submitted to the Members in accordance with Rule 25(3)(b)(ii);
  - (c) the certificate signed by two Board Members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
  - (d) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.



## **PART 4 – BOARD**

### **Division 1 – Powers and Composition of Board and Duties of Members**

#### **39. Board of Management**

- (1) The affairs of the Association shall be managed by the Board of Management.
- (2) The Board--
  - (a) shall control and manage the business and affairs of the Association; and
  - (b) may, 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.
  - (d) The Board may by instrument in writing create or establish or appoint from among its own Members, special Committees, sub-Committees, individual officers or consultants to carry out such duties and functions, and with such names and powers, as the Board determines. The Board may by instrument in writing, revoke wholly or in part any delegation made under this Rule, and may amend or repeal any decision made by such body or person under this Rule.
  - (e) The General Manager shall be appointed by the Board for such terms and on such conditions as it thinks fit. The General Manager shall be entitled to notice of, attend and participate in and debate at, all meetings of the Board, but shall have no entitlement to vote. The Board may excuse the General Manager from a meeting at its discretion.
  - (f) The General Manager shall:
    - (i) administer and manage the Association in accordance with the Act, laws of the day, By-Laws, these Rules and at the direction of the Board for the proper management and administration of the Association; and
    - (ii) assume any or all further duties and responsibilities delegated to the position to the extent that such duties and responsibilities conform with the Act and laws of the day, subject to the approval of the Board.
  - (g) The General Manager may, after approval from the Board, employ such personnel as are deemed necessary from time to time.
- (3) The Board shall consist of—
  - (a) the Officers of the Association; and
  - (b) three Ordinary Members.

- (4) All officers of the Association and Ordinary Members will hold office for a term of two (2) years.

#### **40. Officers of the Association**

- (1) The Officers of the Association shall be-
  - (a) a President;
  - (b) a Vice-President;
  - (c) a Treasurer;
  - (d) a Secretary;
  - (e) a Member of the Junior representative program;
  - (f) a Member of the Domestic Council;
  - (g) a Senior Representative Delegate.
- (2) The provisions of Rule 44, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices referred to in sub-Rule (1).
- (3) Each officer of the Association shall hold office for a period of two years. When a person's term of office has come to an end he or she will relinquish the position at the end of the next annual General Meeting two years after the date of his or her election. This person is eligible for re-election.
- (4) In the event of a casual vacancy in any office referred to in sub-Rule (1), the Board may appoint one of its Members to the vacant office and the Member appointed may continue in office up to and including the conclusion of the annual General Meeting next following the date of the appointment.
- (5) Office holders must be an Ordinary Board Member for 12 months before they can hold any office on the Board of management, with the exception of the position of Treasurer.
- (6) The position of Treasurer must be held by a Member who has relevant financial qualifications and or experience in financial management.
- (7) In the event that the position of Treasurer cannot be filled by a Member, the Board may appoint a Treasurer.
- (8) The appointed Treasurer must have specific skills in finance, but need not have experience in or exposure to basketball and they do not need to be a Member.
- (9) The President and Treasurer Office holders will be elected in the odd ending calendar years. The Vice President and Secretary Office holders will be elected in the even calendar years.
- (10) The Secretary may delegate any or all of their responsibilities under these Rules or the Act to the General Manager, subject to the approval of the Board.

- (11) The position of Senior Representative Delegate must be held by a Member who has prior experience in the administration of senior representative basketball at Big V or NBL1 level.
- (12) In the event that the position of Senior Representative Delegate cannot be filled by a Member, the board may appoint a Senior Representative Delegate.
- (13) In the event that a Domestic Council or Junior Representative Program position becomes available, the relevant sub-committee shall nominate a member to fill the vacancy for the remainder of the term.

#### **41. Ordinary Members of the Board**

- (1) Subject to these Rules, each Ordinary Member of the Board shall hold office for a period of two years. When a person's term of office has come to an end he or she will relinquish the position at the end of the next annual general meeting two years after the date of his or her election. This person is eligible for re-election.
- (2) In the event of a casual vacancy occurring in the office of an Ordinary Member of the Board, the Board may appoint a Member of the Association to fill the vacancy and the Member appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

#### **42. General Duties of Board Members**

- (1) As soon as practicable after being elected or appointed to the Board, each Board Member must become familiar with these Rules and the Act.
- (2) The Board is collectively responsible for ensuring that the Association complies with the Act and that individual Members of the Board comply with these Rules.
- (3) Board Members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Board Members must exercise their powers and discharge their duties—
  - (a) in good faith in the best interests of the Association; and
  - (b) for a proper purpose.
- (5) Board Members and former Board Members must not make improper use of—
  - (a) their position; or
  - (b) information acquired by virtue of holding their position—so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

##### **Note**

See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

- (6) In addition to any duties imposed by these Rules, a Board Member must perform any other duties imposed from time to time by resolution at a general meeting.

### **43. Who is eligible to be a Board Member**

A Member is eligible to be elected or appointed as a Board Member if the Member—

- (a) is eighteen (18) years or over; and
- (b) is entitled to vote at a general meeting.

### **44. Election of Officers and Ordinary Board Members**

- (1) Nominations of candidates for election as Officers of the Association or as Ordinary Members of the Board 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 seven (7) days before the date fixed for the holding of the annual General Meeting.
- (2) A candidate may only be nominated for one Office, or as an Ordinary Member of the Board, prior to the annual general meeting.
- (3) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.
- (4) 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.
- (5) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- (6) The ballot for the election of Officers and Ordinary Members of the Board must be conducted at the annual general meeting in such manner as the Board may direct.

### **45. Vacancies**

The office of an officer of the Association, or of an Ordinary Member of the Board, becomes vacant if the officer or Member--

- (a) ceases to be a Member of the Association; or
- (b) becomes an insolvent under administration within the meaning of the Corporations Law; or
- (c) resigns from office by notice in writing given to the Secretary or dies.

## **Division 2 – Meetings of Board**

### **46.Meetings of Board**

- (1) The Board must meet at least three (3) times in each year at the dates, times and places determined by the Board.
- (2) The date, time and place of the first Board meeting must be determined by the Members of the Board as soon as practicable after the annual general meeting of the Association at which the Members of the Board were elected.
- (3) Special committee meetings may be convened by the President or by any four (4) Members of the Board.

### **47.Use of technology**

- (1) A Board Member who is not physically present at a Board meeting may participate in the meeting by the use of technology that allows that Board Member and the Board Members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a Board Member participating in a Board meeting as permitted under sub-Rule (1) is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

### **48.Notice of Board meetings**

- (1) Notice of each Board meeting must be given to each Member of the Board at least seven (7) business days before the date of the meeting.
- (2) Notice must be given to Members of the Board 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.

### **49.Quorum for Board meetings**

- (1) Any five (5) Members of the Board constitute 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—
  - (a) in the case of a special meeting—the meeting lapses;
  - (b) in any other case—the meeting shall stand adjourned to the same place and the same time and day in the following week.
- (4) The Board may act notwithstanding any vacancy on the Board.

### **50.Presiding at Board meetings**

At meetings of the Board—

- (a) the President, or in the President's absence, the Vice-President shall preside as Chairperson; or
- (b) if the President is absent and the Vice President are absent, or are unable to preside, the Members present must choose one of their number to preside as Chairperson.

## **51.Voting at Board Meetings**

- (1) Questions arising at a meeting of the Board, or at a meeting of any sub- Board 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 Member present at a meeting of the Board, or at a meeting of any sub-- Board 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 second or casting vote.
- (3) A resolution in writing, signed or assented to by facsimile or other form of electronic communication to the Board shall be as valid and effectual as if it had been passed at a meeting of the Board.
- (4) The Association must comply with the Act with regard to the disclosure of material personal interest.
- (5) Office holders must disclose a material personal interest in a matter being considered at a Board meeting and must not be present while the matter is being considered at the meeting and must not vote on the matter.

## **52.Removal of Board Member**

- (1) The Association in general meeting may, by special resolution, remove any Member of the Board at any time.
- (2) If the Board Member was removed from his or her office before the expiration of his or her term of office, the Board may appoint another person in his or her place to hold office until the expiration of the term of the first-mentioned Board Member.
- (3) If the Association proposes to take disciplinary action against a Member in respect of that Member's status as a Member of the Association, it must do so in accordance with Section 54 of the Act.

## **53.Minutes of meetings**

The Secretary of the Association must keep minutes of the resolutions and proceedings of each general meeting, and each Board meeting, together with a record of the names of persons present at Board meetings.

## **PART 5 – FINANCIAL AND GENERAL MATTERS**

### **54.Funds**

- (1) The General Manager of the Association must-
  - (a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and
  - (b) 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.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two signatories, being either the General Manager or signatories as approved by the Board.
- (3) The funds of the Association shall be derived from Entrance Fees, Membership Fees, registration fees, sheet fees, donations and such other sources as the Board determines.
- (4) Proper accounting records shall be kept in accordance with the Act. The books of account shall be kept in the care and control of the General Manager.
- (5) The Association shall retain such records for seven (7) years after the completion of the transactions or operations to which they relate.
- (6) Financial Statements must be prepared in accordance with the Australian Accounting Standards and must be submitted to the annual General Meeting of the Association consistent with Section 100 of the Act.
- (7) The Financial Statements must be audited in accordance with Section 99 of the Act.
- (8) The Board must appoint a properly qualified auditor consistent with the Act.

### **55.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 (2) Members of the Board or, of one Member of the Board and of the public officer of the Association.

### **56.Notice to Members**

Except for the requirement in Rule 29, 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; or
- (b) sending it by prepaid post addressed to the Member at that Member's address shown in the register of Members; or
- (c) facsimile transmission; or

- (d) electronic transmission

## **57.Procedural irregularities**

- (1) No decision of the association or its Board shall be invalid merely because of a failure to give proper notice under this constitution or the by-laws or other irregularity in procedure required by this constitution 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 relevant Board 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.

## **58.Unforeseen matter**

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

## **59.Winding-up and Dissolution**

- (1) The Association may be wound up voluntarily by special resolution or as otherwise provided by the Act.
- (2) 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 Basketball Victoria to use re-establishing or maintaining basketball in the City of Casey.

## **60.Custody and inspection of books and records**

- (1) Except as otherwise provided in the Rules, the Secretary must keep in his or her custody or under his or her control all books, documents, securities and other similar items of the Association.
- (2) Members may on request inspect free of charge—
  - (a) the register of Members;
  - (b) the minutes of general meetings;
  - (c) subject to sub-Rule (3) below, the financial records, books, securities and any other relevant document of the Association, including minutes of Board meetings.

### **Note**

See note following Rule 11 for details of access to the register of Members.

- (3) The Board may refuse to permit a Member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.



- (4) The Board must on request make copies of these Rules available to Members and applicants for Membership free of charge.
- (5) Subject to sub-Rule (2) above, a Member may make a copy of any of the other records of the Association referred to in this Rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (6) For purposes of this Rule—

relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—

  - (a) its Membership records;
  - (b) its financial statements;
  - (c) its financial records;
  - (d) records and documents relating to transactions, dealings, business or property of the Association.

# REVISION HISTORY

Version	Rule	Date of AGM	Adopted Amendment
1.2	40 (1)(g) 40 (11) 40 (12) 40 (13)	February 21, 2021	<p><b>40. Officers of the Association</b></p> <p>(1) The Officers of the Association shall be-</p> <p>(g) a Senior Representative Delegate</p> <p>(11) The position of Senior Representative Delegate must be held by a Member who has prior experience in the administration of senior representative basketball at Big V or NBL1 level.</p> <p>(12) In the event that the position of Senior Representative Delegate cannot be filled by a Member, the board may appoint a Senior Representative Delegate.</p> <p>(13) In the event that a Domestic Council or Junior Representative Program position becomes available, the relevant sub-committee shall nominate a member to fill the vacancy for the remainder of the term.</p>
1.1	39(3)(b)	February 24, 2019	<p><b>The Board shall consist of-</b></p> <p><b>(a) the Officers of the Association; and</b></p> <p><b>(b) three ordinary members</b></p>
	49(1)	February 24, 2019	<p><b>The Officers of the Association shall be</b></p> <p><b>(a) A President;</b></p> <p><b>(b) A Vice-President;</b></p> <p><b>(c) A Treasurer</b></p> <p><b>(d) A Secretary</b></p> <p><b>(e) A member of the Junior representative program</b></p> <p><b>(f) A member of the Domestic Council</b></p>
1.0	Re-write	February 12, 2017	<p><b>Independent review and many changes adopted to align document with the Incorporated Associations Reform Act 2012</b></p>