



Warragul and District Amateur Basketball Association Incorporated

Constitution

Rules adopted at the Annual General Meeting of Warragul and District Amateur Basketball Association Incorporated on 17 November 2021.

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PART 1—PRELIMINARY

1 Name

The name of the incorporated association is Warragul & District Amateur Basketball Association Incorporated (WDABA) and is hereinafter referred to as the “Association”.

Note

Under section 23 of the Act, the name of the association and its registration number must appear on all its business documents.

2 Objectives

The objectives of the association shall be to:

- a) represent the interests of basketball and all involved in basketball within the Association, the Warragul region and at state and national level;
- b) provide individuals with opportunities to maximise their potential by competing in the highest level of basketball possible, given their own ability; and
- c) promote, develop and encourage participation in the sport of basketball.

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 member junior clubs and foster their growth and development;
- c) choose and manage teams 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 that will be consistent with projecting the best image of the sport; and
- f) deal with any other matters that the Association may deem to be in the interest of the sport of basketball.

3 Financial year

The financial year of the Association is each period of 12 months ending on 30 June.

4 Definitions

In these Rules—

absolute majority, of the Board, means a majority of the board members currently holding office and entitled to vote at the time (as distinct from a majority of board members present at a board meeting);

Chairperson, of a general meeting or board meeting, means the person chairing the meeting;

Board means the Board having management of the business of the Association;

board meeting means a meeting of the Board held in accordance with these Rules;

board member means a member of the Board elected or appointed

disciplinary appeal meeting means a meeting of the members of the Association convened under rule 19;

disciplinary meeting means a meeting of the Board convened for the purposes of rule 18;

disciplinary subcommittee means the subcommittee appointed under rule 18;

financial year means the 12 month period specified in rule 3;

general meeting means a general meeting of the members of the Association convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

member means a member of the Association;

member entitled to vote means a member who under rule 8 is entitled to vote at a general meeting;

special resolution means a resolution that requires not less than three-quarters of the members voting at a general meeting, in person to vote in favour of the resolution;

the Act means the **Associations Incorporation Reform Act 2012** and includes any regulations made under that Act;

the Registrar means the Registrar of Incorporated Associations.

PART 2—POWERS OF ASSOCIATION

5 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 subrule (1), the Association may—
 - (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise and borrow money on any terms and in any manner as it thinks fit;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) appoint agents to transact business on its behalf;
 - (g) enter into any other contract it considers necessary or desirable.
- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

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—
 - (a) reimbursement for expenses properly incurred by the member; or
 - (b) 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.

Note

Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

7 Minimum number of members

The Association must have at least 5 members.

8 Who is eligible to be a member

Any person who supports the purposes of the Association is eligible for membership.

9 Membership Categories

The Association Membership Categories are Playing Member, Parent Member, Approved Member, Temporary Member and elected Life Member.

(1) Playing Member

A person who is registered to play in any competition conducted by the Association or is a person who is registered to play in any team entered by the Association in any other competition is a member. Only playing members who have reached the age of 18 at the time of a General Meeting may exercise a vote at a General Meeting or propose any motion to a General Meeting of the Association, or to be a Board Member, or to propose any other person as a Board Member.

A Playing Member who has registered for a competition and paid the relevant registration fee shall not be required to pay a membership fee and in receipt of the registration and all other relevant fees, the Secretary shall enter the name of the Playing Member in the register of members.

(2) Parent Member

A parent or guardian of a playing member who has not reached the age of 18 at the time of a General Meeting may nominate to the Secretary in writing prior to the General Meeting that he or she represents the junior playing member under 18 years of age and that parent or guardian will become a member with full voting rights. Only one parent or guardian may nominate per junior playing member. If more than one parent or guardian nominates per junior playing member, only the first nomination shall be accepted.

The nominated parent or guardian of a junior playing member who has registered for a competition and paid the relevant registration fee shall not be required to pay a membership fee and in receipt of all fees, the Secretary shall enter the name of the parent or guardian in the register of members 30 days after receipt of the nomination unless the Board rejects the nomination.

Within 30 days of receipt of the nomination under this Rule, the Board may reject the nomination and is not obliged to give reasons for the rejection.

(3) Approved Member

- (a) A person over the age of 18 with an interest in basketball who is not a playing member or parent member 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.
- (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) The nomination being referred to the Board, the Board shall determine whether to approve or to reject the nomination but shall not 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, via electronic transmission or any other means deemed acceptable by the board, that he or she is approved for membership of the Association and request payment within the period of 28 days after receipt of the 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.

(4) Life Member

A Life Member of the Association may be elected at the Annual General Meeting by a 75% majority of eligible votes, provided that written notice of nomination for such election shall have been given to the Secretary of the Association at least seven (7) days prior to the meeting.

- (a) Life Membership shall be restricted to those whose service to basketball and the Association has been worthy of the highest honour.
- (b) The Board shall present a written report to the Annual General Meeting on the services of any nominee together with its recommendations as to the suitability for the honour.
- (c) By resolution of 75% majority of eligible votes at an Annual General Meeting of the Association, life membership may be cancelled.
- (d) A Life Member shall be granted the privileges of free admission to all functions held by the Association and the right to attend and vote at the Annual General Meeting.
- (e) A Life Member shall be awarded a badge of appropriate design, or in lieu of a badge, a Certificate.

(5) Temporary Member

Unless the Board or the Association shall otherwise resolve, the following persons shall be a Temporary Member of the Association.

- (a) An official or sponsor of another Association PROVIDED HOWEVER that such temporary membership shall be applicable only on those days when a team representing the other Association is playing basketball at the Association premises.
- (b) Any member or official of any team of basketball players visiting from another basketball Association whose team is involved in playing basketball at the Association's premises and/or in a competition organised by the Association PROVIDED HOWEVER that such temporary membership shall be applicable only on those days when the competition in which such team is so involved is being conducted.
- (c) Any official of another Association or a league in which the Association enters or is proposing to enter a team in a competition, whilst such official is visiting the Pakenham area on official business.

A Temporary Member shall not be required to pay a fee, annual subscription or levy.

A Temporary Member shall not be entitled to vote or propose any motion to a General Meeting of the Association, or to be a member of the Board, or to propose any other person as a member of 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 70; and
 - (f) to inspect the register of members.
- (2) A member is entitled to vote if—
 - (a) the member is a member other than an associate member; 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 Rights not transferable

The rights of a member are not transferable and end when membership ceases.

12 Ceasing membership

- (1) The membership of a person ceases on resignation, expulsion or death.
- (2) A playing member ceases to be a member if he or she is not registered or has not paid the relevant fees in full to play in a competition conducted by the Association.
- (3) A parent member ceases to be a member if the playing member with respect to which he or she is nominated under Rule 7(3) turns the age of eighteen (18) years or if that child is not registered or has not paid the relevant fees in full to play in a competition conducted by the Association.
- (4) Any other member ceases to be a member if their membership is unfinancial for more than six (6) months or they otherwise cease to be members.

If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

13 Resigning as a member

- (1) A member may resign by notice in writing given to the Association.

Note

Rule 69 sets out how notice may be given to the association. It includes by post or by handing the notice to a member of the board.

- (2) A member is taken to have resigned if—
 - (a) the member's annual subscription is more than 12 months in arrears; or
 - (b) where no annual subscription is payable—
 - (i) the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and
 - (ii) the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.

14 Register of members

- (1) The Secretary must keep and maintain a register of members that includes—
 - (a) for each current member—
 - (i) the member's name;
 - (ii) the date of becoming a member;
 - (iii) if the member is an associate member, a note to that effect;
 - (iv) any other information determined by the Board; and
 - (b) for each former member, the date of ceasing to be a member.
- (2) Any member may, at a reasonable time and free of charge, inspect the register of members.

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.

Division 2—Disciplinary action

15 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.

16 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.

17 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 23.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

18 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 subrule (1), the disciplinary subcommittee may—
 - (a) take no further action against the member; or
 - (b) subject to subrule (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.

19 Appeal rights

- (1) A person whose membership rights have been suspended or who has been expelled from the Association under rule 22 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 subrule (2), a disciplinary appeal meeting of the members 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.

20 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 subrule (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

21 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.
 - (d) a board member and the board.
- (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.

22 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.

23 Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, 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.

24 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.

25 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 4—GENERAL MEETINGS OF THE ASSOCIATION

26 Annual general meetings

- (1) The Board must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- (2) Despite subrule (1), the Association may hold its first annual general meeting at any time within 18 months after its incorporation.
- (3) The Board may determine the date, time and place of the annual general meeting.
- (4) 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 board reports upon the transactions of the Association during the last preceding financial year including:
President's Report
Financial Report (including Treasurer Statement, Profit and Loss, Balance Sheet and Auditor's report if applicable)
 - (ii) the financial statements of the Association for the preceding financial year submitted by the Board in accordance with Part 7 of the Act;
 - a) to elect the members of the Board;
 - b) to confirm or vary the amounts (if any) of the annual subscription and joining fee.
 - c) to appoint an auditor for the forthcoming year (if applicable)
- (5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

27 Special general meetings

- (1) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal 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 33 may be conducted at the meeting.

Note

General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 33 and the majority of members at the meeting agree.

28 Special general meeting held at request of members

- (1) The Board must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 50 of the total number of members.
- (2) A request for a special general meeting must—
 - (a) be in writing; and
 - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (c) include the names and signatures of the members requesting the meeting; and
 - (d) be given to 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 subrule (3)—
 - (a) must be held within 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 subrule (3).

29 Notice of general meetings

- (1) The Secretary (or, in the case of a special general meeting convened under rule 35, the members convening the meeting) must give to each member of the Association—
 - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must—
 - (a) specify the date, time and place of the meeting; and
 - (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; and
 - (d) comply with rule 34(1).
 - (e) The notice may be given by electronic transmission, media or social media including but not limited to newspaper, website, Facebook and Twitter.
- (3) This rule does not apply to a disciplinary appeal meeting.

Note

Rule 20 sets out the requirements for notice of a disciplinary appeal meeting.

30 Proxies

- (1) No Proxy or postal votes will be allowed at any meeting of the Association

31 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 subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

32 Quorum at general meetings

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (physically or as allowed under rule 31) of 10 of the members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
 - (a) in the case of a meeting convened by, or at the request of, members under rule 28—the meeting must be dissolved;

Note

If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 28.

- (b) in any other case—
 - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

33 Adjournment of general meeting

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned—
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.

Example

The members may wish to have more time to examine the financial statements submitted by the Board at an annual general meeting.

- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 33.

34 Voting at general meeting

- (1) On any question arising at a general meeting—
 - (a) subject to subrule (3), each member who is entitled to vote has one vote; and
 - (b) members may vote personally; and
 - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 20.

35 Special resolutions

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.

Note

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 Determining whether resolution carried

- (1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost—and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (2) If a poll (where votes are cast in writing) is demanded by three or more members on any question—
 - (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - (b) the Chairperson must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.

- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

37 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 resolution 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; and
 - (b) the financial statements submitted to the members in accordance with rule 37; and
 - (c) The financial statements to be signed and certified by two board members to 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 5—BOARD

Division 1—Powers of Board

38 Role and powers

- (1) The business of the Association must be managed by or under the direction of a Board.
- (2) The Board may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- (3) The Board may—
 - (a) appoint and remove staff;
 - (b) establish subcommittees consisting of members or other suitable persons with terms of reference it considers appropriate.

39 Delegation

- (1) The Board may delegate to a member of the Board, a subcommittee or staff, any of its powers and functions other than—
 - (a) this power of delegation; or
 - (b) a duty imposed on the Board by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
- (3) The Board may, in writing, revoke a delegation wholly or in part.

Division 2—Composition of Board and duties of members

40 Composition of Board

The Board consists of—

- (a) a President; and
- (b) a Vice-President; and

- (c) a Secretary; and
- (d) a Treasurer; and
- (e) three ordinary members (if any) elected under rule 48.

All Board Members are required to have a satisfactory Working With Children's Check completed.

41 General Duties

- (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.

42 President and Vice-President

- (1) Subject to subrule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any board meetings.
- (2) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—
 - (a) in the case of a general meeting—a member or other suitable person elected by the other members present; or
 - (b) in the case of a board meeting—a board member elected by the other board members present.

43 Secretary

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

Example

Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

- (2) The Secretary must—
 - (a) maintain the register of members in accordance with rule 18; and

- (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 70(3), all books, documents and securities of the Association in accordance with rules 70; and
 - (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - (d) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

44 Treasurer

- (1) The Treasurer must—
 - (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
 - (b) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
 - (c) make any payments authorised by the Board or by a general meeting of the Association from the Association's funds; and
 - (d) ensure cheques, other such instruments and authorisation for electronic payments are signed by at least 2 board members.
- (2) The Treasurer must—
 - (a) ensure that the financial records of the Association are kept in accordance with the Act; and
 - (b) coordinate the preparation of the financial statements of the Association and their certification by the Board prior to their submission to the annual general meeting of the Association.
- (3) The Treasurer must ensure that all other board member have access to the accounts and financial records of the Association.

Division 3—Election of Board members and tenure of office

45 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 18 years or over; and
- (b) is entitled to vote at a general meeting.
- (c) Is not a current employee of the Association or a person who receives other remuneration for services such as refereeing or coaching.

46 Nominations

- (1) Nominations of candidates for election as Board Members of the Association must be:
 - (a) made in writing, with 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.

47 Election of President etc.

- (1) At the annual general meeting, separate elections must be held for each of the following positions—
 - (a) President;
 - (b) Vice-President;
 - (c) Secretary;
 - (d) Treasurer.
- (2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- (3) If more than one member is nominated, a ballot must be held in accordance with rule 59.
- (4) On his or her election, the new President may take over as Chairperson of the meeting.

48 Election of ordinary members

- (1) A single election may be held to fill all of those positions.
- (2) If the number of members nominated for the position of ordinary board member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
- (3) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 49.

49 Ballot

- (1) The ballot for the election of Board Members must be conducted at the Annual General Meeting in such manner as the Board directs.

50 Term of office

- (1) Subject to subrule (3) and rule 54, a board member holds office at conclusion of the next annual general meeting on the expiry of the Board Member's term of office..
- (2) A board member may be re-elected.
- (3) A general meeting of the Association may—
 - (a) by special resolution remove a board member from office; and
 - (b) elect an eligible member of the Association to fill the vacant position in accordance with this Division.
- (4) Board Members shall be elected in accordance with this Constitution for a term of two (2) years, which shall commence from the conclusion of the Annual General Meeting at which the election occurred until the conclusion of the second Annual General Meeting following.

51 Vacation of office

- (1) A board member may resign from the Board by written notice addressed to the Board.
- (2) A person ceases to be a board member if he or she—
 - (a) ceases to be a member of the Association; or
 - (b) fails to attend 3 consecutive board meetings (other than special or urgent board meetings) without leave of absence under rule 67; or
 - (c) otherwise ceases to be a board member by operation of section 78 of the Act.

Note

A Board member may not hold the office of secretary if they do not reside in Australia.

52 Removal of Board Member

- (1) Refer to Rule 53

53 Filling casual vacancies

- (1) The Board may appoint an eligible member of the Association to fill a position on the Board that—
 - (a) has become vacant; or
 - (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Board must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 53 applies to any board member appointed by the Board under subrule (1) or (2).
- (4) The Board may continue to act despite any vacancy in its membership.

Division 4—Meetings of Board

54 Meetings of Board

- (1) The Board must meet at least six (6) 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 board meetings may be convened by the President or by any 4 members of the Board.

55 Notice of Board Meetings

- (1) Notice of each board meeting must be given to each board member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one board meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special board meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

56 Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 55 provided that as much notice as practicable is given to each board member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Board.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

57 Procedure and order of business

- (1) The procedure to be followed at a meeting of a Board must be determined from time to time by the Board.
- (2) The order of business may be determined by the members present at the meeting.

58 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 subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

59 Quorum

- (1) No business may be conducted at a Board meeting unless a quorum is present.
- (2) The quorum for a board meeting is the presence (in person or as allowed under rule 60) of a majority of the board members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a board meeting—
 - (a) in the case of a special meeting—the meeting lapses;
 - (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 55.

60 Voting

- (1) On any question arising at a board meeting, each board member present at the meeting has one vote.
- (2) A motion is carried if a majority of board members present at the meeting vote in favour of the motion.
- (3) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Board.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

61 Conflict of interest

- (1) A board member who has a material personal interest in a matter being considered at a board meeting must disclose the nature and extent of that interest to the Board.
- (2) The member—
 - (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.

Note

Under section 81(3) of the Act, if there are insufficient board members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

- (3) This rule does not apply to a material personal interest—
 - (a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
 - (b) that the member has in common with all, or a substantial proportion of, the members of the Association.

62 Minutes of meeting

- (1) The Board must ensure that minutes are taken and kept of each board meeting.
- (2) The minutes must record the following—
 - (a) the names of the members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote;
 - (d) any material personal interest disclosed under rule 61.

63 Leave of absence

- (1) The Board may grant a board member leave of absence from board meetings for a period not exceeding 3 months.
- (2) The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the board member to seek the leave in advance.

PART 6—FINANCIAL MATTERS

64 Source of funds

The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Board.

65 Management of funds

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Association, the Board may approve expenditure on behalf of the Association.

- (3) The Board may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 board members or approved by two board members via internet banking.
- (5) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- (6) With the approval of the Board, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

66 Financial records

- (1) The Association must keep financial records that—
 - (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable financial statements to be prepared as required by the Act.
- (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control—
 - (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the Board.

67 Financial statements

- (1) For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting subrule (1), those requirements include—
 - (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the Board;
 - (d) the submission of the financial statements to the annual general meeting of the Association;
 - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS

68 Common seal

- (1) The Association may have a common seal.
- (2) If the Association has a common seal—
 - (a) the name of the Association must appear in legible characters on the common seal;
 - (b) a document may only be sealed with the common seal by the authority of the Board and the sealing must be witnessed by the signatures of two board members;
 - (c) the common seal must be kept in the custody of the Secretary.

69 Notice requirements

- (1) Any notice required to be given to a member or a board member under these Rules may be given—
 - (a) by sending it by post to the member at the address recorded for the member on the register of members; or
 - (b) by electronic transmission i.e email or facsimile transmission.
 - (c) The notice may be given by electronic transmission, media or social media including but not limited to newspaper, website, Facebook and Twitter.

70 Custody and inspection of books and records

- (1) Members may on request inspect free of charge—
 - (a) the register of members;
 - (b) the minutes of general meetings;
 - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Board meetings.

Note

See note following rule 14 for details of access to the register of members.

- (2) 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.
- (3) The Board must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to subrule (2), 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.
- (5) For purposes of this rule—

relevant documents can be defined as 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.

71 Winding up and cancellation

- (1) 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 Warragul Region. In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.

72 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. If these Rules (other than rule 1, 2 or 3) are altered, the Association is taken to have adopted its own rules, not the model rules.

APPENDIX 1

APPLICATION FOR MEMBERSHIP OF THE WARRAGUL AND DISTRICT AMATEUR BASKETBALL ASSOCIATION
INC.

I _____ of _____

(name and occupation)

(address)

Desire to become a member of the Warragul and District Amateur 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

Completed forms should be sent to the Warragul & District Amateur Basketball Association via email at operations@warragulbasketball.org.au or hand delivered to the address stated on the association website.