

**RESOLUTION FOR BANKSTOWN BASKETBALL ASSOCIATION**

The Chairman tables the proposed resolution to modify the Constitution to address the following matters:

1. Designation of Chief Executive Officer;
2. Definition of “Financial Year”
3. The definition of “Law” ;
4. The definition of “The Regulation”;
5. The definition of “The Act”;
6. Duration of appointment to the Committee;
7. Use of postal voting;
8. Internal Dispute Resolution;
9. Financial year; and
10. Electronic meeting and voting.
11. Treatment of surplus property on wind up

**IT WAS RESOLVED ALL MEMBERS PRESENT HAVING RECEIVED APPROPRIATE NOTICE:**

1. Every reference to “General Manager” be replaced by “Chief Executive Officer”.
2. Definition “Financial Year” means the year ending 31 December being inserted into Clause 4.
3. The definition of “Law” means the *Associations Incorporation Act 2009* and its associated regulations;
4. The definition of “The Regulation” means the *Associations Incorporation Regulation 2016*;
5. The definition of “The Act” means the *Associations Incorporation Act 2009*;
6. The provisions from the model rules including the following matters be incorporated at relevant places into the Constitution as indicated in the attached copy of the Constitution:
  - (a) Internal dispute;
    - (i) A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and

the association, are to be referred to a Community Justice Centre for mediation under the [Community Justice Centres Act 1983](#).

- (ii) If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
  - (iii) The [Commercial Arbitration Act 2010](#) applies to a dispute referred to arbitration.
- (b) Postal or electronic ballots;
- (i) The association may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal (other than an appeal under clause 12).
  - (ii) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to The Regulation.
- (c) Duration of appointment to the Board; and
- (i) There is no limit on the duration of appointment to the Board.
  - (ii) Clarification of the two yearly appointment cycle.
- (d) Use of electronic means for conduct of Board meetings
- (i) The Association may conduct Board meetings using technology permitting communication between Board members without the need for one or any of the Board members to be physically present during the meeting.

## **1. NAME**

The name of the Association shall be the Bankstown Basketball Association Incorporated and shall be referred to hereinafter as The Association.

## **2. PLACE OF ADMINISTRATION**

The headquarters of The Association shall be situated within the Bankstown District or at such place as The Association may from time to time determine.

## **3. OBJECTS**

The objects of The Association shall be to encourage, promote and control basketball within the Bankstown District and adjoining areas as determined from time to time by Basketball NSW.

## **4. DEFINITIONS**

In this Constitution:

“Association” means Bankstown Basketball Association Incorporated.

“Board” and “Board of Directors” means the committee of the Association ~~Directors of the Association known as the Board of Directors~~”.

“Board Member” and “Director” means a member of the Board.

~~“General Manager”~~ “Chief Executive Officer” means the employee appointed by the Board to manage the Association on a day to day basis.

“Law” means the *Associations Incorporation Act 2009* and its associated regulations ~~Associations Incorporation Act 1984~~.

“Life Member” means an individual elected to Membership in accordance with Rule 10.09.

“Adult Member” means a member of the Association that is over eighteen (18) years old.

“Junior Member” means a member of the Association that is under eighteen (18) years old.

“The Executive” means the Directors of the Association holding the offices of President, Vice President and Financial Director.

“The Act” means the *Associations Incorporation Act 2009*;

“Seal” means the common seal of the Association.

“State” means the State of New South Wales.

“Term” means the period from the end of one annual general meeting to the end of the next Annual General Meeting.

“The Act” means the *Associations Incorporated Act 2009*

“The Regulation” means the *Associations Incorporation Regulation 2016* ~~Associations Incorporated Regulation 2010~~

“Special General Meeting” means a General Meeting of the Association other than the Annual General Meeting.

“Public Officer” of the Association is the person appointed by the Board to meet the regulations of the Act.

## 5. POWERS

The powers of The Association shall be:

- 5.1** To carry out the objects of The Association.
- 5.2** To act alone or with any other sporting Association or representative bodies in the interests of sport.
- 5.3** To provide for the registration of players of basketball and for this purpose to make the necessary rules and/or by-laws, and to impose and collect subscriptions, fees, levies and other charges from teams, clubs and individuals or to borrow or raise money upon the security of all or any of The Association's property or without security for the carrying out of this Constitution or matters connected therewith, and to apply the income and property of The Association, whencesoever derived to the promotion of the objects of The Association.
- 5.4** To institute, locate, conduct, promote and manage basketball championships, competitions and such other events as may from time to time be considered expedient and to reject any entries for such championships and competitions if deemed advisable.
- 5.5** To suspend, impose and enforce penalties, disqualify or otherwise deal with any registered team and/or member or officer thereof who has committed any breach of this Constitution or of the rules and by-laws made thereunder or who has practiced, counselled or sanctioned any conduct arising out of or in connection with basketball or otherwise which conduct is in the opinion of The Association unfair, unbecoming or contrary to the interest of basketball.
- 5.6** To appoint delegates to represent The Association, in order to select teams, players and officials and for other such purposes as The Association deems fit.
- 5.7** To make rules or by-laws on matters authorised by or necessary or convenient to give effect to this Constitution, insofar as such rules or by-laws are not inconsistent with this Constitution or with the Constitution rules or by-laws of Basketball NSW or Basketball Australia.
- 5.8** To establish uniform regulations for the management and playing of basketball.
- 5.9** To hear and adjudicate upon appeals from the decisions of officials of The Association of affiliated and subsidiary bodies or of officials thereof.
- 5.10** To keep authentic records of all matters appertaining to basketball and to keep records of members of The Association
- 5.11** To regulate its own procedures, to create, nominate and appoint committees to administer specific areas of responsibility as the needs arise and with such powers not inconsistent with this Constitution as may be deemed desirable, and to withdraw such powers when deemed necessary.

- 5.12** To employ coaches, managers, masseurs, caretakers, clerks, administrative officers and such persons as may be required for carrying out this Constitution and for the furtherance of basketball.
- 5.13** To accept any sponsorship or gift whether subject to a special trust or not.
- 5.14** To borrow or raise money in such manner and on such terms as The Association thinks fit.
- 5.15** To purchase, hire, let, lease or otherwise obtain possession of suitable areas, halls or buildings for the purpose of promoting any games or competitions of any nature as may be considered advisable.
- 5.16** To erect, maintain, alter or add to and/or demolish any buildings or other premises necessary to the purpose of The Association.
- 5.17** To sell, hire, lease or otherwise deal with any land, buildings, equipment or other property of The Association.
- 5.18** To maintain such administrative office as may be necessary for the proper functioning of The Association and to equip such offices in a suitable manner.
- 5.19** To invest any monies of The Association not immediately required for its objects in such manner as may from time to time be determined by The Association.
- 5.20** To call and fix the time and place of the Annual and Special General Meetings of The Association and to fix the time and place for holding all meetings not fixed by this Constitution.
- 5.21** To make, rescind or amend such rules, regulations and/or by-laws for the purpose of this Constitution and for the carrying into effect thereof as from time to time may be deemed desirable.
- 5.22** To do such other things as may be delegated to it by The Association to exercise and perform the duties and functions of The Association except as otherwise provided by this Constitution.

## **6. CONTROL**

- 6.1 The control of the affairs of The Association shall be vested in The Association assembled at the Annual General Meeting.
- 6.2 The management of the affairs of the Association shall be conducted between meetings of the Association by a Board of Directors, hereinafter called the Board.

## **7. THE BOARD OF DIRECTORS**

## 7.1 Powers of the Board

The Board of the Association, ~~shall~~ subject to the Act, the Regulation and these Rules and any resolution passed by the Association in General Meeting:-

- [a] ~~Shall~~ shall control and manage the affairs of The Association;
- [b] ~~May~~ may exercise all such functions as may be exercised by The Association other than those functions that are required by these rules to be exercised by a General Meeting of members of The Association; and
- [c] has power to perform all such acts and do all such things as appear to The Board to be necessary or desirable for the proper management of the affairs of The Association.

## 7.2 Membership of the Board

~~Subject in the case of the first members of The Board to the Act,~~ The Board shall consist of: –

- [a] The Executives of The Association; who shall be:-
  - (i) President
  - (ii) Vice-President
  - (iii) Finance Director

They shall be elected ~~biannually~~ every two years at the Annual General Meeting of The Association pursuant to Rule 7.4, and

- [b] ~~biannually~~ four (4) Directors, who shall be elected every two years at the Annual General Meeting of The Association pursuant to Rule 7.4 and
- [c] two (2) Directors who shall be elected ~~biannually~~ every two years by The Board pursuant to Rule 7.4.

## 7.3 Nomination of The Board

1 Nomination of candidates for election to The Executive of The Association or as Directors of the Association shall be:-

- [a] in writing, signed by two (2) adult financial members of The Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination);

- [b] delivered to the Vice-President of The Association not less than seven (7) days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
- 2 If insufficient nominations are received in accord with Rule 7.3.1 to fill all vacancies on The Board further nominations may be received at the Annual General Meeting.
- 3 If insufficient further nominations are received, any vacant positions remaining on The Board shall be deemed to be Casual Vacancies.
- 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 received exceeds the number of vacancies to be filled, a ballot shall be held.
- 6 The ballot for the election of Executive and Directors of The Board shall be conducted at the Annual General Meeting in such usual and proper manner as The Board may direct.
- 7 A nomination of candidate for election under this Rule is not valid if that candidate has been nominated for election to another office at the same election.

#### **7.4 Election of The Board**

- 1 The election of The Board shall be conducted every two years ~~on a biannual~~ basis in two (2) groups as follows:-
  - (a) Group One (1) shall include the President, the Financial Director, one (1) Association elected Director – who shall be determined by lot if agreement as to the Director who will be included in this Group cannot be reached.
  - (b) Group Two (2) shall include the Vice-President, three (3) Association elected Directors.
- 2 At the first Annual General Meeting at after 1 June 2021 at which Rule 7.4.1 applies; Directors of Group One (1), Rule 7.4.1 (a), shall be elected and hold office for two (2) years; Directors of Group Two (2), ~~Rule 7.4.1 (b), shall be elected and hold office for one (1) year.~~ At the second Annual General Meeting after 1 June 2021 at which Rule 7.4.1 applies; positions of Directors as listed in Rule 7.4.1 (b) shall

be open for election, these elected Directors shall hold office for two (2) years.

- 3 In the event of a Casual Vacancy occurring on The Board, The Board may appoint a member of The Association to fill that vacancy and the member so appointed shall hold office, subject to these Rules, until the next Annual General Meeting following the date of such appointment.

#### **7.5 Duration of Appointment to the Board**

- 1 There is no limit on the duration of the appointment to the Board

#### **7.6 General Manager Chief Executive Officer or Public Officer**

- 1 The ~~General Manager~~ Chief Executive Officer or Public Officer of The Association shall, as soon as practicable after being appointed, lodge notice with The Association of his or her address
- 2 It is the duty of the President, Vice President or ~~General Manager~~ Chief Executive Officer to keep minutes of:-
  - [a] all appointments of Executives and Directors of The Board;
  - [b] the names of members of The Board present at a Board Meeting or a General Meeting; and
  - [c] all proceedings at Board Meetings and General Meetings.
- 4 Minutes of proceedings at a Meeting shall be signed by the Chairperson of that Meeting or by the Chairperson of the next succeeding Meeting.

#### **7.7 Financial Director**

It is the duty of the Financial Director of The Association to ensure that-

- [a] to ensure that all the necessary accounting control procedures are in place so that the financial statements represents fairly the financial position of the Association and the assets and liabilities are recorded in accordance with recognized accounting principles.
- [b] correct books and accounts are kept showing the financial affairs of The Association including full details of all receipts and expenditure connected with the activities of The Association.

#### **7.8 Casual Vacancies**

For the purposes of these rules, a Casual Vacancy on The Board occurs if a Director:-



- [a] dies;
- [b] ceases to be a member of The Association;
- [c] becomes an insolvent under administration within the meaning of the Companies [NSW] Code Corporations Act 2001;
- [d] resigns office by notice in writing given to the President, ~~General Manager~~ Chief Executive Officer or Public Officer.
- [e] is removed from office under the Act.
- [f] becomes of unsound mind; or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- [g] is absent without the consent of The Board from all meetings of The Board held during a period of six (6) months.

## **7.9 Removal of a Director**

- 1 The Association in a General Meeting may by resolution remove any Director of The Board from their appointed position before the expiration of that Directors term of office and may by resolution appoint another person to that position until the expiration of the term of office of that Director so removed.
- 2
  - (i) Where a Director of The Board, to whom a proposed resolution referred to in Rule 7.8.1 relates, makes representations in writing to the President, General Manager or Public Officer, that Director may send a copy of these representations to each member of The Association or,
  - (ii) if they are not so sent, the Director is entitled to require that those representations be sent by The Association to each member of The Association or,
  - (iii) if they are not so sent, the Director is entitled to require that those representations be read out at the meeting at which such resolution is considered.

## **7.10 Meetings and Quorum of the Board**

- 1 The Board shall meet at least three (3) times in each period of twelve (12) months at such place and time as The Board may determine.
- 2 Additional meetings of The Board may be convened by the President or by any Director of The Board.

- 3 Oral or written notice of a meeting of The Board shall be given by the President or Vice-President to each Director of The Board at least forty eight (48) hours (or such other period as may be unanimously agreed upon by the Directors of The Board) before the time appointed for the holding of that meeting
- 4 Notice of a meeting given under Rule 7.9.3 shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at that meeting, except business which the Directors present at the meeting unanimously agree to treat as urgent business.
- 5 Use of electronic means for conduct of Board meetings
  - (i) The Association may conduct Board meetings using technology permitting communication between Board members without the need for one or any of the Board members to be physically present during the meeting.
- 6 A quorum for the transaction of business of a meeting of the Board shall consist of half [ $\frac{1}{2}$ ] of the Directors holding office from time to time plus [1] provided that either the President or Vice-President are in attendance.
- 7 No business shall be transacted by The Board unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the next following week.
- 8 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- 9 At a meeting of The Board–
  - [a] the president or, in the President’s absence, the Vice- President shall preside; or
  - [b] if the President and the Vice-President are absent the meeting will be deferred to the next scheduled date.

## **7.11 Delegation by The Board to a Sub-Committee**

- 1 The Board may, by instrument in writing, delegate to one or more Sub-Committees (consisting of such member or members of The Association as The Board thinks fit) the exercise of such of the functions of The Board as are specified in the instrument, other than: –
  - [a] this power of delegation; and
  - [b] a function, which is a duty, imposed on The Board by the Act or by any other law.

- 2 A function the exercise of which has been delegated to a Sub-Committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the Sub-Committee in accordance with the terms of the delegation.
- 3 A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof or as to time or circumstances as may be specified in the instrument of delegation.
- 4 Notwithstanding any delegation under this rule, The Board may continue to exercise any function delegated.
- 5 Any act or thing done or suffered by a Sub-Committee acting in the exercise of a delegation under this rule had the same force by The Board.
- 6 The Board may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- 7 A Sub-Committee may meet and adjourn as it thinks proper.

## **7.12 Voting and Decisions**

- 1 Questions arising at a meeting of The Board or any Sub-Committee appointed by The Board shall be determined by a majority of the votes of Directors of The Board or members of the Sub-Committee present at the meeting.
- 2 Each Director present at a meeting of The Board or of any Sub-Committee member appointed by The Board (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 3 Subject to Rule 7.9.2, The Board may act notwithstanding any vacancy on The Board.
- 5 Any act or thing done or suffered, or purporting to have been done or suffered, by The Board or by the Sub-Committee appointed by the Board, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any Director of The Board or Sub-Committee member.

## **8. MEMBERSHIP OF THE ASSOCIATION**

### **8.1 Membership Qualifications**

Membership is open to players, coaches, managers, referees and administrators of the game of basketball and such other persons approved of by The Board of The Association.

## **8.2 Fees, Subscriptions, etc.**

A member of The Association shall pay to The Association an annual membership fee of an amount determined by The Board from time to time.

## **8.3 Register of Members**

- 1 The ~~General Manager~~ Chief Executive Officer of The Association shall establish and maintain a register of members of The Association specifying the name and address of each member together with the date on which each person became a member.
- 2 This register of members shall be kept at the principal place of administration of The Association and shall be open for inspection, free of charge, by any financial member of The Association at any reasonable hour.

## **8.4 Membership Entitlements not Transferable**

A right, privilege or obligation which a person has by reason of being a member of The Association:-

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates upon cessation of that person's membership.

## **8.5 Members' Liabilities**

The liability of a member of The Association to contribute towards the payment of the debts and liabilities of The Association or the costs, charges and expenses of the winding up of The Association is limited to the amount, if any, unpaid by that Member in respect of membership of The Association as required by Rule 8.2.

## **8.6 Cessation of Membership**

A person ceases to be a member of The Association if the person:-

- (a) dies;
- (b) resigns that membership;
- (c) is expelled from The Association;
- (d) does not pay membership fees due within the time as specified by the Board.

## **8.7 Resignation of Membership**

- 1 A member of The Association is not entitled to resign that membership except in accordance with this rule.
- 2 A member of The Association who has paid all amounts due and by that member to The Association in respect of that membership, may apply to resign from The Association (being effective not less than one (1) month or not less than such other period as The Board may determine). Such application to be made in writing to the Vice-President indicating the member's intention to resign and, upon the expiration of the period of notice, that member shall cease to be a member.
- 3 Where a member of The Association resigns membership pursuant to Rule 8.7.2 and in every other case where a member ceases to hold membership, the ~~General Manager~~ Chief Executive Officer will record the appropriate entry in the register of members recording the date on which that member ceased to be a member.

## **8.8 Disciplining of Members**

- 1 Disciplinary action may be taken against a Member by either or both of:-
  - (a) the Board in accordance with this Rule: and
  - (b) the Disciplinary Tribunal adopted under 5.9 of the constitution and set out in the Association's By – Laws (6) Court Conduct and Tribunal.
- 2 Where the Board is of the opinion that a Member:
  - (a) has willfully or persistently refused or neglected to comply with the Objects of the Association or the Rules: or
  - (b) has acted in a manner prejudicial to the interests, image or welfare of the Association: or
  - (c) has made public statements which, in the opinion of the Board, are damaging to the reputation of the Association or the Board: or
  - (d) has done any act or thing which in the opinion of the Board requires the Member to be disciplined, including lodging an application for membership that is misleading or deceptive.

The Board may, subject to sub – rule (3), by resolution at a meeting:

- (e) expel the Member from the Association;
- (f) suspend the Member from the Association for a specified period; or

- (g) impose a fine on the Member.
- 3 The Board may only pass a resolution under sub – rule (2) if it has served a notice in writing to the Member at least seven (7) days before the meeting which substantially complies with the following requirements:
- (a) states that the Board will be considering taking disciplinary action against the Member under this Rule at a meeting of the Board;
  - (b) states the date, place and time of the meeting;
  - (c) states the charge under sub – rule (2) against the Member which will be considered at the meeting;
  - (d) sets out a summary of the alleged conduct of the Member which is to be considered at the meeting;
  - (e) states that the Member may address the Board at the meeting; and
  - (f) informs the Member that the Member may do either or both of the following:
    - [i] attend and speak at the meeting;
    - [ii] submit to the Board at or prior to the date of that meeting written representations relating to the charge.
- 4 At a meeting under this rule, the Board must, as a minimum:
- (a) give the Member an opportunity to make oral representation and give due consideration to such representations; and
  - (c) give due consideration to any written representations submitted to the Board by the Member at or prior to the meeting.
- 5 If the Board passes a resolution under sub – rule (2), the Board must give notice in writing of the resolution of the Board within seven (7) days of the passing of the resolution.

### **8.9 Internal dispute;**

- 1 A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, are to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983*.
- 2 If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.

3 The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

## 9. GENERAL MEETINGS

### 9.1 Annual General Meetings – holding of

- 1 With the exception of the first Annual General Meeting of The Association, The Association shall, at least once in each calendar year and within the period of six (6) months after the expiration of each financial year of The Association, convene an Annual General Meeting of it's members.
- 2 The Association shall hold its first Annual General Meeting –
  - [a] Within the period of eighteen (18) months after it's Incorporation under the Act, and
  - [b] Within the period of two (2) months after the expiration of the first financial year of The Association
- 3 Rules 9.1.1 and 9.1.2 have effect subject to any extension or permission granted by The Commission under the Act.

### 9.2 Annual General Meetings – calling of business at

- 1 The Annual General Meeting of The Association shall, subject to the Act and to Rule 9.1 be convened on such date and at such place and time as The Board deems fit.
- 2 In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be:–
  - [a] To confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;
  - [b] To receive from The Board reports upon the activities of The Association during the preceding financial year;
  - [c] To elect The Executives and Directors of The Association and;
  - [d] To receive and consider the statement that is required to be submitted to members pursuant to the Act.

- 3 An Annual General Meeting shall be specified as such in the notice convening it.

### **9.3 Special General Meetings – calling of**

- 1 The Board may, whenever it thinks fit, convene a Special General Meeting of The Association.
- 2 The Board shall, on the requisition in writing of not less than five (5) per cent of the total number of financial members, convene a Special General Meeting of The Association.
- 3 A requisition of members for a Special General Meeting-
  - [a] Shall state the purpose or purposes of the meeting;
  - [b] Shall be signed by each of the financial members making the requisition;
  - [c] Shall be lodged with the ~~General Manager~~ Chief Executive Officer or Public Officer; and
  - [d] May consist of several documents in a similar form, each signed by one or more of the financial members making the requisition.
- 4 If The Board fails to convene a Special General Meeting to be held within one (1) month after the date on which a requisition of members for the meeting is lodged with the General Manager or Public Officer, then, any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than three (3) months after that date
- 5 A Special General Meeting convened by a member or members as referred to in Rule 9.3.4 shall be convened as nearly as is practicable in the same manner as General Meetings are convened by The Board. Any member who thereby incurs expense convening such a meeting is entitled to be reimbursed by The Association for any expense so incurred.

### **9.4 Notice**

- 1 Except where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of The Association, the General Manager or Public Officer shall, at least fourteen (14) days before the date fixed for the holding of the General Meeting, cause a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting, to be: –



- [a] Displayed prominently at The Association's headquarters;
  - [b] Placed on the Associations website; and
  - [c] To be sent by pre-paid post to each Life Member and Life Playing Member at the member's address appearing in the register of members
- 2 Where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of The Association, the ~~General Manager~~ Chief Executive Officer or Public Officer shall, at least twenty-one (21) days before the date fixed for the holding of the General Meeting, cause notice to be effected in the manner provided in Rule 9.4.1 specifying, in addition to the matter required under Rule 9.4.1, the intention to propose the resolution as a special resolution.
- 3 No business other than that specified in the notice convening a General Meeting shall be transacted at the meeting except, in the case of an Annual General Meeting, business that may be transacted pursuant to Rule 9.2.2.
- 4 A member desiring to bring any business before a ~~General Manager~~ Chief Executive Officer may give notice in writing of that business to the General Manager or Public Officer who shall include that business in the next notice calling a General Meeting given after receipt of the notice from the member

## 9.5 Procedure

- 1 No item of business shall be transacted at a General Meeting or the Annual General Meeting unless a quorum of members entitled under these rules to vote in present during the time the meeting is considering that item.
- 2 Twelve [12] members present in person, being members entitled under these rules to vote at a General Meeting or the Annual General Meeting constitute a quorum for the transaction of the business of a General Meeting.
- 3 If within half an hour after the appointed time for the commencement of a General Meeting or Annual General meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved. In any other case the meeting shall stand adjourned to the same day, time and place in the following week. Unless another time is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned.

- 4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than three (3)) shall constitute a quorum.

## **9.6 Presiding Member**

- 1 The president or, in the President's absence, the Vice-President, shall preside as chairperson at each General Meeting or Annual General Meeting of The Association.
- 2 If the President and the Vice-President are absent from a General Meeting or the Annual General Meeting or are unwilling to act, the members present shall elect one of The Directors present to preside as chairperson at the meeting.

## **9.7 Adjournment**

- 1 The chairperson of a General Meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 2 Where a General Meeting is adjourned for fourteen (14) days or more, the General Manager or Public Officer shall give written or oral notice of the adjourned meeting to each member of The Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 3 Except as provided in Rules 9.7.1 and 9.7.2, notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

## **9.8 Making of Decisions**

- 1 A question arising at a General Meeting of The Association shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or 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.

- 2 At a General Meeting of The Association, a poll may be demanded by the chairperson or by not less than three (3) members present in person or by proxy at the meeting.
- 3 Where a poll is demanded at a General Meeting, the poll shall be taken –
  - [a] Immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment.
  - [b] In any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and

the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

### **9.9 Special Resolution**

- 1 A resolution of The Association is a special resolution if:–
  - [a] It is passed by a majority which comprises not less than three-quarters of such members of The Association, as being entitled under these rules so to do, vote in person or by proxy at a General Meeting of which not less than twenty-one (21) days written notice specifying the intention to propose the resolution as a special resolution was give in accordance with these rules; or
  - [b] Where it is made to appear to the Board that it is not possible or practicable for the resolution to be passed in the manner specified in Rule 9.9 (a) – the resolution is passed in a manner specified by the Board.

### **9.10 Voting**

- 1 Upon any question arising at a General Meeting of The Association a financial member has one (1) vote only.
- 2 Adult members only are entitled to vote.
- 3 All votes shall be given personally or by proxy but no member may hold more than five (5) proxies.
- 4 In the case of an equality of votes on a question at a General Meeting, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- 5 A member or proxy is not entitled to vote at any General Meeting of The Association unless all money due and payable by the member or proxy to

The Association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

### **9.11 Appointment of Proxies**

- 1 Each member shall be entitled to appoint another member as a proxy by notice given to the General Manager or Public Officer no later than twenty-four (24) hours before the time of the meeting in respect of which the proxy is appointed.
- 2 The notice appointing the proxy shall be in a form set out in Appendix 1 to these Rules.

### **9.12 Postal or electronic ballots:**

- 1 The association may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal (other than an appeal under clause 12).
- 2 A postal or electronic ballot is to be conducted in accordance with Schedule 3 to The Regulation.

## **10. MISCELLANEOUS**

### **10.1 Insurance**

- 1 The Association shall effect and maintain insurance pursuant to the Act.
- 2 In addition to the insurance required under Rule 10.1.1, The Association may effect and maintain other insurance.

### **10.2 Funds – Source**

- 1 The funds of The Association shall be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by The Association in General Meeting, such other sources as The Board determines.
- 2 All money received by The Association shall be deposited as soon as practicable and without deduction to the credit of The Association's bank account.
- 3 The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

### **10.3 Funds**

- 1 Subject to any resolution passed by The Association in General Meeting, the funds of The Association shall be used in pursuance of the objects of The Association in such manner as the Board determines.
- 2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two (2) members of The Board or employees of The Association, being members or employees authorised to do so by The Board.

#### **10.4 Alteration of Objects and Rules**

- 1 The statement of Objects and these Rules may be altered, rescinded or added to only by a special resolution of The Association.

#### **10.5 Custody of Books, etc**

- 1 Except as otherwise provided by these rules, the ~~General Manager~~ Chief Executive Officer shall keep in his or her custody or under his or her control all records, books and other documents relating to The Association.

#### **10.6 Inspection of Books, etc**

- 1 The records, books and other documents of The Association shall be open to inspection, free of charge, by a financial member of The Association at any reasonable hour.

#### **10.7 Service of Notice**

- 1 For the purpose of these rules, a notice may be served by or on behalf of The Association upon any member either personally or by sending it by post to the member at the member's address shown in the register of members.
- 2 Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the documents shall, unless the contrary is proved, be deemed for the purposes of these Rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

#### **10.8 ~~Surplus Property~~ Distribution of property on Winding up**

- 1 ~~At the first General Meeting of The Association~~ In a winding up or deregistration of the Association, any surplus property, The Association is to be transferred to such other organization with similar objects and which is not carried on for profit or gain of its individual members as may be chosen by ~~shall pass a special resolution~~ resolution of the members

~~current immediately preceding the wind up or deregistration .nominating an Incorporated Association as The Association in which it is to vest its surplus property pursuant to the Act in the event of the winding up or the cancellation of the Incorporation of The Association.~~

- 2 The Incorporated Association so nominated shall be one which fulfills the requirements as specified in the Act.

## 10.9 Life Membership

- 1 Categories of Life Membership.
  - (a) Life Member.
  - (b) Life Member Player.
  - (c) Life Member Referee.
  - (d) Life Member Coach.
- 2 Life members may be elected at each Annual General Meeting.
- 3 Life Members in all categories shall be restricted to those whose Association activities extend for at least ten (10) years. The nomination for all categories has been recommended by the Board to the Annual General Meeting for election.
- 4 Life Membership for category (a) and (d) is restricted to senior persons whose activities within the Association has extended for a minimum of ten (10) years and for category (b) and (c) to persons who have represented the Association for a minimum of seven (7) years at a senior level.
- 5 Names of nominee(s) for Life Membership shall be called for at least twenty eight (28) days prior to the date of the Annual General Meeting and the nomination(s) in writing shall be submitted to the Board seven (7) days prior to the date of the Annual General Meeting. Should the Board approve the nomination(s) then the name(s) shall be submitted to the first Annual General Meeting after the aforesaid meeting of the Board.
- 6 Nomination(s) for Life Membership can only be submitted by Adult Members.
- 7 No more than two (2) Life Members of each category shall be appointed at any one Annual General Meeting, a three fourths majority of those present and entitled to vote being required to elect a Life Member.
- 8 History of the service of the nominee shall accompany his/her nomination and shall be the same form as that at present applying to the nomination of Directors.

- 9 Life Members shall be awarded a badge of the approved design and shall be granted free admission to the Association facility involving games of basketball.
- 10 Life Members shall be entitled to attend and to vote at all General Meetings including the Annual General Meeting.

#### **10.10 Audit and Accounts**

- 1 At least once in each Financial Year the accounts of The Association shall be examined for the correctness of the Balance Sheet by an Auditor appointed by the Annual General Meeting.

#### **10.11 Financial Year**

- 1 The financial year of the association is:
  - (a) the period of time commencing on the date of incorporation of the association and ending on the following 31 December, and
  - (b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 January and ending on the following 31 December.

#### **10.12 Interpretation**

- 1 In these rules
  - [a] a reference to a function includes a reference to a power, authority and duty; and
  - [b] A reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.
- 2 The provisions of *The Interpretations Act, 1987*, apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

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