



Associations Incorporation Reform Act (Vic) 2012

Constitution
Craigieburn Basketball Association Inc
October 2023

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1. Name of the Association

The Name of the Incorporated Association is '**Craigieburn Basketball Association Incorporated**' (herein referred to as CBA or the Association).

2. Objectives of the Association

The objectives of the Association shall be to:

- a) represent the interests of basketball and all involved in basketball within the Association, the Craigieburn region and surrounds, 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 an enjoyable and safe environment for all.

In pursuit of these objectives, the Association will seek to:

- d) To become and remain affiliated with Basketball Australia, Basketball Victoria or such other peak body recognised by FIBA for the governance of basketball in Australia;
- e) participate as a member of Basketball through and by which basketball can be conducted, encouraged, promoted, advanced and administered;
- f) engage, promote and facilitate the playing and development of basketball for the benefit of all participants at all levels throughout the region;
- g) collaborate with Clubs to ensure they are effectively managed and sustainable into the future;
- h) drive participation initiatives across the community, add new market segments and manage all competitions to ensure they are high quality, inclusive and competitive;
- i) promote and encourage a range of values such as inclusion, fair play, integrity, equal opportunity, good sporting conduct and sense of community;
- j) partner with all levels of Government, sponsors, partners and the wider community to deliver jointly beneficial outcomes;
- k) ensure good governance is practiced at all times;
- l) embrace technology and explore initiatives to drive increased functionality, streamline processes and enhance reporting capability;
- m) ensure contemporary governance standards are practiced in all aspects of financial management;
- n) build the brand to deliver revenue opportunities for the benefit of both the Association and Clubs;
- o) develop and access sufficient quality facilities and courts to grow and develop the Association and provide an excellent environment for our members and guests;
- p) formulate or adopt and implement appropriate policies in line with Government legislation and such other matters relevant to basketball;

- q) do all that is reasonably necessary to enable these objectives to be achieved and to enable the members to receive the benefits which these objectives are intended to achieve.

3. Powers of the Association

Solely for furthering the objectives the Association has, in addition to the rights, powers and privileges conferred on it under the Act, the power to do all things incidental or conducive to achieve its purposes, including but not limited to:

- a) acquire, hold, deal with and dispose of any real or personal property for the purpose of satisfying the Objectives of the Association;
- b) to open and operate Bank accounts;
- c) to invest its money in any security in which trust monies may be invested or in any other manner authorised by the Rules of the Association;
- d) to borrow money for capital works for the purpose of satisfying the Objectives of the Association upon such terms and conditions as the Association thinks fit;
- e) to give such security for the discharge of liabilities incurred by the Association on its behalf for reward or otherwise;
- f) to build construct, erect, maintain, alter and repair any premises, building or the other structure of any kind and to furnish, equip and improve the same for use by the Association for the purpose of satisfying the Objectives of the Association;
- g) accept donations and gifts in accordance with the Objectives of the Association;
- h) print and publish any approved information by any media including newsletters, newspapers, articles or leaflets for promotion of the Association;
- i) provide gifts and prizes in accordance with the Objectives of the Association;
- j) organise social events for members and the promotion of the Association;
- k) to enter into any other contract the Association considers necessary or desirable for the purpose of satisfying the Objectives of the Association;
- l) appoint such Board and Sub-committees as from time to time are considered necessary for the good conduct of the affairs of the Association;
- m) make and implement By-laws governing the conduct of the Association's activities; and
- n) otherwise do all things which are incidental to or necessary for the attainment of the Objectives of the Association.

4. Definitions

4.1 Definitions

In this constitution, unless the contrary intention appears, these words shall have the following meaning:

Act means the Associations Incorporations Reform Act 2012 (Vic) as amended from time to time.

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).

Address of the Association is the address as set out in Rule 27.

Annual General Meeting means a meeting of members convened in accordance with Rule 9.1.

Board means the Board of Management 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 under these Rules.

By-Laws means the playing conditions set by the Association for the conduct of domestic competitions.

Chair(person), of a general meeting or Board meeting, means the person chairing the meeting as required under these Rules.

Club means any group of persons as detailed in Rule 5.

Committee means a Sub-committee established and authorised by the Board of the Association.

Constitution means this Constitution as amended from time to time.

Delegate means a person designated to act for or represent another or others

Director means a member of the Board elected or appointed in accordance with Rule 14.

Elected Director means a Director elected in accordance with Rule 15.

Financial Member means a member of the Association that has no overdue debt owing to the Association.

Financial Year means the 12 month period 1 July to 30 June.

General Meeting means a general meeting of the members of the Association convened in accordance with Rule 9 and includes an Annual General Meeting, a Special General Meeting and a Disciplinary Appeal Meeting.

Intellectual Property means all rights subsisting in copyright, business names, names, trademarks (or signs) logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to CBA or any event, competition or basketball activity of or conducted, promoted or administered by CBA.

Member means a member of the Association including all classes of membership as detailed in Rule 5.

Objective means the objectives of CBA in Rule 2.

President means the President of CBA elected in accordance with Rule 14.4 from time to time.

Registrar refers to the Registrar of Incorporated Associations within Consumer Affairs Victoria

Rules mean this Constitution as amended from time to time

Secretary means a person appointed by the Board responsible for the administration management of the Association in accordance with Rule 14.6.

Special Resolution has the same meaning as in the Act.

4.2 Interpretation

In this Constitution:

- a) a reference to a function includes a reference to a right, authority and duty;
- b) a reference to a rule, by-law, schedule or annexure is to a rule, by-law, schedule or annexure of, or made under, this Constitution;
- c) words importing the singular include the plural and vice versa;
- d) words importing any gender include the other genders;
- e) headings are for convenience only and shall not be used for interpretation;
- f) words or expressions shall be interpreted in accordance with the provisions of the Act as they vary from time to time;
- g) references to persons include natural persons, corporations and bodies politic, and any legal personal representatives, successors and permitted assigns of that person;
- h) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- i) a reference to 'writing' shall unless the contrary intention appears, be construed as including references to printing, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

4.3 Severance

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision must be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable. If it cannot be read down it shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution or affecting the validity or enforceability of that provision in any other jurisdiction.

4.4 The Model Rules

This Constitution expressly displaces the model rules under the Act.

5. MEMBERSHIP

5.1 Numbers & Categories of Membership

The Association must have a minimum of 10 members, consisting of:

a) Board Members

Any member of the Board shall be entitled to Membership and shall be granted the privileges of free admission to all competitions and functions arranged by the Association and who shall have the right to be present and debate, but not vote at General Meetings.

b) Life Members

Life Membership may be bestowed upon a person for exceptional and meritorious service to the Association for a period of not less than ten (10) years.

Nomination for Life Membership shall be made in writing to the Board at least sixty (60) days prior to the Annual General Meeting.

The Board shall decide by a three-fourths (75%) majority on any nomination to be submitted to the Annual General Meeting for consideration.

The Board shall present a written report to those present at the Annual General Meeting on the services of any successful nominee together with its recommendations as to their suitability for the honour.

Life Membership may be cancelled by resolution of a three-fourths (75%) majority of eligible vote at a General Meeting of the Association.

Life Members shall be granted the privileges of free admission to all competitions and functions arranged by the Association and may attend and have one vote at all general meetings of the Association.

Life Members shall be awarded a suitable badge of recognition that shall be presented to the new Life Member at the meeting where Life Membership is awarded or at such other function that the Board deems fit.

c) Associate Members

Any person over the age of 18 years that has been actively involved in and supported the Association for a period of at least five (5) years is eligible to be an Associate Member of the Association.

An Associate Member shall be considered a Member provided they are deemed a financial member at least seven (7) days prior to a general meeting.

d) Domestic Clubs

Domestic Clubs (hereinafter referred to as 'Club' or 'Clubs') consist of a minimum of three (3) teams that are registered exclusively with the Association and participates in the Association's Junior or Senior Domestic competitions, or both.

A Club is considered 'exclusively registered' with the Association if it does not have any team utilising the name, logo or uniform of the club registered with another basketball organisation in a competition format that is conducted on the same day of the week by the Association.

A Club may apply in writing to the Board seeking exemption to be 'exclusively registered' under Rule 5.1 d) due to exceptional circumstances. Granting of such an exemption shall be at the sole discretion of the Board by an absolute majority. An application for exemption must be made to the Board prior to the commencement of each season.

A Club shall be considered a Member Club provided they are deemed a financial member at least seven (7) days prior to a general meeting.

A Club shall cease to be a member when:

- it registers fewer than three (3) teams in a playing season; or
- it is no longer considered 'exclusively registered' with the Association; or
- it is no longer considered a financial member.

5.2 Creation of New Categories

Such new categories of Members, created by the Board from time to time with such rights, privileges and obligations as are determined applicable (other than voting rights). No new category of membership created under this Rule may be granted voting rights.

5.3 Member Compliance

All Members agree that they are bound by this Constitution and are expected to act in good faith and loyalty to ensure the maintenance and enhancement of basketball, standards, quality and reputation for the benefit of all Members and basketball in general and will promote the economic and community service success, strength and stability of CBA.

6. MEMBERSHIP APPLICATION, CANCELLATION OR SUSPENSION

6.1 Application for Membership

To apply to become a member of the Association, a person or group of persons must submit a written application to the Board stating that the person or group of persons:

- a) wishes to become a member of the Association;
- b) supports the purposes of the Association;
- c) agrees to comply with the Rule 7 of this Constitution;
- d) meets all the membership requirements under these Rules;
- e) the application must be signed by the applicant; and
- f) must be accompanied by the prescribed Membership Fee for that year as set by the Board.

6.2 Consideration of Application

As soon as practicable after an application for membership is received, the Board must decide by absolute majority whether to accept or reject the application.

If the Board approves an application for membership, the Secretary must within seven (7) days, notify the applicant in writing of the approval.

If the Board rejects the application, the Secretary must as soon as practicable (but within seven (7) days) notify the applicant in writing that the application has been rejected and return any money accompanying the application to the applicant.

No reason need be given for the rejection of an application.

6.3 New Membership

If an application for membership is approved by the Board:

- a) the resolution to accept the membership must be recorded in the Minutes of the Board meeting; and
- b) the Secretary must ensure within 7 (seven) days, that the appropriate details of the new Member are entered in the Register of Members in line with Rule 8.

A person or group of persons becomes a member of the Association and, subject to Rule 6.5, is entitled to exercise his or her rights of membership from the date at which the Secretary enters the person or group of persons name in the Register of Members.

6.4 Annual Membership and Joining Fee

At the Annual General Meeting, the Board must determine:

- a) the amount of the Annual Membership (if any) for the following financial year; and
- b) the date for payment of the Annual Membership Fee.

The Board may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to:

- c) the full annual membership; or
- d) a pro rata annual membership based on the remaining part of the financial year; or
- e) a fixed amount determined from time to time by the Board.

The rights of a member (including the right to vote) who has not paid the annual membership by the due date are suspended until the membership is paid.

6.5 General Rights of Members

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;
- b) to submit items of business for consideration at a general meeting;
- c) to attend and be heard at general meetings;
- d) to vote at a general meeting (if applicable);
- e) to have access to the minutes of general meetings and other documents of the Association as provided under Rule 22.3;
- f) to inspect the Register of Members under Rule 8.

A member is entitled to vote if:

- g) the member is a member and is entitled to exercise the rights of membership when his or her name is entered in the Register of Members (Rule 8);
- h) the member's membership rights are not suspended for any reason; and
- i) the member is considered a financial member.

6.6 Rights not Transferable

Rights, privileges or obligations of a member are not transferable to any other person and terminate upon cessation of membership.

6.7 Ceasing Membership

The membership of a person ceases on resignation, expulsion or death.

If a person ceases to be a member of the Association, the Secretary must ensure, as soon as practicable, that the date the person ceased to be a member is entered in the Register of Members.

A member is taken to have resigned if:

- a) one month's notice in writing has been given to the Secretary of the Association; or
- b) the member has failed for more than 3 months to pay the Annual Membership Fee when it became due.

Upon expiration of the one month's notice period, the Member will cease to be a Member.

Where no annual membership is payable:

- c) the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and
- d) the member has not, within one (1) month after receiving that request, confirmed in writing that they wish to remain a member.

6.8 Suspension or Cancellation of Membership

The Board may suspend or cancel the membership of a Member if after due notification and reasonable opportunity for rectification:

- a) it does not meet the criteria for membership;

- b) it is in breach of the Act, the Constitution or the By-Laws and any determination, resolution or policy which may be made or passed by the Board or any duly authorised Committee;
- c) it has brought him or herself, CBA or basketball into disrepute or engaged in conduct prejudicial to the Association;
- d) it has made and/or published defamatory or derisive statements relating to the Board, affiliated players, coaches, officials, members or affiliated bodies;
- e) the Board reasonably believes it is not acting in the best interests of CBA, basketball in Victoria, its members or participants.

Appeals against a decision of the Board under Rule 6.7 or 6.8 are to be determined under Rule 32.

6.9 Forfeiture of Rights

A member who ceases to be a member, for whatever reason, shall forfeit all right in and claim upon CBA, its property, including intellectual property, and all competition and participation rights.

7. EFFECT & CONDITIONS OF MEMBERSHIP

All members acknowledge and agree that:

- a) this Constitution constitutes a contract between each of them and CBA and that they are bound by this Constitution and the By-Laws;
- b) they shall comply with and observe this Constitution and the By-Laws and any determination, resolution or policy which may be made or passed by the Board or any duly authorised Committee;
- c) to manage their affairs in a manner that will not discredit basketball;
- d) they will not become a party to any suit or at law or equity against the Association, any Director, any other member or any other person subject to this Constitution, until all remedies and avenues of appeal allowed by the Constitution have been exhausted, save with the written consent of CBA;
- e) their membership is not transferable or transmitted to another Member and terminates upon the cessation of membership whether by resignation or otherwise;
- f) Domestic Club membership comes into effect when its teams are accepted into the Association Domestic competition for the upcoming season;
- g) Domestic Clubs operate under a Not for Profit status and will ensure full name and current contact details are made available to the Association at all times; and
- h) they are entitled to all privileges and services of Association membership.

8. REGISTER OF MEMBERS

8.1 Register

The Secretary must ensure that the Register of Members is maintained and that it includes for each current member:

- a) the full name and address of the Member;
- b) the Member's category of membership;
- c) for a Domestic Club, the contact details, nominated Delegate details and office holders (where applicable) for each Club;
- d) the date on which the member became a Member;
- e) for each former member, the date of ceasing to be a member.

Any member may, at a reasonable time and free of charge, inspect the Register of Members except that Member's personal details will not be disclosed.

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.

8.2 Copy of Register

A member may not make a copy of any entry in the Register of Members.

9. GENERAL MEETINGS OF THE ASSOCIATION

9.1 Annual General Meetings

- a) An Annual General Meeting of the Association shall be held in accordance with the Act at a time, date and venue to be determined by the Board, but within five months of the end of the financial year.

The Secretary must give to each member of the Association at least twenty eight (28) days' notice of an Annual General Meeting. The Notice must:

- i) specify the date, time and place of the meeting;
- ii) indicate the general nature of each item of business to be considered at the meeting; and
- iii) if a Special Resolution is to be proposed, state in full the proposed resolution and the intention to propose the resolution as a Special Resolution.

Notice must be given either by:

- i) post to the address appearing in the Register of Members; or
 - ii) electronic transmission (e-mail) to each Member, or
 - iii) be posted on the homepage of the Association's website or other social media applications; and
 - iv) be prominently displayed within the major playing venue of the Association.
- b) The Agenda for the Annual General Meeting and Financial Statements shall be made available to all members no later than seven (7) days prior to the meeting. The Agenda and Financial Statements will also be available at the meeting.
- c) The business to be transacted at the Annual General Meeting includes the consideration of accounts and the reports of the Board and Auditors and the election of Directors and Auditors.

No business other than that stated on the Notice or Agenda shall be transacted at that meeting.

The ordinary business of the Annual General Meeting is as follows:

- To confirm the minutes of the previous Annual General Meeting and of any Special General Meeting held since then.

To receive and consider:

- The annual report of the Board and its Sub-Committees on the activities of the Association during the preceding financial year; and
- The financial statements of the Association for the preceding financial year submitted by the Board (Profit & Loss and Balance Sheet);
- The audited statements of accounts;
- To elect the members of the Board;
- To nominate and elect Auditors;
- To confirm or vary the amounts (if any) of the annual membership fee and joining fee;

- To elect or reject any Life Member who is recommended by the Board.
- To conduct any other business of which notice has been given in accordance with these Rules.

9.2 General Meetings

- In addition to the Annual General Meeting, other General Meetings may be held in the same year. All general meetings of the Association, other than an Annual General Meeting, Board Meeting or Disciplinary Meeting, is referred to as a General Meeting or a Special General Meeting.
- The Board may, whenever it thinks fit, convene a Special General Meeting of the Association.
- The Board must, on the request in writing of not less than thirty per cent (30%) of the membership, requisition a Special General Meeting of the Association.

The requisition for a Special General Meeting must:

- state the objectives of the meeting and any resolutions to be proposed; and
- be signed by the members requesting the meeting; and
- be sent to the address of the Association, marked to the attention of the Secretary.

If the Board does not cause a Special General Meeting to be held within twenty eight (28) days after the date on which the request is sent to the address of the Association, the members making the request, or any of them, may convene a Special General Meeting to be held not later than three (3) months after that date.

If a Special General Meeting is convened by members in accordance with this Rule, it must be convened in the same manner so far as possible as a meeting convened by the Board and all reasonable expenses incurred in convening the Special General Meeting must be refunded by the Association to the person incurring the expenses.

A Special General Meeting convened under this Rule must comply with all notice requirements under Rule 9.1.

No business other than that stated on the Notice shall be transacted at that meeting.

10. NOTICES OF MOTION

- All notices of motion for inclusion as business at a General Meeting must be submitted in writing to the Secretary not less than fourteen (14) days (excluding receiving date and meeting date) prior to the General Meeting.
- Only the Board or a financial Member may submit a notice of motion in accordance with this Rule.

11. PROCEEDING AT GENERAL MEETINGS

11.1 Quorum at General Meetings

- No business may be conducted at a General Meeting unless a quorum of members entitled to vote under these Rules is present.
- Ten (10) members personally present or present under Rule 11.4 and holding voting rights constitute a quorum for the transaction of the business at an AGM or Special General Meeting.
- If a quorum is not present within 30 minutes after the notified commencement time of the meeting:

- i) in the case of a meeting convened by, or at the request of, members under Rule 9.2— the meeting must be dissolved;

In any other case:

- ii) the meeting must be adjourned to a date not more than twenty one (21) days after the adjournment; and
 - iii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice by the Secretary given to all members as soon as practicable after the meeting.
- d) If a quorum is not present within 30 minutes after the time to which a Meeting has been adjourned under Sub-Rule 11.1 iii) the members present at the meeting (if not fewer than ten (10) may proceed with the business of the Meeting as if a quorum were present.

11.2 President to Preside

The President shall, subject to this Constitution, preside as Chair at every General Meeting. If the President is not present, or is unwilling or unable to preside, the Directors shall appoint the Vice President to preside as Chair for that meeting only.

If the President and Vice President are both absent or are unable to preside, the Chair of that meeting must be:

- a) in the case of a General Meeting, a member 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.

11.3 Adjournment of General Meeting

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.

A meeting may be adjourned:

- i) if there is insufficient time to deal with the business at hand; or
- ii) to give the members more time to consider an item of business.

No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for twenty eight (28) days or more, in which case notice of the meeting must be given in the case of an original meeting.

11.4 Use of Technology

- a) A member not physically present at a General Meeting may 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.
- b) A member participating in a Special General Meeting under Rule 11.4 a) is taken to be present at the meeting and, if the member is eligible to vote and votes at the meeting, is taken to have voted in person.

12. VOTING AT GENERAL MEETINGS

12.1 Method of Voting

- a) At any meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded (before or on the declaration of the result of the show of hands) i) by the Chair; or ii) by any member.
- b) If a poll is duly demanded it shall always be taken as a secret ballot as the Chair directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

If the voting is required to be by secret ballot, the Chair will appoint a Returning Officer and Scrutineers. In the event of a ballot for the election of any Director, the Chair shall not appoint any candidate for election as a Returning Officer or Scrutineer.

Subject to Rule 12.7 the Returning Officer and Scrutineers will determine the process of voting by member(s) attending by technology under Rule 11.4.

- c) 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.
- d) This Rule does not apply to a vote at a Disciplinary Meeting conducted under Rule 32.

12.2 Entitlement to Vote

- a) Voting rights held by Members at the General Meetings shall be as follows:

1 Vote	Life Members
1 Vote	Financial Associate Members
1 Vote	Financial Domestic Clubs comprising 3 – 4 teams
2 Votes	Financial Domestic Clubs comprising 5 – 9 teams
3 Votes	Financial Domestic Clubs comprising 10 – 14 teams
4 Votes	Financial Domestic Clubs comprising 15 – 19 teams
5 Votes	Financial Domestic Clubs comprising 20+ teams
- b) Weighted voting shall be calculated on the basis of the number of teams entered by a Club in the last full season prior to the General Meeting.
- c) Only teams participating for a Domestic Club in the Domestic Competition/s operated by the Association shall be considered in the calculation of teams under rule 12.2 a).
- d) Subject to this Constitution, votes on behalf of Domestic Clubs shall be exercised by their Delegate.
- e) A member must be considered financial to be eligible to vote.

12.3 Delegates

- a) If the Member, other than a Life Member, is to be represented at any meeting of the Association by its authorised Delegate, the number of Delegates shall be:
 - i) A Domestic Club is entitled to one (1) delegate that must be present to cast their vote. Delegates cannot cast a vote on behalf of another Delegate.
 - ii) An Associate Member is entitled to one (1) Delegate that can participate in General Meetings but shall have no voting rights.
 - iii) A Life Member may attend, and vote, but cannot appoint a Delegate or Proxy.
- b) The Member, other than a Life Member, must notify the Board in writing of the name of its Delegate fourteen (14) days prior to the General Meeting. The Member may at any time give

notice of the replacement of its nominated Delegate with another Delegate up to forty eight (48) hours prior to the commencement of the General Meeting.

- c) A Delegate is not entitled to attend or vote at any meeting or in any ballot on behalf of a Member unless that Member is a financial member.
- d) All resolutions passed by the Association shall be conclusive and binding on all Members whether its Delegate was present or not and notwithstanding that its Delegate may have voted contrary to the wishes of the Member.

12.4 Special Resolutions

A Special Resolution is passed if not less than a three-fourths (75%) majority of the members present and voting at a general meeting vote in favour of the Resolution.

In addition to certain matters specified in the Act, a Special Resolution is required to remove a Board member from Office and to alter these Rules.

12.5 Recording of Determinations

Unless a poll is demanded under Rule 12.1, a declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the Minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

12.6 Chair may not Exercise Casting Vote

Where voting at General Meetings is equal the motion will be declared lost. The Chair does not have a casting vote.

12.7 Lost Motion

A motion that is declared lost cannot be resubmitted to a General Meeting unless six (6) months has passed, nor can a motion of the same effect as the lost motion.

12.8 Postal or Electronic Voting

Postal or electronic voting may be held from time to time in such instances as the Board may determine and shall be held in accordance with procedures prescribed by the Board. All postal or electronic voting shall be conducted under condition of a secret ballot and shall be scrutinised by an impartial person/s duly appointed by the Board to conduct the ballot.

13. PROXY VOTING

Proxy voting is not permitted at any General Meeting.

14. THE BOARD

14.1 Operation of the Board

- a) The affairs of the Association shall be managed by the Board.
- b) Subject to this Constitution and the Act, the Board:
 - i) shall collectively manage the business and affairs of the Association;
 - ii) may exercise all such powers and functions as may be exercised by the Association other than

- those powers and functions that are required by this Constitution or the Act to be exercised by the members in a General Meeting;
- iii) has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association;
- iv) Establish Sub-Committees according to the complexity of the various activities of the Association.

14.2 Composition of the Board

The Board shall consist of:

- a) five (5) Elected Directors all of whom will be elected in accordance with Rule 15.4; and
- b) up to two (2) additional Appointed Directors who may be appointed in accordance with Rule 16.1.

14.3 Portfolios

The Board must, at a minimum, allocate portfolios to Directors for the positions of President, Vice President, Secretary and Treasurer on an annual basis at the first board meeting after each Annual General Meeting. All Elected Director's must undertake general duties consisting of:

- a) as soon as practicable after being elected or appointed to the Committee, each Director must become familiar with these Rules and the Act;
- b) 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;
- c) the Board must exercise their powers and discharge their duties
 - i) with reasonable care and diligence;
 - ii) in good faith in the best interests of the Association; and
 - iii) for a proper purpose;
- d) Board Members and former Board Members must not make improper use of their position or 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.
- e) 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 Board Meeting.

14.4 President

- a) The Elected Directors shall elect one (1) of their number to be the President by a majority vote.
- b) The Director elected to be President under Rule 14.4 a) will remain President for the duration of their then current term of office as Director and shall Chair any meeting of Directors, subject to Rule 11.2.

14.5 Vice President

- c) The Elected Directors shall elect one (1) of their number to be the Vice President by a majority vote.
- d) The Director elected to be Vice President under Rule 14.5 a) will remain Vice President for the duration of their then current term of office as Director.

14.6 Secretary

- a) The Elected Directors shall elect one (1) of their number to be the Secretary by a majority vote.

The Secretary must perform any duty or function either required under the Act to be performed by

the Secretary of an Incorporated Association, including those outlined within these Rules.

The Secretary must give to the applicable Government entity notice of his or her appointment within fourteen (14) days after that appointment.

14.7 Treasurer

- a) The Elected Directors shall elect one (1) of their number to be the Treasurer by a majority vote.
- b) The Treasurer must perform all duties and functions either required under the Act or including those outlined within these Rules.

Note: also see Appendix I of the Constitution which sets out the general responsibilities and duties of the office holders.

15. ELECTED DIRECTORS

15.1 Nomination for Board

Nominations for Elected Directors shall be called for by the Secretary twenty eight (28) days prior to the Annual General Meeting.

15.2 Form of Nomination

Nominations must be:

- a) in writing on the prescribed form, if any;
- b) signed by two authorised financial Members;
- c) certified by the nominee expressing their willingness to accept the position for which they are nominated; and
- d) delivered to the Secretary not less than fourteen (14) days before the date fixed for the holding of the Annual General Meeting.

15.3 Elections

- a) If the number of nominations received for positions on the Board is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board, then those nominated shall be declared elected.
- b) If there are insufficient nominations received to fill all vacancies on the Board, the positions will be deemed casual vacancies under Rule 17.1.
- c) If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in order drawn by ballot, for each vacancy on the Board.
- d) The voting shall be conducted using the 'preferential system' where just one ballot is taken of all candidates and preferences distributed until the required number of candidates obtain a clear majority (50%+1). The voting shall be by secret ballot on papers prepared by the Secretary and under the conditions specified in Rule 12.1 b).

15.4 Term of Appointment

- a) Subject to this Constitution, Elected Directors 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.

- b) At an Annual General Meeting in an odd year (i.e. 2021) two (2) Directors and in an even year (i.e. 2022) three (3) Directors that have served their terms shall vacate their position, such that there is continuity of the Board at all times; except for any occasion that there may also be a need to fill a casual vacancy.
- c) Any Director vacating their seat as a Director due to serving the end of their term shall be entitled to re-nominate, except as per Rule 15.4 d).
- d) Following the adoption of this Constitution, no person who has served as an Elected Director for a period of three (3) consecutive full terms (six (6) years) shall be eligible for election or appointment as a Director until the second annual general meeting following the date of conclusion of their last term as a Director unless not less than three-fourths (75%) of the members present vote in favour of an extension.

15.5 Eligibility

To be eligible to be elected or appointed as a Director a person must:

- a) be over the age of 18 years; or
- b) not be a current employee of the Association; or
- c) not be a current employee or Office Bearer/Committee Member of a Domestic Club; or

16. APPOINTED DIRECTORS

16.1 Appointment of Additional Directors

If required, the Elected Directors may appoint up to two (2) additional Directors who shall be known as appointed Directors.

16.2 Qualifications for Additional Appointed Directors

The Appointed Directors may have specific skills in commerce, finance, marketing, legal or business generally or such other skills which complement the Board composition but need not have experience in or exposure to Basketball. They do not need to be Members.

16.3 Term of Appointment

- a) Directors appointed under Rule 16.1 may be appointed by the Elected Directors in accordance with this Constitution for a term of up to two (2) years.
- b) Following the adoption of this Constitution, no person who has served as an Appointed Director for a period of three (3) consecutive full terms (six (6) years) shall be eligible for election or appointment as a Director until the second Annual General Meeting following the date of conclusion of their last term as a Director unless not less than three-fourths (75%) of the members present vote in favour of an extension.

17. VACANCIES ON THE BOARD

17.1 Casual Vacancies

- a) Any casual vacancy that occurs in the position of an Elected Director may be filled by the remaining Elected Directors from among appropriately qualified persons.
- b) Any casual vacancy may only be filled for the remainder of the vacating Director's term under this Constitution.
- c) If the position of Secretary becomes vacant, the Vice President shall undertake the role of Secretary until the next scheduled Board Meeting where a replacement Secretary shall be

discussed and voted on.

17.2 Grounds for Termination or Removal of Director

- a) In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:
 - i) dies;
 - ii) becomes bankrupt or insolvent under administration or makes an arrangement or composition with their creditors generally;
 - iii) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
 - iv) resigns their office in writing to the Association;
 - v) is absent without the consent of the Board from meetings of the Board held during a period of three (3) months;
 - vi) has a change in personal circumstances that no longer allows the time commitment required to hold the position of Director;
 - vii) holds any office of employment with the Association;
 - viii) is directly or indirectly interested in any contract or proposed contract with CBA and fails to declare the nature of his interest;
 - ix) in the opinion of the Board has acted in a manner unbecoming or prejudicial to the objective/s and/or interests of the Association or has brought themselves, CBA or basketball in general into disrepute;
 - x) would otherwise be prohibited from being a Director of a corporation under the Corporations Act.
- b) The members may, by Special Resolution, remove a Director from the Board.
- c) A Director who is the subject of a proposed Resolution referred to in Rule 17.2 b) may no later than seven (7) days prior to a General Meeting at which a motion for removal is proposed, make representations in writing to the Secretary (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- d) The Secretary may give a copy of the representations to each member of the Association or, if they are not so given, the Director may require that they be read out at the meeting.

17.3 Board May Act

In the event of a casual vacancy or vacancies in the office of a Director or Directors, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum.

17.4 Leave of Absence

The Board may grant a Board Member Leave of Absence for Board Meetings for a period not exceeding three (3) months.

The Board must not grant such leave in arrears unless it is satisfied that it was not feasible for the Board Member to seek the leave in advance.

18. MEETINGS OF THE BOARD

18.1 Board to Meet

The Board shall meet as often as is deemed necessary but a minimum of six (6) times in every calendar year for the dispatch of business and may adjourn and, subject to this Constitution otherwise regulate,

its meetings as it thinks fit.

The President or any four (4) Directors may at any time, and the Secretary shall, on the request of the President or any four (4) Directors, convene a meeting of the Board within a reasonable time.

18.2 Notice of Board Meetings

- a) Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence) not less than fourteen (14) days written notice of the meeting of the Board shall be given to each Director. The Agenda and supporting documentation shall be forwarded to each Director by the Secretary not less than five (5) days prior to such meeting.
- b) Notice may be given of more than one Board meeting at the same time.

18.3 Urgent Board Meetings

- a) In cases of extreme urgency, a meeting can be held without notice being given in accordance with Rule 18.2 provided that as much notice as practicable is given to each Director by the quickest means practicable.
- b) Any resolution made at an urgent Board meeting must be passed by an absolute majority of the Board.

18.4 Quorum

At meetings of the Board the number of Directors whose presence is required to constitute a quorum is half plus one (1), excluding Additional Directors.

No business may be conducted unless a quorum is present.

If within 30 minutes of the time appointed for the meeting a quorum is not present, Rule 11.1 c) will apply.

18.5 Presiding at Board Meetings

The President will act as Chair of any Board meeting at which they are present.

If the President is not present, or is unwilling or unable to preside, the Directors present must select one of their number to preside as Chair of the Board Meeting.

18.6 Decisions of Board

- a) Subject to this Constitution, questions arising at any meeting of the Board or at a meeting of any Sub-committee appointed by the Board shall be decided by a majority of votes and shall for all purposes be deemed a determination of the Board.
- b) Each member present at a meeting of the Board, or at a meeting of any subcommittee appointed by the Board (including the person presiding at the meeting) shall have one (1) vote on any question.
- c) The Chair shall have no casting vote. Where voting is equal the motion is lost.
- d) Questions arising at a meeting of the Board shall be determined on a show of hands or, if demanded by a Director, by a poll taken in such manner as the person presiding at the meeting may determine.
- e) Voting by proxy is not permitted.

18.7 Resolutions not in Meeting

- a) A resolution in writing, signed or assented to by e-mail or other form of electronic communication

by an absolute majority of the Directors shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one (1) or more of the Directors.

- b) A full copy of any resolution passed not in Meeting must be presented and included in the Minutes of the next Board Meeting. It is the responsibility of the Director presenting the resolution to provide the written copy to the Secretary five (5) days prior to the meeting date.

19. CONFLICTS

19.1 Effect of Conflicts on Quorum

A Director, notwithstanding that they have a material personal interest in accordance with Rule 19.2 or a financial interest in accordance with Rule 19.3, may be counted in the quorum present at any meeting but cannot vote in respect of any contract, arrangement or matter in which the Director is interested.

19.2 Material Personal Interests

- a) A Director 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.
- b) A Director with such a material personal interest must not:
 - i) be present while the matter is being considered at the meeting; and
 - ii) must not vote on the matter; and
 - iii) if the Director votes, the vote shall not be counted.
- c) In the event of any uncertainty as to whether it is necessary for a Director to absent themselves from discussions and refrain from issues, the issue should immediately be determined by vote of the Board, or if this is not possible, the matter shall be adjourned or deferred.
- d) This Rule 19.2 does not apply to a material personal interest that:
 - i) exists only because the Director belongs to a class of persons for whose benefit CBA is established; or
 - ii) that the Director has in common with all, or a substantial proportion of the members.
- e) A general notice that a Director is to be regarded as having a material personal interest in a matter being considered is sufficient declaration for such Director and the said matter. After such general notice it is not necessary for such Director to give a special notice relating to the said matter.
- f) It is the duty of the Secretary to record in the Minutes any declaration made or any general notice as aforesaid given by a Director in accordance with this Rule 19.2.

19.3 Financial Interest

- a) A Director is disqualified from:
 - i) holding any place of profit or position of employment in the Association, or in any company or incorporated association in which the Association is a shareholder or otherwise interested; or
 - ii) contracting with the Association either as vendor, purchaser or otherwise except with express resolution of approval of the Board. Any contract or arrangement in which any Director is in any way interested which is entered into by or on behalf of CBA without the approval of the Board, will be voided for such reason.
- b) The nature of the financial interest of such Director must be declared by the Director at the

meeting of the Board at which the contract or arrangement is first taken into consideration if the interest then exists, or in any other case at the first meeting of the Board after the acquisition of the interest.

- c) A Director with a financial interest subject to this Rule 19.3 must not:
 - i) be present while the matter is being considered at the meeting; and
 - ii) must not vote on the matter; and
 - iii) if the Director votes, the vote shall not be counted.
- d) In the event of any uncertainty as to whether it is necessary for a Director to absent themselves from discussions and refrain from issues, the issue should immediately be determined by vote of the Board, or if this is not possible, the matter shall be adjourned or deferred.
- e) A general notice that a Director is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under Rule 19.2 a) for such Director and the said transactions. After such general notice it is not necessary for such Director to give a special notice relating to any particular transaction with that firm or company.
- f) It is the duty of the Secretary to record in the Minutes any declaration made or any general notice as aforesaid given by a Director in accordance with Rule 19.2 e).

20. APPOINTMENTS

20.1 Appointment of Employee(s)

Employees may be appointed or contracted by the Board for such term and on such conditions as it thinks fit for a particular purpose. Any such employee shall be entitled to notice of, attend, participate in and debate at, all meetings of the Board, but shall have no entitlement to vote. The Board may exclude the employee from a meeting, or part of a meeting at its discretion.

20.2 Duties & Management

Any appointed employee shall:

- a) execute tasks relating to the day to day management of CBA;
- b) regularly report to the Board on the activities of, and issues relating to, CBA;
- c) subject to the Act, this Constitution, the By-Laws and any policy directive of the Board, the employees may perform all such things as appear necessary or desirable for the proper management and administration of CBA.

21. DELEGATIONS

21.1 Board may Delegate Functions

The Board may by instrument in writing create or establish or appoint Sub-committees, individual officers or consultants to carry out such duties and functions, and with such names and powers, as the Board determines.

21.2 Delegation in Writing

The Board may in the establishing instrument delegate such functions as are specified in the instrument, other than:

- i) this power of delegation; and
- ii) a function imposed on the Board by the Act, any other Law or this Constitution.

21.3 Procedure of Delegated Entity

The procedures for any delegated entity shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under this Constitution.

21.4 Delegation may be Conditional

A delegation under this Rule may be made subject to such conditions or limitations as to the exercise of any function or at the time or circumstances as may be specified in the delegation.

21.5 Revocation of Delegation

The Board may in writing, revoke wholly or in part, any delegation made under this Rule and may amend or repeal any decision made by such body or person under this Rule.

The Board may in writing, suspend or dissolve a Sub-Committee wholly or in part, or integrate its function with those of another Sub-Committee.

22. MINUTES OF MEETINGS, BOOKS AND OTHER DOCUMENTS

22.1 Minutes of General Meeting

- a) The Board must ensure that Minutes are taken and kept of each General Meeting.
- b) The Minutes must record:
 - i) the business considered at the meeting;
 - ii) any resolution on which a vote is taken and the result of the vote; and
 - iii) the names of persons present at all meetings.
- c) In addition, the Minutes of each Annual General Meeting must include:
 - i) any reports or financial statements submitted to the members at the Annual General Meeting; and
 - ii) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

22.2 Minutes of Board Meeting

- a) The Board must ensure that minutes are taken and kept of each Board Meeting.
- b) The Minutes must record:
 - i) the business considered at the meeting;
 - ii) any resolution on which a vote is taken and the result of the vote;
 - iii) any interest declared under Rule 19; and
 - iv) the names of persons present at all meetings.

22.3 Custody & Inspection

- a) Except as otherwise provided in this Constitution, the Secretary must securely keep in his or her custody or under his or her control all books, Minutes, documents and securities of the Association.
- b) All accounts, books, securities and any other relevant documents of the Association (other than member personal details) must be available for inspection free of charge by any member upon

request.

- c) The Committee 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.

23. RECORDS & ACCOUNTS

23.1 Records Kept in Accordance with Act

Proper accounting and other records shall be kept in accordance with the Act. The books of account shall be kept in the care and control of the Treasurer or Delegate as approved by the Board.

23.2 Association to Retain Records

CBA shall retain such records for seven (7) years after the completion of the transactions or operations to which they relate.

23.3 Board to Submit Accounts

The Board shall submit to the Members at the Annual General Meeting the statements of account of CBA in accordance with the Act and this Constitution.

24. SOURCE & MANAGEMENT OF FUNDS AND INCOME

24.1 Source of Funds

The funds of CBA shall be:

- a) derived from registration, team, game and individual player and entrance fees, annual memberships, donations, fundraising activities, Grants, sponsorships and such other sources as approved by the Board; and
- b) managed in such manner;

as the Board determines from time to time.

24.2 Income of Association

The Association is a Not for Profit Organisation.

The income and property of CBA shall be applied solely towards the promotion of the Objectives. No portion of the income or property of CBA shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member, but this shall not preclude payment to a Member in good faith for expenses incurred or services rendered and on terms no more favourable than if the member was not a member.

24.3 Management of Funds

The Association must open an account(s) with a reputable financial institution into which all of the Association's revenue is deposited and from which all expenditure of the Association is withdrawn.

Subject to any restrictions imposed by a General Meeting of the Association, the Board may approve expenditure on behalf of the Association.

The Board may raise and borrow money from a reputable financial institution for a specific purpose. Where borrowings are to exceed AUD20,000 approval must be sought at a Special General Meeting of

the members.

The Board may authorise the Treasurer or Delegate 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.

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed or authorised by two (2) of either President, Vice President or Treasurer.

Electronic transfers must be authorised by one (1) of President, Vice President or Treasurer following processing by the person designated by the Board to do so.

All funds of the Association must be deposited into the financial accounts of the Association within a reasonable period of time after receipt.

With the approval of the Board, the Treasurer or Delegate 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.

25. AUDITOR

25.1 Appointment

A properly qualified auditor shall be appointed and the remuneration of such auditor fixed by the Board. The auditor's duties shall be regulated in accordance with the Act.

25.2 Examination

The accounts of CBA shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor at least once in every year.

26. SEAL

26.1 Safe Custody of Seal

The Secretary shall provide for safe custody of the common seal, if applicable.

26.2 Affixing Seal

The common seal shall only be used by authority of the Board and every document to which the seal is affixed shall be signed by two (2) Directors.

26.3 Director Interest

A Director may not sign a document to which the common seal of CBA is affixed where the Director is interested in the contract or arrangement to which the document relates.

27. REGISTERED ADDRESS

The registered address of CBA:

- a) is the address determined from time to time by resolution of the Board; or
- b) if the Board has not determined an address to be the registered address, the postal address of the Secretary.

28. NOTICE TO MEMBERS

- a) Except for the requirement in Rule 9, any notice that is required to be given to a member, on behalf of the Association, under these Rules may be given by:
 - i) delivering the notice to the member personally; or
 - ii) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
 - iii) electronic transmission.
- b) Where a document is properly addressed, pre-paid and posted, the document shall, unless the contrary is proved, be deemed to have been delivered at the time at which the document would have been delivered in the ordinary course of post.
- c) Where a document is sent by e-mail or other electronic means it shall be deemed to have been delivered in the ordinary course of time for delivery by that means.
- d) Where the time for giving notice under these Rules falls on a non-business day, the notice shall be required to be given by the next business day.

29. ALTERATION OF CONSTITUTION

This Constitution shall not be altered except by Special Resolution of a General Meeting of the Association and in accordance with the Act.

Note: Any alteration of this Constitution does not take effect unless or until it is approved by the applicable Registrar.

30. INDEMNITY

- a) Every Director, direct employee or contracted employee of CBA shall be indemnified out of the property and assets of CBA against any liability incurred by them in their capacity as Director or employee in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is granted by the Court.
- b) CBA shall indemnify its Directors, direct and contracted employees against all damages and losses (including legal costs) for which any such Director or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:
 - i) in the case of a Director, performed or made whilst acting on behalf of and with the authority, express or implied of CBA; and
 - ii) in the case of an employee, performed or made in the course of and within the scope of, their employment by CBA.

31. BY-LAWS

31.1 Board to Formulate By-Laws

The Board may from time to time formulate, issue, adopt, interpret, repeal, replace and amend such By-Laws which in its opinion are necessary for the control and administration of CBA's affairs and competitions, the proper advancement, management and administration of CBA and the advancement

of the Objects and Basketball. Such By-Laws must be consistent with this Constitution.

31.2 Notification

Except in urgent matters regarding the safety of Members or as required by legislation, the Board shall distribute any new By-Laws or amendments to existing By-Laws to Member Associations two (2) months in advance of those By-Laws commencing operation, and shall consider any feedback given twenty eight (28) days after distribution, before finalising such By-Laws or amendments.

31.3 General Meeting Power

CBA in a General Meeting may by Special Resolution amend, repeal or replace a By-Law made by the Board under Rule 31.1 without affecting the validity of acts or decisions made by the Board or anyone authorised to act under that By-Law.

31.4 By-Laws Binding

All By-Laws made under this Rule shall be binding on the Members and shall take effect twenty eight (28) days after service of the By-Law on the Members.

31.5 Current By-Laws

All clauses, rules, by-laws and regulations of CBA in force at the date of the adoption of this Constitution insofar as they are not inconsistent with this Constitution, or have been replaced by this Constitution or otherwise repealed by resolution of the Board, shall be deemed to be By-Laws under this clause.

31.6 Bulletins Binding on Members

Amendments, alterations, interpretations or other changes to By-Laws shall be advised to members by means of notices approved by Board and prepared and issued by the person delegated by the Board to do so. Such bulletins are binding upon all Members.

32. DISCIPLINE & GRIEVANCE

32.1 Discipline, Suspension and Expulsion of Members

- a) Subject to these Rules, if the Board is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming of a member or prejudicial to the interests of the Association, the Board may by resolution:
 - i) fine that member an amount not exceeding \$500; or
 - ii) suspend that member from membership of the Association for a specified period; or
 - iii) expel that member from the Association.
- b) A resolution of the Board under Rule 32.1 a) does not take effect unless:
 - i) at a meeting held in accordance with these Rules, the Board confirms the resolution by a three-fourths (75%) majority; and
 - ii) if the member exercises a right of appeal to the Association under this Rule, the Association confirms the resolution in accordance with this Rule.
- c) A meeting of the Board to confirm or revoke a resolution passed under Rule 32.1 a) must be held not earlier than fourteen (14) days, and not later than twenty-eight (28) days, after notice has been given to the member in accordance with Rule 32.1 d).
- d) For the purposes of giving notice in accordance with Rule 32.1 c), the Secretary must, as soon as practicable, cause to be given to the member a written notice:

- i) setting out the resolution of the Board and the grounds on which it is based; and
 - ii) stating that the member or the member's representative (not being a legal practitioner), may address the Board at a meeting to be held not earlier than fourteen (14) days and not later than twenty-eight (28) days after the notice has been given to that member; and
 - iii) stating the date, place and time of that meeting; and
 - iv) informing the member that they may do one or both of (a) attend that meeting personally or by a representative or (b) give to the Board before the date of that meeting a written statement seeking the revocation or diminution of the resolution;
 - v) informing the member that, if at that meeting, the Board confirms the resolution, they may, not later than forty-eight (48) hours after that meeting, give the Secretary a notice to the effect that they wish to appeal to the Association in a General Meeting against the resolution.
- e) At a meeting of the Board to confirm or revoke a resolution passed under Rule 32.1 a), the Board must-
 - i) give the member, or their representative (not being a legal practitioner), an opportunity to be heard; and
 - ii) give due consideration to any written statement submitted by the member; and
 - iii) determine by resolution whether to confirm or to revoke the resolution.
- f) If at the meeting of the Board, the Board confirms the resolution, the member may, not later than forty-eight (48) hours after that meeting, give the Secretary a notice to the effect that they wish to appeal to the Association in a General Meeting against the resolution.
- g) If the Secretary receives a notice under Rule 32.1 f), they must notify the Board and the Board must convene a General Meeting of the Association to be held within twenty one (21) days after the date on which the Secretary received the notice.
- h) At a General Meeting of the Association convened under Rule 32.1 g):
 - i) no business other than the question of the appeal may be conducted; and
 - ii) the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - iii) the member, or his or her representative, must be given an opportunity to be heard; and
 - iv) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
 - i) A resolution is confirmed if, at the General Meeting, not less than three-fourths (75%) of the members present vote in favour of the resolution. In any other case, the resolution is revoked.

32.2 Disputes, Mediation and Grievance Procedure

- a) The grievance procedure set out in this Rule applies to disputes under these Rules between-
 - i) a member and another member (or group of members); or
 - ii) a member (or group of members) and the Association.
- b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all of the parties.
- c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within ten (10) days, hold a meeting in the presence of a mediator.
- d) The mediator must be-
 - i) a person chosen by agreement between the parties; or
 - ii) in the absence of agreement:
 - 1. in the case of a dispute between a member (or group of members) and another member (or group of members), a person appointed by the Board of the Association; or

2. in the case of a dispute between a member (or group of members) and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- e) A member of the Association can be a mediator.
 - f) The mediator cannot be a member who is a party to the dispute.
 - g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
 - h) The mediator, in conducting the mediation, must:
 - i) give the parties to the mediation process every opportunity to be heard; and
 - ii) allow due consideration by all parties of any written statement submitted by any party; and
 - iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
 - i) The mediator must not determine the dispute.
 - j) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

32.3 Record Keeping

Written Minutes of the outcome of any Disciplinary or Grievance meeting must be held by the Secretary of the Association.

33. PROCEDURAL IRREGULARITIES

- a) No decision of CBA, the Board, any commission or other Board authorised entity shall be invalid merely because of a failure to give proper notice under this Constitution or the By-Laws or other irregularity in procedure required by this Constitution or the By-Laws unless a person suffers serious prejudice as a result of that failure to give proper notice or irregularity in procedure.
- b) CBA, the Board, any commission or other Board authorised entity may confirm an earlier decision which may have been otherwise invalid because of a failure to give proper notice or other irregularity in procedure and the decision shall be deemed to be valid from the time it was originally made.

34. UNFORSEEN MATTER

34.1 Unforeseen Matter

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

35. DISSOLUTION

35.1 Winding up

CBA may be wound up voluntarily by Special Resolution.

35.2 Liability of Members

The liability of the Members of CBA is limited.

35.3 Member's Contribution

Every member undertakes to contribute to the assets of CBA in the event of it being wound up while a member, or within one (1) year after ceasing to be a member, for payment of the debts and liabilities of CBA and the costs, charges and expenses of winding up, such amount not to exceed one dollar (\$1.00).

35.4 Distribution of Property on Winding Up

If upon winding up or dissolution of CBA, there remains, after satisfaction of all its debts and liabilities, any property, the same may be given or transferred to Basketball Victoria subject to Basketball Victoria having purposes similar to the purposes of CBA and rules which prohibit the distribution of its income and property among its members and being not carried on for the profit or gain to their members. Such body or bodies shall be determined by the members at or before the time of dissolution or in accordance with the Act.