



Rules of Warrandyte Basketball Association Incorporated

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PART 1 – PRELIMINARY

1 Name

- 1.1 The name of the incorporated association is Warrandyte Basketball Association Incorporated (**Association**).

2 Purposes

- 2.1 The purposes of the Association are:

- (a) To provide the opportunity to play basketball for those persons living in Warrandyte and adjoining areas by organising, administering and maintaining both open age and junior basketball teams;
- (b) To provide individuals with opportunities to maximise their potential by competing in the highest level of basketball possible, given their own ability;
- (c) To remain affiliated with Basketball Australia, Basketball Victoria or such other peak body recognised by FIBA for the governance of basketball in Australia;
- (d) To provide effective coaching, game day officials, management and other such support services as the Association may require from time to time; and
- (e) To affiliate with and compete within such competitions, leagues and associations as the Association may determine from time to time.

3 Financial Year

- 3.1 The financial year of the Association is each period of 12 months ending on 30 September.

4 Definitions

- 4.1 In these Rules:

- (a) **absolute majority** of the Committee means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting);
- (b) **Act** means the *Associations Incorporation Reform Act 2012* (Vic) and includes any regulations made under that Act;
- (c) **Chairperson**, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 42;
- (d) **Committee** means the Committee having management of the business of the Association;
- (e) **committee meeting** means a meeting of the Committee held in accordance with these Rules;
- (f) **committee member** means a member of the Committee elected or appointed under Division 3 of Part 5;
- (g) **disciplinary appeal meeting** means a meeting of the members of the Association convened under rule 18;
- (h) **disciplinary meeting** means a meeting of the Committee convened for the

purposes of rule 16;

- (i) **disciplinary sub-committee** means the sub-committee appointed under rule 16;
- (j) **financial year** means the 12 month period specified in rule 3;
- (k) **general meeting** means a general meeting of the members of the Association convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;
- (l) **member** means a member of the Association;
- (m) **member entitled to vote** means a member who under rule 10.2 is entitled to vote at a general meeting;
- (n) **ordinary member of the Committee** means a member of the Committee who is not an officer of the Association under Rule 49;
- (o) **season** means a playing season as determined by the Association or by any basketball league or association to which the Association may become affiliated from time to time, and includes a current season and a competition which operates a winter season immediately preceding the end of the financial year.
- (p) **special resolution** means a resolution that requires not less than three quarters of the members voting at a general meeting to vote in favour of the resolution;
- (q) **the Registrar** means the Registrar of Incorporated Associations.

4.2 Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the *Acts Interpretation Act 1984* (Vic) and the Act as in force from time to time.

PART 2 – POWERS OF ASSOCIATION

5 Powers of Association

- 5.1 Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- 5.2 Without limiting sub-rule 5.1, the Association may:
 - (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise and borrow money on any terms and in any manner as it thinks fit;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) appoint agents to transact business on its behalf;
 - (g) enter into any other contract it considers necessary or desirable;
 - (h) otherwise do all things which are incidental to or necessary for the attainment of the purposes of the Association.
- 5.3 The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6 Not for Profit Organisation

6.1 The Association must not distribute any surplus, income or assets directly or indirectly to its members.

6.2 Sub-rule 6.1 does not prevent the Association from paying a member:

- (a) reimbursement for expenses properly incurred by the member; or
- (b) for goods or services provided by the member - if this is done in good faith on terms no more favourable than if the member was not a member.

PART 3 – MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1 – Membership

7 Minimum number of members

7.1 The Association must have at least 30 members.

8 Who is eligible to be a member

8.1 Any person who:

- (a) supports the Purposes of the Association; and
- (b) fulfils the criteria of a category of membership,

is eligible for membership.

8.2 Membership of the Association consists of Playing Members, Associate Members, Individual Members and Life Members.

8.3 Playing Members:

- (a) A Playing Member is deemed to be a member if:
 - (i) the player is registered in a team during a season; and
 - (ii) the player has paid his or her Registration Fee.
- (b) A Playing Member is entitled to one (1) vote at any general meeting including the Annual General Meeting where the Playing Member is 18 years or over at the time of the general meeting, and his or her name is entered in the register of members.

8.4 Associate Members

- (a) An Associate Member:
 - (i) is a parent (or legal guardian) of a Playing Member, who is a minor (under 18 years); and
 - (ii) will be entitled to remain an Associate Member for as long as they are a parent (or legal guardian) of a Playing Member, who is a minor.
- (b) An Associate Member is deemed to be a member and is entitled to one (1) vote at any general meeting including the Annual General Meeting, when his or her name is entered in the register of members. For the avoidance of doubt, voting rights of an Associate Member are not cumulative where an Associate Member has more than one Playing Member who is a minor.

8.5 Individual Members

- (a) An individual is entitled to membership if:
 - (i) the individual is 18 years or over; and
 - (ii) the individual is:
 - (A) appointed by the Association as a Committee member, Coach, Assistant Coach or Team Manager (Official Duties) in a season and is not a Playing Member, Associate Member or Life Member; or
 - (B) actively engaged in the activities of the Association in a season (e.g. sub-committee member or other volunteer) and is not a Playing Member, Associate Member or Life Member; and
 - (iii) has applied to be a member of the Association in accordance with sub-rule 8.5(b); and
 - (iv) the individual has paid by EFT his or her Membership Fee set by the Committee.
- (b) An application must be made in writing using the prescribed form and submitted to the Secretary.
- (c) As soon as practicable after an application for Individual Membership is received, the Committee must decide by resolution whether to accept or reject the application. A committee resolution is not required for an application for Individual Membership in respect of an individual appointed to Official Duties under sub-rule 8.5(a)(ii)(A). Subject to the requirements in sub-rules 8.5(a)(i),(iii),(iv) and 8.5(b) being met, such individual will be deemed to be approved by the Committee.
- (d) If the Committee approves an application for Individual Membership, the Secretary (or nominated delegate) must as soon as practicable:
 - (i) notify the applicant in writing of the approval; and
 - (ii) within 14 calendar days after receipt of the Membership Form and Membership Fee enter the applicant's name in the register of members.
- (e) If the Committee rejects the application, it must as soon as practicable notify the applicant in writing and return any money accompanying the application. No reason need be given for rejection of the application.
- (f) An Individual Member is entitled to one (1) vote at any meeting of the Association including the Annual General Meeting.

8.6 Life Members

- (a) Life Membership is restricted to those whose service to basketball and the Association has been worthy of the highest honour.
- (b) The Committee may, if it thinks fit, grant to a member life membership.
- (c) The Committee may call for Life Membership nominations at any time.
- (d) Life Membership may only be awarded by resolution of not less than three quarters of the Committee.
- (e) The resolution to accept the Life Membership must be recorded in the minutes of the Committee, and the name of the Life Member entered in the register of members within 14 calendar days.
- (f) Life Members are granted the privileges of exemption from Membership Fees,

free admission to all functions and games held by the Association and the right to attend and vote at any general meeting including any Annual General Meeting of the Association.

- (g) Life members are recognised with an award of appropriate design, suitably inscribed.

8.7 A person is entitled to exercise his or her rights of membership from the date on which the person's name is entered in the register of members.

8.8 Voting rights are not cumulative or transferable.

9 Registration and Membership Fees

9.1 Any Registration Fee and/or Membership Fee will be determined by the Committee from time to time.

9.2 The rights of any member (including the right to vote) who has not paid their Registration Fee or Membership Fee (as applicable) by the due date are suspended until the relevant Fee is paid.

10 General rights of members

10.1 A member of the Association who is entitled to vote has the right:

- (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
- (b) to submit items of business for consideration at a general meeting; and
- (c) to attend and be heard at general meetings; and
- (d) to vote at a general meeting; and
- (e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 71; and
- (f) to inspect the register of members subject to privacy obligations of the Association.

10.2 A member is entitled to vote if:

- (a) more than 14 calendar days have passed since he or she became a member of the Association; and
- (b) the member's membership rights are not suspended for any reason.

11 Rights not transferable

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

12 Ceasing membership

12.1 Any member ceases to be a member on resignation, expulsion or death.

12.2 A Playing Member ceases to be a member when he or she has finished playing in competitions organised by the Association.

12.3 An Associate Member ceases to be a member on the date their child turns 18 years of age or when their child ceases to play for the Association (whichever occurs earlier).

12.4 An Individual Member ceases to be a member at the end of the Financial Year during which he or she is engaged in the Association's activities, or when he or she ceases to be engaged in the Association's activities (whichever occurs earlier).

12.5 If a person ceases to be a member of the Association, the Secretary (or nominated delegate) must, as soon as practicable, enter the date the person ceased to be a

member in the register of members.

13 Resigning as a member

- 13.1 A member may resign by one month's notice in writing given to the Association. Upon expiration of the notice period, the Secretary (or nominated delegate) will record the date on which the member's membership ceases.
- 13.2 A member is deemed to have resigned if the member's Registration Fee or Membership Fee (as applicable) is not paid within two (2) months of the prescribed time.

14 Register of members

- 14.1 The Secretary (or nominated delegate) must keep and maintain a register of members that includes:
- (a) for each current member:
 - (i) the member's name;
 - (ii) the address for notice last given by the member;
 - (iii) the date of becoming a member;
 - (iv) any other information determined by the Committee; and
 - (b) for each former member, the date of ceasing to be a member.
- 14.2 All Playing Members and Associate Members must be entered in the register of members within 7 calendar days of their first grading/game for junior programs or within 14 calendar days of registration for senior programs.
- 14.3 Subject to privacy obligations of the Association, any member may, at a reasonable time and free of charge, inspect the register of members. Contact details will not be disclosed.

Division 2 – Disciplinary action

15 Grounds for taking disciplinary action

- 15.1 The Association may take disciplinary action against a member in accordance with this Division if it is determined that the member:
- (a) has failed to comply with these Rules; or
 - (b) refuses to support the Purposes of the Association; or
 - (c) has engaged in conduct prejudicial to the Association.

16 Disciplinary sub-committee

- 16.1 If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary sub-committee to hear the matter and determine what action, if any, to take against the member.
- 16.2 The members of the disciplinary sub-committee:
- (a) may be Committee members, members of the Association or anyone else; but
 - (b) must not be biased against, or in favour of, the member concerned.

17 Notice to member

- 17.1 Before disciplinary action is taken against a member, the Secretary must give written notice to the member:
- (a) stating that the Association proposes to take disciplinary action against the

- member; and
 - (b) stating the grounds for the proposed disciplinary action; and
 - (c) specifying the date, place and time of the meeting at which the disciplinary sub-committee intends to consider the disciplinary action (**disciplinary meeting**); and
 - (d) advising the member that he or she may do one or both of the following:
 - (i) attend the disciplinary meeting and address the disciplinary sub-committee at that meeting; or
 - (ii) give a written statement to the disciplinary sub-committee not less than 7 calendar days before the disciplinary meeting; and
 - (e) setting out the member's appeal rights under rule 19.
- 17.2 The notice must be given no earlier than 28 calendar days, and no later than 14 calendar days, before the disciplinary meeting is held.

18 Decision of sub-committee

- 18.1 At the disciplinary meeting, the disciplinary sub-committee must:
- (a) give the member an opportunity to be heard; and
 - (b) consider any written statement submitted by the member.
- 18.2 After complying with sub-rule 18.1, the disciplinary sub-committee may:
- (a) take no further action against the member; or
 - (b) reprimand the member; or
 - (c) fine a member in accordance with the Regulations, if the Committee is of the opinion that the member:
 - (i) has refused or neglected to comply with these Rules; or
 - (ii) has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association; or
 - (d) suspend the membership rights of the member for a specified period; or
 - (e) expel the member from the Association.
- 18.3 The suspension of membership rights or the expulsion of a member by the disciplinary sub-committee under this rule takes effect immediately after the vote is passed.

19 Appeal rights

- 19.1 A person whose membership rights have been suspended or who has been expelled from the Association under rule 18 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- 19.2 The notice must be in writing and given:
- (a) to the disciplinary sub-committee immediately after the vote to suspend or expel the person is taken; or
 - (b) to the Secretary not later than 48 hours after the vote.
- 19.3 If a person has given notice under sub-rule 19.2, a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.
- 19.4 Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must:

- (a) specify the date, time and place of the meeting; and
- (b) state:
 - (i) the name of the person against whom the disciplinary action has been taken; and
 - (ii) the grounds for taking that action; and
 - (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

20 Conduct of disciplinary appeal meeting

- 20.1 At a disciplinary appeal meeting:
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- 20.2 After complying with sub-rule 20.1, the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- 20.3 A member may not vote by proxy at the meeting.
- 20.4 The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

Division 3 – Grievance procedure

21 Application

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

22 Parties must attempt to resolve the dispute

- 22.1 The parties to a dispute must attempt to resolve the dispute between themselves within 21 calendar days of the dispute coming to the attention of each party.

23 Appointment of mediator

- 23.1 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 22, the parties must within 14 calendar days:
 - (a) notify the Committee of the dispute; and
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
- 23.2 The mediator must be:

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement:
 - (i) if the dispute is between a member and another member – a person appointed by the Committee; or
 - (ii) if the dispute is between a member and the Committee or the Association – a person appointed or employed by the Dispute Settlement Centre of Victoria.

23.3 A mediator appointed by the Committee may be a member or former member of the Association but in any case must not be a person who:

- (a) has a personal interest in the dispute; or
- (b) is biased in favour of or against any party.

24 Mediation process

24.1 The mediator to the dispute, in conducting the mediation, must:

- (a) give each party every opportunity to be heard; and
- (b) allow due consideration by all parties of any written statement submitted by any party; and
- (c) ensure that natural justice is accorded to the parties throughout the mediation process.

24.2 The mediator must not determine the dispute.

25 Failure to resolve dispute by mediation

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

PART 4—GENERAL MEETINGS OF THE ASSOCIATION

26 Annual general meetings

26.1 The Committee must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.

26.2 The Committee may determine the date, time and place of the annual general meeting.

26.3 The ordinary business of the annual general meeting is as follows:

- (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
- (b) to receive and consider:
 - (i) the annual report of the Committee on the activities of the Association during the preceding financial year; and
 - (ii) the financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
- (c) to elect officers of the Association and the ordinary members of the Committee;

26.4 The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

27 Special general meetings

- 27.1 Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- 27.2 The Committee may convene a special general meeting whenever it thinks fit.
- 27.3 No business other than that set out in the notice under rule 29 may be conducted at the meeting.

28 Special general meeting held at request of members

- 28.1 The Committee must convene a special general meeting if a request to do so is made in accordance with sub-rule 28.2 by not less than 5% of the total number of members.
- 28.2 A request for a special general meeting must:
- (a) be in writing; and
 - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (c) include the names and signatures of the members requesting the meeting; and
 - (d) be given to the Secretary.
- 28.3 If the Committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- 28.4 A special general meeting convened by members under sub-rule 28.3:
- (a) must be held within 3 months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.
- 28.5 The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under sub-rule 28.3.

29 Notice of general meetings

- 29.1 The Secretary (or, in the case of a special general meeting convened under rule 28.3, the members convening the meeting) must give to each member of the Association:
- (a) at least 21 calendar days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 calendar days' notice of a general meeting in any other case.
- 29.2 The notice must:
- (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if a special resolution is to be proposed:
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution.
- 29.3 This rule does not apply to a disciplinary appeal meeting.

30 Proxies

- 30.1 Voting by proxy is not permitted at a general meeting.

31 Use of technology

- 31.1 A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- 31.2 For the purposes of this Part, a member participating in a general meeting as permitted under sub-rule 31.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

32 Quorum at general meetings

- 32.1 No business may be conducted at a general meeting unless a quorum of members is present.
- 32.2 The quorum for a general meeting is the presence (physically or as allowed under rule 31) of 11 members entitled to vote.
- 32.3 If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:
- (a) in the case of a meeting convened by, or at the request of, members under rule 28 – the meeting must be dissolved;
 - (b) in any other case:
 - (i) the meeting must be adjourned to a date not more than 21 calendar days after the adjournment; and
 - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
 - (c) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under sub-rule 32.3(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

33 Adjournment of general meeting

- 33.1 The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- 33.2 Without limiting sub-rule 33.1, a meeting may be adjourned:
- (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.
- 33.3 No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- 33.4 Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 calendar days or more, in which case notice of the meeting must be given in accordance with rule 29.

34 Voting at general meeting

- 34.1 On any question arising at a general meeting:
- (a) subject to sub-rule 34.3, each member who is entitled to vote has one vote; and
 - (b) members must vote personally (noting the operation of rule 31); and
 - (c) except in the case of a special resolution, the question must be decided on a majority of votes.

- 34.2 If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- 34.3 If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- 34.4 This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 20.

35 Special resolutions

- 35.1 A special resolution is passed if not less than three quarters of the members voting at a general meeting vote in favour of the resolution.

36 Determining whether resolution carried

- 36.1 Subject to sub-rule 36.2, the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been:
- (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost,
- and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- 36.2 If a poll (where votes are cast in writing) is demanded by three or more members on any question:
- (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - (b) the Chairperson must declare the result of the resolution on the basis of the poll.
- 36.3 A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- 36.4 A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

37 Minutes of general meeting

- 37.1 The Committee must ensure that minutes are taken and kept of each general meeting.
- 37.2 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 37.3 In addition, the minutes of each annual general meeting must include:
- (a) the names of the members attending the meeting; and
 - (b) the financial statements submitted to the members in accordance with rule 26.3(b)(ii); and
 - (c) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (d) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5 – COMMITTEE

Division 1 – Powers of Committee

38 Role and powers

- 38.1 The business of the Association must be managed by or under the direction of a Committee.
- 38.2 The Committee may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- 38.3 The Committee may:
- (a) appoint and remove staff;
 - (b) establish sub-committees consisting of members with terms of reference it considers appropriate.

39 Delegation

- 39.1 The Committee may delegate to a member of the Committee, a sub-committee or staff, any of its powers and functions other than:
- (a) this power of delegation; or
 - (b) a duty imposed on the Committee by the Act or any other law.
- 39.2 The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- 39.3 The Committee may, in writing, revoke a delegation wholly or in part.

Division 2 – Composition of Committee and duties of members

40 Composition of Committee

- 40.1 The Committee consists of:
- (a) a President; and
 - (b) a Vice-President; and
 - (c) a Secretary; and
 - (d) a Treasurer; and
 - (e) at least one (1) and up to six (6) ordinary members elected under rule 49.

41 General Duties

- 41.1 As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.
- 41.2 The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with these Rules.
- 41.3 Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- 41.4 Committee members must exercise their powers and discharge their duties:
- (a) in good faith in the best interests of the Association; and
 - (b) for a proper purpose.

- 41.5 Committee members and former committee members must not make improper use of:
- (a) their position; or
 - (b) information acquired by virtue of holding their position,
- so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

- 41.6 In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

42 President and Vice-President

- 42.1 Subject to sub-rule 42.2, the President, or in the President's absence the Vice-President, is the Chairperson for any general meetings and for any committee meetings.

- 42.2 If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be:

- (a) in the case of a general meeting – a member elected by the other members present; or
- (b) in the case of a committee meeting – a committee member elected by the other committee members present.

43 Secretary

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

- 43.2 The Secretary must:

- (a) maintain the register of members in accordance with rule 14; and
- (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 66.3, all books, documents and securities of the Association in accordance with rules 68 and 71; and
- (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
- (d) perform any other duty or function imposed on the Secretary by these Rules.

- 43.3 The Secretary must give to the Registrar notice of his or her appointment within 14 calendar days after the appointment.

44 Treasurer

- 44.1 The Treasurer must:

- (a) receive all monies paid to or received by the Association, and issue receipts (as required), for those monies in the name of the Association; and
- (b) ensure that all monies received are paid into the account of the Association within 14 calendar days after receipt; and
- (c) authorise any payments approved by the Committee or by a general meeting of the Association from the Association's funds; and
- (d) ensure cheques are signed, or electronic funds transfers and other negotiable instruments are signed/authorised by the Treasurer (unless otherwise delegated) and one other committee member or approved signatory as determined by the committee.

- 44.2 The Treasurer must:
- (a) ensure that the financial records of the Association are kept in accordance with the Act; and
 - (b) co-ordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association.
- 44.3 The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.

Division 3 – Election of Committee members and tenure of office

45 Who is eligible to be a Committee member

- 45.1 A member is eligible to be elected or appointed as a committee member if the member:
- (a) is 18 years or over; and
 - (b) is entitled to vote at a general meeting.

46 Positions to be declared vacant

- 46.1 This rule applies to any annual general meeting of the Association, after the annual report and financial statements of the Association have been received.
- 46.2 The Chairperson of the meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with rules 47 to 50.

47 Nominations

- 47.1 Prior to the annual general meeting, the Committee must call for nominations for election as officers of the Association or as ordinary members of the Committee.
- 47.2 Nominations must be:
- (a) made in writing, in the form prescribed by the Committee, signed by two (2) members of the Association and accompanied by the written consent of the candidate; and
 - (b) delivered to the Secretary (electronically, by post or hand) no later than 14 calendar days before the annual general meeting.
- 47.3 Candidates must be a member of the Association and may only be nominated for one (1) Office holder position or as an ordinary member of the Committee.
- 47.4 A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

48 Election of officers of the Association

- 48.1 At the annual general meeting, separate elections must be held for each of the following positions:
- (a) President;
 - (b) Vice-President;
 - (c) Secretary;
 - (d) Treasurer.
- 48.2 If only one (1) member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- 48.3 If more than one (1) member is nominated, a ballot must be held in accordance with

rule 50.

- 48.4 On his or her election, the new President may take over as Chairperson of the meeting.
- 48.5 The position of Treasurer must be held, where possible, by a member who has relevant financial qualifications and/or experience in financial management.

49 Election of ordinary members (general committee)

- 49.1 A single election may be held to fill all of the ordinary member positions (noting the operation of sub-rule 51.6).
- 49.2 If the number of members nominated for the position of ordinary committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
- 49.3 If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 50.

50 Ballot

- 50.1 If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- 50.2 The returning officer must not be a member nominated for the position.
- 50.3 Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- 50.4 The ballot for the election of officers and ordinary members of the Committee must be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.
- 50.5 The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- 50.6 If the returning officer is unable to declare the result of an election under sub-rule 50.5 because two (2) or more candidates received the same number of votes, the returning officer must:
 - (a) conduct a further election for the position to decide which of those candidates is to be elected; or
 - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

51 Term of office

- 51.1 Subject to sub-rule 51.3 and rule 52, a committee member holds office until the positions of the Committee are declared vacant at the next annual general meeting.
- 51.2 A committee member may be re-elected.
- 51.3 A general meeting of the Association may:
 - (a) by special resolution remove a committee member from office; and
 - (b) elect an eligible member of the Association to fill the vacant position in accordance with this Division.
- 51.4 A member who is the subject of a proposed special resolution under sub-rule 51.3(a) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- 51.5 The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

52 Vacation of office

- 52.1 A committee member may resign from the Committee by written notice addressed to the Committee.
- 52.2 A person ceases to be a committee member if he or she:
- (a) ceases to be a member of the Association; or
 - (b) fails to attend three (3) consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 63; or
 - (c) otherwise ceases to be a committee member by operation of section 78 of the Act.

53 Filling casual vacancies

- 53.1 The Committee may appoint an eligible member of the Association to fill a position on the Committee that:
- (a) has become vacant under rule 52; or
 - (b) was not filled by election at the last annual general meeting.
- 53.2 If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 calendar days after the vacancy arises.
- 53.3 Rule 51 applies to any committee member appointed by the Committee under sub-rule 53.1 or 53.2.
- 53.4 The Committee may continue to act despite any vacancy in its membership.

Division 4 – Meetings of Committee

54 Meetings of Committee

- 54.1 The Committee must meet at least four (4) times in each year at the dates, times and places determined by the Committee.
- 54.2 The date, time and place of the first committee meeting must be determined by the members of the Committee as soon as practicable after the annual general meeting of the Association at which the members of the Committee were elected.
- 54.3 Special committee meetings may be convened by an office holder and any four (4) ordinary members of the Committee.

55 Notice of meetings

- 55.1 Notice of each committee meeting must be given to each committee member no later than seven (7) calendar days before the date of the meeting.
- 55.2 Notice may be given of more than one (1) committee meeting at the same time.
- 55.3 The notice must state the date, time and place of the meeting.
- 55.4 If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.
- 55.5 The only business that may be conducted at the meeting is the business for which the meeting is convened.

56 Urgent meetings

- 56.1 In cases of urgency, a meeting can be held without notice being given in accordance with rule 55 provided that as much notice as practicable is given to each committee member by the quickest means practicable.
- 56.2 Any resolution made at the meeting must be passed by an absolute majority of the Committee.

56.3 The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

57 Procedure and order of business

57.1 The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.

57.2 The order of business may be determined by the members present at the meeting.

58 Use of technology

58.1 A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.

58.2 For the purposes of this Part, a committee member participating in a committee meeting as permitted under sub-rule 58.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

59 Quorum

59.1 No business may be conducted at a Committee meeting unless a quorum is present.

59.2 The quorum for a committee meeting is the presence (in person or as allowed under rule 58) of a majority (being 50% plus 1) of the committee members holding office.

59.3 If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting:

- (a) in the case of a special meeting – the meeting lapses;
- (b) in any other case – the meeting must be adjourned to a date no later than 14 calendar days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 55.

60 Voting

60.1 On any question arising at a committee meeting, each committee member present at the meeting has one (1) vote.

60.2 A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.

60.3 Sub-rule 60.2 does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.

60.4 If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

60.5 Voting by proxy is not permitted.

61 Conflict of interest

61.1 A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.

61.2 The member:

- (a) must not be present while the matter is being considered at the meeting; and
- (b) must not vote on the matter.

61.3 This rule does not apply to a material personal interest:

- (a) that exists only because the member belongs to a class of persons for whose

- benefit the Association is established; or
- (b) that the member has in common with all, or a substantial proportion of, the members of the Association.

62 Minutes of meeting

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

63 Leave of absence

- 63.1 The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding three (3) months.
- 63.2 The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

PART 6 – FINANCIAL MATTERS

64 Source of funds

- 64.1 The funds of the Association may be derived from Membership Fees, Registration Fees, donations, fundraising activities, grants, sponsorship, interest and any other sources approved by the Committee.

65 Management of funds

- 65.1 The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- 65.2 Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- 65.3 The Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- 65.4 All cheques, electronic funds transfers and other negotiable instruments must be signed/authorised by the Treasurer (unless otherwise delegated) and one other committee member or approved signatory as determined by the committee.
- 65.5 All funds of the Association must be deposited into the financial account of the Association no later than 14 calendar days after receipt.
- 65.6 With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

66 Financial records

- 66.1 The Association must keep financial records that:
 - (a) correctly record and explain its transactions, financial position and performance;
 - and

- (b) enable financial statements to be prepared as required by the Act.
- 66.2 The Association must retain the financial records for seven (7) years after the transactions covered by the records are completed.
- 66.3 The Treasurer must keep in his or her custody, or under his or her control:
 - (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the Committee.

67 Financial statements

- 67.1 For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- 67.2 Without limiting sub-rule 67.1, those requirements include:
 - (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the Committee;
 - (d) the submission of the financial statements to the annual general meeting of the Association;
 - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7 – GENERAL MATTERS

68 Common seal

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

69 Registered address

- 69.1 The registered address of the Association is:
 - (a) the address determined from time to time by resolution of the Committee; or
 - (b) if the Committee has not determined an address to be the registered address – the postal address of the Secretary.

70 Notice requirements

- 70.1 Any notice required to be given to a member or a committee member under these Rules may be given:
 - (a) by handing the notice to the member personally; or
 - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
 - (c) by email or facsimile transmission.

- 70.2 Sub-rule 70.1 does not apply to notice given under rule 55.
- 70.3 Any notice required to be given to the Association or the Committee may be given:
- (a) by handing the notice to a member of the Committee; or
 - (b) by sending the notice by post to the registered address; or
 - (c) by leaving the notice at the registered address; or
 - (d) if the Committee determines that it is appropriate in the circumstances:
 - (i) by email to the email address of the Association or the Secretary; or
 - (ii) by facsimile transmission to the facsimile number of the Association.

71 Custody and inspection of books and records

- 71.1 Members may on request inspect free of charge:
- (a) the register of members;
 - (b) the minutes of general meetings;
 - (c) subject to sub-rule 71.2, the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.
- 71.2 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.
- 71.3 The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- 71.4 Subject to sub-rule 71.2, a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- 71.5 For purposes of this rule:
- (a) **relevant documents** means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following:
 - (i) its membership records;
 - (ii) its financial statements;
 - (iii) its financial records;
 - (iv) records and documents relating to transactions, dealings, business or property of the Association.

72 Winding up and cancellation

- 72.1 The Association may be wound up voluntarily by special resolution.
- 72.2 In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- 72.3 Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- 72.4 The body to which the surplus assets are to be given must be decided by special resolution.

73 Appointment of Coaches

73.1 The Committee will each season appoint a coach for every team and such appointment shall be upon terms as the Committee in its sole discretion deems fit.

74 Association Colours

74.1 The Committee will decide on the Association's colours from time to time.

75 Alteration of Rules

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