



WARRNAMBOOL BASKETBALL INC. CONSTITUTION 2026

Final
4th December 2023

Table of Contents

Part 1 - Preliminary	4
1. NAME	4
2. AFFILIATION	4
3. DEFINITIONS	4
4. STATEMENT of PURPOSES and OBJECTIVES	4
Part 2 – Powers of the Association	5
5 POWERS	5
Part 3 - Members	6
6. MEMBERSHIP	6
6.1 Membership Categories	6
6.2 Player Members.....	6
6.3 Parent Members	6
6.4 Referee Members	6
6.5 Associate Members	7
6.6 Life Members	7
7. MEMBERSHIP APPLICATION	7
8. FEES	8
9. REGISTER of MEMBERS	8
10. CESSATION of MEMBERSHIP	8
11. CONDITIONS of MEMBERSHIP	8
12. RIGHTS of MEMBERS	9
General Rights of Members.....	9
Rights Not Transferable	9
13. SUSPENSION or EXPULSION of MEMBERS	9
14. DISPUTES and MEDIATION	10
Part 4 – General Meetings of the Association	12
15. ANNUAL GENERAL MEETING (AGM)	12
When AGM Held	12
Business of AGM	12
16. SPECIAL GENERAL MEETINGS	12
Call for Special Meeting	12
Call Requirements	12
17. NOTICE of GENERAL MEETINGS (AGM and SPECIAL)	12
18. QUORUM for GENERAL MEETINGS (AGM and SPECIAL)	13
19. PROCEDURE at GENERAL MEETINGS (AGM and SPECIAL)	13
Voting	13
Minutes.....	13
Part 5 – Board and Committees	14
20. POWERS of BOARD	14
General Powers	14
21. BOARD MEMBERS	14
Membership of Board	14
Duties of Office Bearers	14
Term of Office	15
Vacancy of Office.....	15
Filling of Vacancy	16
Executive Committee.....	16
22. ELECTION and APPOINTMENT BOARD MEMBERS	16
23 BOARD MEETINGS	16

Meeting Arrangements.....	16
Quorum	17
Procedures.....	17
Voting	17
Conflict of Interest	17
Minutes.....	17
24 REMOVAL of BOARD MEMBER.....	18
25 COMMITTEES and WORKING GROUPS	18
Part 6 – Financial Matters	19
26. FUNDS	19
Source of Funds	19
Management of Funds	19
Financial Records.....	19
Financial Statements	19
Part 7 – General Matters	20
27. ALTERATION of RULES.....	20
28. BY LAWS.....	20
29. CUSTODY of and ACCESS to BOOKS	20
30. COMMON SEAL.....	21
31. NOTICES.....	21
32. DISPOSAL of ASSETS	21
33. LIQUOR CONTROL.....	21
34. PROCEDURAL IRREGULARITIES.....	22
35. UNFORESEEN MATTERS	22
APPENDIX 1 – PARENT MEMBER APPLICATION FORM	23
APPENDIX 2 – ASSOCIATE MEMBER APPLICATION FORM.....	24
APPENDIX 3 – BOARD MEMBER (OFFICE BEARER) NOMINATION FORM.....	25

Part 1 - Preliminary

1. NAME

- 1.1 The name of the incorporated association is Warrnambool Basketball Inc. and is hereinafter referred to as the "Association".

2. AFFILIATION

- 2.1 The Association shall be affiliated with Basketball Victoria.

3. DEFINITIONS

- 3.1 In these Rules, unless the contrary intention appears

Act	means the Associations Incorporation Reform Act 2012;
AGM	means Annual General Meeting
Association	means Warrnambool Basketball Inc.
Board	means the Board of the Association.
Financial Year	means the year ending on 30th September.
General Meeting	means an AGM or Special General Meeting of Members convened in accordance with Part 4 of these Rules.
Member	means a member of the Association.

4. STATEMENT of PURPOSES and OBJECTIVES

The purposes of the Association are:

- 4.1 To conduct a Basketball Association in Warrnambool.
- 4.2 To promote and foster Basketball at all levels in Warrnambool.
- 4.3 To nurture a pathway for the development of junior players through to senior representative levels.
- 4.4 To ensure that members are indemnified for loss or damage incurred as a result of having on behalf of the Association become liable to pay any amount by way of damages or otherwise.
- 4.5 In furtherance of the above purposes the Association shall have in addition the following objectives:
- 4.5.1 To enforce observation of the Rules and Regulations of the Association and deal with any infringement of same.
- 4.5.2 To provide and maintain equipment for Association Members for basketball and recreational activities.
- 4.5.3 To advise and co-operate with the appropriate Authorities in taking such measures as are considered necessary by the Association to ensure the safety of its Members participating in basketball in Warrnambool.
- 4.5.4 To establish co-operative working relationships with other key sporting bodies and groups using the same premises and facilities as the Association.

Part 2 – Powers of the Association

5 POWERS

- 5.1 Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes and objectives.
- 5.2 Without limiting Rule 5.1, the Association may:
- (a) Acquire, hold, deal with and dispose of any real or personal property;
 - (b) Open and operate accounts with financial institutions;
 - (c) Invest its money –:
 - i. In any security in which trust moneys may be invested; or
 - ii. In any other manner authorised by the rules of the Association;
 - (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) 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;
 - (g) Accept any gift of money or subsidy or property;
 - (h) Print and publish any approved information by any media including newsletters, newspapers, articles or leaflets;
 - (i) Enter into any other contract it considers necessary or desirable;
 - (j) Appoint such Board, Committees and Working Groups as from time to time are considered necessary for the good conduct of the affairs of the Association;
 - (k) Make by-laws governing the conduct of the Association's activities;
 - (l) Enter into any arrangements with any government or authority that are incidental or conducive to the attainment of the purposes and the exercise of the powers of the Association;
 - (m) Appoint, employ, engage, remove or suspend staff or contractors as may be necessary or convenient for the purposes of the Association; and
 - (n) Make donations for patriotic, charitable or community purposes.
- 5.3 The assets and income of the Association shall be applied solely in furtherance of its purposes and objectives and no portion shall be distributed directly or indirectly to the members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

Part 3 - Members

6. MEMBERSHIP

6.1 Membership Categories

6.1.1 The Association shall consist of:

- a) Player Members;
- b) Parent Members;
- c) Referee Members;
- d) Associate Members; and
- e) Life Members.

6.1.2 Persons eligible to be a member in more than one category are only entitled to cast one (1) vote at a General Meeting.

6.2 Player Members

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

6.2.2 A player member who has registered for a competition and paid the relevant Registration Fee shall not be required to pay a Membership Fee and in receipt of the relevant fees, the Secretary shall enter the name of the player member in the register of members.

6.3 Parent Members

6.3.1 A parent or guardian of a player or referee who has not reached the age of 18 at the time of a General Meeting may nominate to the Secretary, on the official Parent Member Application Form (Appendix 1), to the General Meeting that he or she represents the junior player or referee under 18 years of age and that parent or guardian will become a member with full voting rights. Only one parent or guardian may nominate per junior player or referee. If more than one parent or guardian nominates per junior player or referee, only the first nomination shall be accepted.

6.3.2 The nominated parent or guardian of a junior player or referee who has registered for a competition and paid the relevant Registration Fee shall not be required to pay a Membership Fee and in receipt of the relevant fees, the Secretary shall enter the name of the parent or guardian in the register of members 30 days after receipt of the nomination unless the Board rejects the nomination.

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

6.4 Referee Members

6.4.1 A Referee Member shall be a person over eighteen (18) years of age who has a current Referee grading recognised by the Victorian Basketball Referees Association and are registered under Warrnambool only.

6.4.2 A Referee Member may also be a person over eighteen (18) years of age who is training to be an accredited Referee, and who will be required to sit for an appropriate level of grading within the first year of their membership.

6.4.3 Referee Members shall not be required to pay a Membership Fee to the Association.

6.5 Associate Members

- 6.5.1 A person with an interest in basketball who is not a playing member or parent member over the age of 18 who applies for membership, whose application is approved by the Board and who pays the Membership Fee is eligible to be a member of the Association.
- 6.5.2 As soon as practicable after the receipt of a nomination, the Secretary shall refer the nomination to the Board.
- 6.5.3 The Board shall determine whether to approve or to reject the nomination but shall not be required to state any reason for failing or refusing to admit any person to membership.
- 6.5.4 The Secretary shall, upon payment of the relevant fee, enter the nominee's name in the register of members kept by him or her and, upon the name being so entered, the nominee becomes a member of the Association.
- 6.5.5 Individuals or businesses that provide sponsorship to the Association shall not be required to pay a Membership Fee to the Association.

6.6 Life Members

- 6.6.1 Life Membership may be granted to person over forty (40) years of age (at closing of nominations) and who have given a minimum of fifteen (15) years of service to the Association, of which ten (10) years is considered to be outstanding. This requirement may be waived in exceptional circumstances.
- 6.6.2 Nominations for Life Membership shall be made to the Board and must be submitted in writing in a sealed envelope addressed to the Life Membership Chairperson. Qualified voting members only may nominate and second such nominations. The nominator and seconder may only attend Life Members meetings to verbally support their written submission but will take no further part at the meeting unless they are a Life Member.
- 6.6.3 The Life Membership Committee of the Association shall consist of all available life members of the Association, with three (3) members to form a quorum. The incoming Board at its first meeting following the AGM shall nominate the Chairperson of the Committee.
- 6.6.4 The Life Membership Committee shall endorse or reject the nominations without being required to table an explanation. Any approval of endorsement must be by a two – thirds (2/3) member majority in attendance at the Life Members meeting. Nominations endorsed shall be submitted to the next AGM.
- 6.6.5 Appointment of Life Membership shall then be by a two– thirds (2/3) majority at any such meeting.
- 6.6.6 Life Members shall not be required to pay a Membership Fee to the Association.

7. MEMBERSHIP APPLICATION

- 7.1 All new applications for an Associate Member of the Association must be made on the official Associate Member Application Form (Appendix 2), signed by an Office Bearer of the Association and the Applicant. The appropriate fee shall accompany all such nominations.
- 7.2 All names of new applicants for membership will be forwarded to the Board two weeks prior to the Board meeting at which they will be considered for membership.
- 7.3 Acceptance of an application for membership shall be by a two– thirds (2/3) majority of members eligible to vote at a Board meeting.

- 7.4 A member shall indicate the category of membership relevant to them on the official membership application form.

8. FEES

- 8.1 The Membership Fee and Registration Fee shall be set annually by the Board and are payable at the commencement of each Financial Year.
- 8.2 A member shall not be exempted from the obligation to pay the Membership Fee unless the person is in a category specified in the Rules for which an exemption applies.

9. REGISTER of MEMBERS

- 9.1 The Secretary must keep and maintain a register of members containing:
- (a) the name and address of each member
 - (b) postal address for Association and contact details for each person listed on Association registration form;
 - (c) postal address and contact details for persons listed on Team registration form; and
 - (b) the date on which each member's name was entered in and removed from the register.
- 9.2 The register is available for inspection free of charge by any member upon request except that contact details will not be disclosed.
- 9.3 A member may make a copy of entries in the register other than contact details of members.

10. CESSATION of MEMBERSHIP

- 10.1 A member of the Association who has paid all monies due and payable by him or her to the Association may resign from the Association by first giving one month's notice in writing to the Secretary of his or her intention to resign.
- 10.2 After the expiry of the period referred to in Rule 10.1:
- (a) The member ceases to be a member; and
 - (b) The Secretary must record in the register of members the date on which the member ceased to be a member.
- 10.3 A playing member ceases to be a member if he or she is not registered or has not paid the relevant fees in full to play in a competition conducted by the Association.
- 10.4 A parent member ceases to be a member if the playing member with respect to which he or she is nominated turns the age of eighteen (18) years or if that child is not registered or has not paid the relevant fees in full to play in a competition conducted by the Association.
- 10.5 Any other member ceases to be a member if their membership is unfinancial for more than six (6) months.

11. CONDITIONS of MEMBERSHIP

- 11.1 The conditions of membership shall be as follows:
- (a) That the member agrees to abide and be bound by these Rules and By-Laws of the Association, and to accept, comply with and enforce all decisions of the Association;
 - (b) That all members shall manage their affairs in a manner that will not discredit basketball in Victoria and in accordance with any relevant policies of the Association, as approved by the Board.
 - (c) All members are subject to the control and discipline by the Board.

12. RIGHTS of MEMBERS

General Rights of Members

12.1 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;
- (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;
- (e) to have access to the minutes of General Meetings and other documents of the Association as provided under Rule 29; and
- (f) to inspect the register of members.

12.2 A member is entitled to vote if the member's membership rights are not suspended for any reason.

Rights Not Transferable

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

13. SUSPENSION or EXPULSION of MEMBERS

13.1 The Board shall have power to:

- (a) Suspend or expel any member proved to its satisfaction to have been guilty of misconduct on the Association premises or elsewhere, or who, in the opinion of the Board has acted prejudicially to the interest of the Association, or to;
- (b) Suspend or expel any member or associate of the Association, who in its opinion is unfit to be a member or associate of the Association, and may return subscriptions or portion thereof to any such member or associate, or refuse to receive any subscription without assigning any reason therefore, or to;
- (c) Suspend any of its officers or members or associates or any officers or members of any Board or Committee or Working Group who, in the opinion of the Board, have been guilty of any neglect of duty, breach of confidence, or other misconduct, or to;
- (d) Suspend or expel any member who shall knowingly introduce to that area of land under permissive occupancy of the Association, any person who has been expelled, suspended or refused admission to the Association;
- (e) Fine a member who has refused or neglected to comply with these Rules;
- (f) Any member suspended under the preceding clauses shall not enter or use Association property nor participate in any Association activities and may be required to remove all personal gear from the Association Premises during the term of his or her suspension.

13.2 Appeal Procedures

13.2.1 Where the Board passes a resolution under Rule 13.1, the Secretary shall as soon as practicable, cause to be served on the Member a notice in writing:

- (a) Setting out the resolution of the committee and the grounds on which it is based; and
- (b) Stating that the member, or his or her representative, 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
- (c) Stating the date, place and time of that meeting; and
- (d) Informing the member that he or she may do one or both of the following:
 - (i) Attend that meeting;
 - (ii) Give to the Board before the date of that meeting a written statement seeking the revocation of the resolution;
 - (iii) Not later than 24 hours before the date of the meeting lodge with the Secretary a notice to the effect that he or she wishes to appeal to a General Meeting against the resolution.
- (e) Informing the member that, if at that meeting, the Board confirms the resolution, he

or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in General Meeting against the resolution.

13.2.2 At a meeting of the Board, the Board shall:

- (a) Give to the member an opportunity to be heard;
- (b) Give due consideration to any written statement submitted by the member;
- (c) By resolution determine whether to confirm or to revoke the resolution.

13.2.3 Where the Secretary receives a notice under Rule 13.2.1 (b) he shall notify the Board and the Board shall convene a General Meeting to be held within twenty – one (21) days after the date on which the Secretary received the notice.

13.2.4 At a General Meeting convened under Sub-Clause 13.2.3

- (a) No business other than the question of the appeal may be conducted; and
- (b) The Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
- (c) The member must be given an opportunity to be heard; and
- (d) The members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.

13.2.5 If at the General Meeting:

- a) Two – thirds (2/3) of the members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
- b) In any other case, the resolution is revoked.

14. DISPUTES and MEDIATION

14.1 The grievance procedure set out in this rule applies to disputes under these Rules between:

- (a) A member and another member; or
- (b) A member and the Association.

14.2 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.

14.3 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.

14.4 The mediator must be:

- (a) A person chosen by agreement between the parties; or
- (b) in the absence of agreement
 - (i) In the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
 - (ii) In the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

14.5 A member of the Association can be a mediator.

14.6 The mediator cannot be a member who is a party to the dispute.

14.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

14.8 The mediator, in conducting the mediation, must:

- (a) Give the parties to the mediation process 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 to the dispute throughout the mediation process.

14.9 The mediator must not determine the dispute.

14.10 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.

Part 4 – General Meetings of the Association

15. ANNUAL GENERAL MEETING (AGM)

When AGM Held

- 15.1 The AGM of the Association must be held between within 5 months of the end of the association's financial year.

Business of AGM

- 15.2 The ordinary business of the AGM shall be:
- (a) to confirm the minutes of the previous AGM and of any Special General Meeting held since that meeting;
 - (b) to receive from the Board reports upon the transactions of the Association during the last preceding financial year including;
 - (i) President's Report;
 - (ii) Secretary's Report;
 - (ii) Financial Report (including Treasurer Statement, Profit & Loss, Balance Sheet and Auditor's Report);
 - (c) to elect the Board Members of the Association;
 - (d) to appoint an auditor for the forthcoming year; and
 - (e) to transact any other business of which notice in writing shall have been given to the Secretary of the Association at least fourteen (14) days prior to the date of the meeting.

16. SPECIAL GENERAL MEETINGS

Call for Special Meeting

- 16.1 The Secretary upon request in writing of ten (10) voting members, or by the direction of the Board shall call a Special General Meeting.

Call Requirements

- 16.2 The request for a special general meeting must:
- (a) State the objects of the meeting; and
 - (b) Be signed by the members requesting the meeting; and
 - (c) be sent to the address of the Secretary.
- 16.3 If the Board does not cause a Special General Meeting to be held within one (1) month after the date on which the request is sent to the address of the Secretary, 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 persons incurring the expenses.

17. NOTICE of GENERAL MEETINGS (AGM and SPECIAL)

- 17.1 The Secretary of the Association shall, at least 14 days before the date fixed for holding a General Meeting of the Association, cause notice to be given stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

17.2 Notice may be given:

- (a) By prepaid post to the address appearing in the register of member; or
- (b) By facsimile transmission or electronic transmission; or
- (c) By placing the notice on the notice board of the stadium.

17.3 No business other than that set out in the notice convening the meeting shall be transacted at the meeting.

17.4 A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next General Meeting after the receipt of the notice.

18. QUORUM for GENERAL MEETINGS (AGM and SPECIAL)

18.1 No item of business may be conducted at a General Meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.

18.2 Ten (10) members present (being members entitled under these Rules to vote at a General Meeting) constitute a quorum for the conduct of the business of a General Meeting.

18.3 If, within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present–

- a. in the case of a meeting convened upon the request of members – the meeting must be dissolved; and
- b. in any other case – the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.

18.4 If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the meeting must be dissolved.

19. PROCEDURE at GENERAL MEETINGS (AGM and SPECIAL)

Voting

19.1 All members eligible to vote shall exercise one vote only at a General Meeting of the Association.

19.2 If votes are divided equally on a question, the President, or the Chairperson of the Meeting if the President is not present, has a second or casting vote.

Minutes

19.4 The Secretary of the Association must keep minutes of the resolutions and proceedings of each General Meeting.

Part 5 – Board and Committees

20. POWERS of BOARD

General Powers

- 20.1 The affairs of the Association shall be managed by the Board.
- 20.2 The Board may exercise all the powers of the Association except:
- a) Those powers that these Rules or the Act require to be exercised by General Meetings of the members of the Association; and
 - b) The power to borrow money without consent first being obtained by a vote of members at a General Meeting.
- 20.3 The Board shall:
- a) have the control and management of all income and expenditure of the Association;
 - b) the power to appoint Committees and Working Groups;
 - c) the power to appoint and remove staff;
 - d) the power to consider and report upon any questions referred to them;
 - e) the power to remove any member from a Committee or Working Group.
- 20.4 Any recommendation referred to the Board by any member, group of members, Committee or Working Group, shall not be valid unless adopted by the Board.

21. BOARD MEMBERS

Membership of Board

- 21.1 The members of the Board shall be:
- Office Bearers
 - a) President
 - b) Vice President
 - c) Treasurer
 - d) Secretary
 - Officers of Responsibility
 - e) Two (2) members
 - Committees and Working Group Representatives
 - f) One (1) Representative of the Junior Committee
 - g) One (1) Representative of the Senior Committee
 - h) One (1) Representative of the Seahawk/Mermaid Committee
 - i) One (1) Representative of the Referees
- 21.2 The President will be the Chairperson of the Board and the Vice President will be the deputy Chairperson of the Board.
- 21.3 The two (2) Officers of Responsibility to the Board shall consist of areas of responsibility as determined by the Board and shall be appointed by the Office Bearers.

Duties of Office Bearers

21.4 President

Duties and functions of the President include:

- a) Chair General Meetings and Board.
- b) Represent the Association at local, regional, state and national levels.
- c) Act as a facilitator for Association activities.

- d) Ensure the planning and budgeting for the future is carried out in accordance with the wishes of the members.
- e) Submit annual report at the AGM.

21.5 Vice-President

Duties and functions of the Vice-President include:

- a) Work in conjunction with the President in implementing the strategic plan
- b) Represent the Association at local, regional, state and national levels.
- a. Assist in acting as a facilitator for Association activities.

21.6 Secretary

Duties and functions of the Secretary include:

- a) Prepare the agenda for Board meetings in consultation with the President.
- b) Make arrangements including venue, date, times and hospitality for meetings.
- c) Send notice of all meetings.
- d) Collect and collate reports from office bearers.
- e) Call for and receive nominations for the Board and other positions for the AGM.
- f) Record the minutes of meetings.
- g) Maintain a register of all correspondence
- h) Collate and arrange for the printing of the annual report.
- i) Maintain members register
- j) Maintain files of legal documents such as constitutions, leases and titles.

21.7 Treasurer

Duties and functions of the Treasurer include:

- a) Prepare and monitor the annual budget
- b) Keep the association's financial accounts
- c) Keep a proper record of all payments and monies received.
- d) Provide a financial report at each Board meeting
- e) Show evidence that money received is banked and documentation provided for all money paid out.
- f) Co-ordinate the annual audit and assist the auditors in this process.
- g) Co-ordinate activities for each year and the returns for the Act.
- h) Produce an annual financial report for the AGM.
- i) Issue accounts and disburse all payments.
- j) Monitor all receivables (outstanding accounts) and provide a report regarding these to the Board including recommendations about any amounts that are to be 'written off'

Term of Office

21.8 All Office Bearers and Officers of Responsibility shall hold office for a period of two years until the end of the AGM at which their terms expire and are eligible for re-election.

21.8.1 In each even numbered AGM year the President, Treasurer shall be elected and one (1) Officer of Responsibility shall be appointed.

21.8.2 In each odd numbered AGM year the Vice-President, Secretary shall be elected and one Officer of Responsibility shall be appointed.

21.9 The Representative members of the Board shall be appointed, from time to time, by their respective representative body.

Vacancy of Office

21.10 A Board member may resign from the Board by written notice addressed to the Board.

21.11 A person ceases to be a Board member if he or she—

- (a) ceases to be a member of the Association or an appointed Representative; or
- (b) fails to attend 3 consecutive Board meetings (other than special or urgent meetings) without leave of absence having been previously granted by the Board; or
- (c) otherwise ceases to be a Board member by operation of section 78 of the Act.

Filling of Vacancy

- 21.12 In the event of a casual vacancy in any office, the Board may appoint a member to the vacant office and the member appointed may continue in office up to and including the conclusion of the AGM next following the date of appointment

Executive Committee

- 21.13 An Executive Committee consisting of the President, Vice-President, Secretary and Treasurer shall deal with urgent matters between meetings of the Board.

22. ELECTION and APPOINTMENT BOARD MEMBERS

- 22.1 A member is eligible to be elected as an Office Bearer or Officer of Responsibility of the Board if the member—
- (a) Is 18 years or over; and
 - (b) Is entitled to vote at a General Meeting
- 22.2 Nominations of candidates for election as an Office Bearer or Officer of Responsibility member of the Board must be:
- (a) Made in writing on the official Board Member (Office Bearer) Nomination Form (Appendix 3), signed by two (2) members of the Association, and accompanied by the written consent of the candidate (which must be endorsed on the Nomination Form); and
 - (b) Delivered to the Secretary of the Association not less than seven (7) days before the date fixed for the holding of the AGM.
- 22.3 A candidate may be nominated for more than one office of the Board prior to the AGM but may only be elected to one position.
- 22.4 If no nomination is received to fill any position on the Board, nominations may be received at the AGM.
- 22.5 If only one (1) nomination is received for any position on the Board, the person nominated shall be deemed to be elected.
- 22.6 If more than one (1) nomination is received for any position on the Board, a ballot must be held.
- 22.7 The ballot for the election of officers of the Association shall be conducted at the AGM in such usual and proper manner as the Board may determine.

23 BOARD MEETINGS

Meeting Arrangements

- 23.1 The Board will meet at least six times a year at such place and such times and place as the Board may determine.
- 23.2 Notice of each Board meeting must be given to each Board member no later than 7 days before the date of the meeting. The notice must state the date, time and place of the meeting.
- 23.3 The only business that may be conducted at the meeting is the business for which the meeting is convened.

Quorum

- 23.4 The quorum for a Board meeting shall:
- (a) if all ten (10) Board members have been elected or appointed at the time of the meeting, be six (6);
 - (b) If only eight (8) or nine (9) Board members have been elected or appointed at the time of the meeting, be five (5); or
 - (c) If less than eight (8) Board members have been elected or appointed at the time of the meeting, be four (4).
- 23.5 No business may be conducted unless a quorum is present. If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting:
- (a) in the case of a special meeting—the meeting lapses;
 - (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 23.2.

Procedures

- 23.6 The procedures to be followed at a meeting of the Board must be determined from time to time by the Board.

Voting

- 23.7 On any question arising at a Board meeting, each Board member present at the meeting has one vote.
- 23.8 A motion is carried if a majority of Board members present at the meeting vote in favour of the motion.
- 23.9 Rule 23.7 does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Board.
- 23.10 If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- 23.11 Voting by proxy is not permitted.

Conflict of Interest

- 23.12 A Board member who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board.
- 23.13 The member—
- (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.
- 23.14 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

Minutes

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

24 REMOVAL of BOARD MEMBER

- 24.1 By resolution at a General Meeting, any member of the Board may be removed before the expiration of their term of office and the meeting shall appoint another in their stead to hold office until the expiration of the term of the first mentioned member.
- 24.2 Where the member to whom a proposed resolution is referred to in sub-clause makes representations in writing to the Secretary or President of the Association and requests that they be notified to the members of the Association, the Secretary or the President may send a copy of the representations to each member of the Association or, if they are not so sent, the member may require that they be read out at the meeting.

25 COMMITTEES and WORKING GROUPS

- 25.1 The Board may appoint Committees and Working Groups to support and manage any relevant activities on such terms and conditions as it considers appropriate from time to time.
- 25.2 The terms and conditions for the appointment of all Committees and Working Groups formed under Rule 25.1 must be set out in specific Terms of Reference approved by the Board.
- 25.3 The Terms of Reference for each Committee and Working Group must include:
- a) The powers of the Committee or Working Group, including any delegated decision-making powers.
 - b) The membership of the Committee or Working Group;
 - c) The office bearers of the Committee or Working Group;
 - d) The method for the appointment of the members of the Committee or Working Group;
 - e) The appointment of the Chairperson of the Committee or Working Group;
 - f) The responsibilities of the Committee or Working Group for reporting back to the Board;
 - g) The requirement that Minutes of each Meeting of the Committee or Working Group are kept and that a copy of the Minutes are forwarded to the Secretary of the Association within 14 days of the Meeting being held; and
 - h) Any other matters deemed relevant by the Board.
- 25.4 The Board may appoint the office bearers of the Committee or Working Group or may determine that the Committee or Working Group may fill the positions.

Part 6 – Financial Matters

26. FUNDS

Source of Funds

- 26.1 The funds of the Association shall be derived from annual Membership Fees, Registration Fees, donations, sponsorships and such other sources as the Board determines.

Management of Funds

- 26.2 The Treasurer and/or Executive Officer of the Association must oversee the collection and receipt of all moneys due to the Association and the making of all payments authorised by the Association.
- 26.3 The power to delegate the collection and receipt of money and the making of payments to a person other than the Treasurer may only be granted by the Board.
- 26.4 All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- 26.5 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two of the following:
- (a) the President;
 - (b) the Secretary;
 - (c) the Treasurer; or
 - (d) Executive Officer if appointed.

If any of the above named are not available for any reason then the Board may nominate another Board member to fill that position.

If the Board has granted a power of delegation under clause 26.3 for the making of payments, the Board must specify the requirements for the authorisation for any such payments.

Financial Records

- 26.6 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.
- 26.7 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

Financial Statements

- 26.7 For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of the Association are met

Part 7 – General Matters

27. ALTERATION of RULES

- 27.1 These Rules and the statement of purposes shall not be altered except in accordance with the Act.
- 27.2 No alterations to the Rules can be made except at a General Meeting, and twenty – eight (28) days' notice of such proposed alterations must be given in writing to the Secretary.
- 27.3 Proposed alterations to these Rules must be notified to all voting members at least twenty – one (21) days before consideration at such General Meeting.
- 27.4 A Special Resolution to alter the Rules must be passed at such General Meeting. A Special Resolution is passed if:
 - a) not less than three quarters of the members of the Association voting at the meeting, whether in person or by proxy, vote in favour of the resolution; and
 - b) any additional requirements of the rules of the Association relating to the passing of Special Resolutions have been met.

28. BY LAWS

- 28.1 The Board may adopt, modify or revoke a by-law for the efficient conduct of the Association's affairs.
- 28.2 Before adopting, modifying or revoking a by law, notice of intent to adopt, modify or revoke a by-law shall be displayed on the Association's Notice Board for at least fourteen (14) days.
- 28.3 All bylaws adopted shall be displayed or be readily available to members at all reasonable times.
- 28.4 Any by laws may be revoked or altered at a General Meeting of the Association If a proposer and seconder have given twenty – one (21) days' notice in writing of such proposed change to the Secretary.
- 28.5 No by-laws adopted shall be in conflict with the meaning of intent of any part of this Constitution.

29. CUSTODY of and ACCESS to BOOKS

- 29.1 Except as otherwise provided for in these Rules the Secretary shall keep in their custody or under their control all books, documents and securities of the Association.
- 29.2 Members may on request inspect free of charge—
 - (a) the register of members;
 - (b) the minutes of General Meetings;
 - (c) subject to Rule 29.3, the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.
- 29.3 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.
- 29.4 The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- 29.5 Subject to Rule 29.3, 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.

29.6 For purposes of this rule—

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

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

30. COMMON SEAL

30.1 The Association may have a common seal.

30.2 If the Association has a common seal it must be kept in the custody of the Secretary.

30.3 The common seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the common seal shall be attested by the signatures of any two (2) of the President, the Vice President and the Secretary.

31. NOTICES

31.1 A notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at their address shown in the Register of Members or by fax or by electronic communication.

31.2 Where a notice is properly addressed, prepaid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

31.3 Where a notice is given by fax or electronic communication it is deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of transmission.

32. DISPOSAL of ASSETS

32.1 In the event of the winding up or dissolution of the Association, there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the members of the Association, but shall be given or transferred to a registered charity or not-for-profit organisation as determined by the Association.

33. LIQUOR CONTROL

33.1 The Association shall comply with the provisions of the Liquor Control Act 1998 and the regulations there under and any Local Laws as it applies to the Liquor Licence.

34. PROCEDURAL IRREGULARITIES

- 34.1 No decision of the Association or its Board or Committees 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 detriment as a result of that failure to give proper notice or irregularity in procedure.
- 34.2 The Association or its Board or Committees 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.

35. UNFORESEEN MATTERS

- 35.1 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.

APPENDIX 1 – PARENT MEMBER APPLICATION FORM

APPLICATION FOR PARENT MEMBERSHIP OF WARRNAMBOOL BASKETBALL INC.

APPLICANT

I, _____ (name) of

_____ (address)

being the parent/guardian of the junior player or referee, desire to become a Parent Member of **Warrnambool Basketball Inc.** to represent the junior player/referee named below.

In the event of my admission as a Parent Member, I agree to be bound by the rules of the Association for the time being in force.

Signature of Applicant

Date

JUNIOR PLAYER/REFEREE *

_____ (name) of Junior Player/Referee*

*(delete one)

APPENDIX 2 – ASSOCIATE MEMBER APPLICATION FORM

APPLICATION FOR ASSOCIATE MEMBERSHIP OF WARRNAMBOOL BASKETBALL INC.

APPLICANT

I, _____ (name) of

_____ (address)

desire to become an Associate Member of **Warrnambool Basketball Inc.**

In the event of my admission as an Associate Member, I agree to be bound by the rules of the Association for the time being in force.

Signature of Applicant

Date

PROPOSER

I, _____ (name) being a member of the Association nominate the Applicant who is personally known to me, for membership of the Association.

Signature of Proposer

Date

SECONDER

I, _____ (name) being a member of the Association second the nomination of the Applicant who is personally known to me, for membership of the Association.

Signature of Seconder

Date

APPENDIX 3 – BOARD MEMBER (OFFICE BEARER) NOMINATION FORM

NOMINATION FOR BOARD MEMBER

Name of Nominee _____

POSITION nominated for _____

NOMINATED BY
_____(Name)

Signature
Date

SECONDED BY
_____(Name)

Signature
Date

NOMINEE ENDORSEMENT

Signature of Nominee
Date