



Rules

of the

Exies-Acmy Basketball Club

for an

INCORPORATED

ASSOCIATION

Exies-Acmy Basketball Club Inc

A0000467G

Constitution

Note - The persons who from time to time are members of the Association are an incorporated association by the name given in rule 1 of these Rules.

Under section 46 of the **Associations Incorporation Reform Act 2012**, these Rules are taken to constitute the terms of a contract between the Association and its members.

1. Name

The name of the incorporated association is **Exies-Acmy Basketball Club** Incorporated and is hereinafter referred to as the “Club”.

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

2. Objectives

- (1) The objectives of the Club shall be to:
 - (a) represent the interests of basketball and all involved in basketball within the Club;
 - (b) provide individuals with opportunities to maximise their potential by competing in the highest level of basketball possible, given their own ability; and
 - (c) promote, develop and encourage participation in the sport of basketball.
- (2) In pursuit of these objectives, the Club will seek to:
 - (a) provide support and assistance for teams in all areas of their operations;
 - (b) encourage and support teams and foster their growth and development;
 - (c) choose and manage teams to represent the Club;
 - (d) enter teams in the competitions conducted by the **Ballarat** Basketball Association and any other Association considered beneficial;
 - (e) seek sponsorship for various programs and events and endorse products that will be consistent with projecting the best image of the sport; and
 - (f) deal with any other matters that the Club may deem to be in the interest of the sport of basketball.

3. Financial Year

The financial year of the Club is each period of 12 months ending on 31 December

4. Powers of the Club

- (1) Subject to the Act, the Club has power to do all things incidental or conducive to achieve its objectives.
- (2) Without limiting subrule (1), the Club may—
 - (a) Acquire, hold, deal with and dispose of any real or personal property for the purpose of satisfying the Objectives of the Club;
 - (b) Open and operate accounts with financial institutions;
 - (c) To 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 Club;
 - (d) Raise and borrow money for the purpose of satisfying the objectives of the Club upon such terms and conditions as the Club thinks fit;
 - (e) Secure the repayment of money raised or borrowed, or the payment of any debt or liability;
 - (f) To give such security for the discharge of liabilities incurred by the Club on its behalf for reward or otherwise;
 - (g) To build construct, erect, maintain, alter and repair any premises, building or the other structure of any kind and to furnish, equip and improve the same for use by the Club for the purpose of satisfying the Objectives of the Club;
 - (h) Accept donations and gifts in accordance with the objectives of the Club;
 - (i) Print and publish any approved information by any media including newsletters, newspapers, articles or leaflets for promotion of the Club;
 - (j) Provide gifts and prizes in accordance with the Objectives of the Club;
 - (k) Organise social events for members and the promotion of the Club
 - (l) Appoint such Committee and sub-committees as from time to time are considered necessary for the good conduct of the affairs of the Club; and
 - (m) Make By-laws and policies governing the conduct of the Club's activities.
 - (n) Appoint agents to transact business on its behalf; or
 - (o) Enter into any other contract it considers necessary or desirable.
- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purpose

5. Not for Profit Organisation

- (1) The Club must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subrule (1) does not prevent the club from paying a member –
 - (a) a reimbursement for expenses provided by the member; or
 - (b) for goods or services provided by the member -

if this is done in good faith on terms no more favourable than if the member was not a member.

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

5. Definitions

In these clauses, unless the contrary intention appears-

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

By-Laws means the rules or policies set by the Committee or Association for the conduct of the Basketball Club;

Chairperson, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 46;

Committee means the Committee of the club having management of the business of the Association;

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

Committee member means those persons appointed to the positions set out in these Rules

Financial report means a report within the meaning of these rules

Financial year means the 12-month period specified in Rule 3

General meeting means a general meeting of the members of the Association convened in accordance with Part 14 and includes an annual general meeting and a special general meeting;

Member means a member of the Association;

Objectives means the powers of the club as set out in Rule 2;

Registered mediator means a person registered as a mediator accredited under the National Mediator Accreditation System developed by the Mediator Standards Board Limited ABN 11 145 829 812;

Regulations means regulations under the Act;

The Registrar means the Registrar of Incorporated Associations;

Rules means the rules of the Club as set out in the terms of these rules;

Secretary means the person appointed to the position responsive for the administrative management of the club;

6. Alteration of the Rules

These Rules and Objectives of the Club must not be altered except in accordance with the Act.

7. Membership

(1) Minimum number of members

The Association must have at least 10 members.

(2) Membership Categories

The Club shall consist of;
a) Participating Members;
b) Parent Members;
c) Other Members; and
d) Life Members.

(3) Participating Members

A person who is registered to participate in any team entered by the Club in any competition is a member. Only participating 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 Club, or to be a member of the Committee, or to propose any other person as a Committee member.

A participating member who has registered for a team and paid the relevant registration fee shall not be required to pay a membership fee and upon receipt of the registration and all relevant fees, the Secretary shall enter the name of the participating member in the register of members. This membership shall remain active for the duration of the competition season, or the period specified by the Club, whichever is applicable

(4) Parent Members

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

The nominated parent or guardian of a junior playing member who has registered for a competition and paid the relevant registration fee shall not be required to pay a membership fee. Upon receipt of all relevant fees and a valid nomination, the Secretary shall enter the name of the parent or guardian in the register of members 7 days after receipt of the nomination, unless the Committee rejects the nomination in accordance with this clause.

The Committee may call for nominations for parent membership no later than 30 days prior to the Annual General Meeting. Nominations must be received no later than 7 days prior to the Annual General Meeting.

As soon as practical of receipt of a nomination, the Committee may reject the nomination and is not required to provide reasons for its decision.

(5) Other Members

A person with an interest in basketball who is not a participating member or parent member, is over the age of 18, who applies for membership, whose application is approved by the Committee, and who pays the membership fee, is eligible to be an Other Member of the Club.

- I. The Committee may call for applications for Other Membership no later than 30 days prior to the Annual General Meeting. Applications must be received no later than 14 days prior to the Annual General Meeting.
- II. A nomination for Other Membership:
 - (i) must be made in writing in the form set out in Appendix 1, or any other form prescribed by the Committee; and
 - (ii) must be lodged with the Secretary of the Club.
- III. As soon as practicable after the receipt of a nomination, the Secretary shall refer the nomination to the Committee.
- IV. Within 14 days of receiving the nomination, the Committee shall determine whether to approve or reject the application. The Committee is not required to provide reasons for any decision to reject a nomination.
- V. If the nomination is approved, the Secretary shall notify the applicant in writing and request payment of the entrance fee and annual subscription, as determined Committee. Payment must be received within 7 days of the notification.
- VI. Upon receipt of the required payment, the Secretary shall enter the applicant's name in the register of members. From the date of entry, the applicant becomes an Other Member of the Club.
- VII. Membership under this category is valid for a period of 12 months from the date of entry in the register of members and may only be renewed by following the same nomination, approval, and payment process set out in this clause.

(6) Life Members

Life Members of the Club may be elected at the Annual General Meeting by a 75% majority of eligible votes, provided that written notice of nomination for such election shall have been given to the Secretary of the Club at least thirty (30) days prior to the meeting.

- (a) Life Membership shall be restricted to those whose service to basketball and/or the Club has been worthy of the highest honour.
- (b) Such service to the club should be over a period no less than 10 years or the person has given such singular and outstanding contribution to basketball, that election to life membership is considered by the club to be appropriate.

- (c) The Committee shall present a written report to the Annual General Meeting on the services of any nominee together with its recommendations as to the suitability for the honour.
- (d) By resolution of 75% majority of eligible votes at an Annual General Meeting of the Club, life membership may be cancelled.
- (e) Life members shall be granted the privileges of free admission to all functions held by the Club and the right to attend and vote at the Annual General Meeting.
- (f) Life members shall be awarded a badge of appropriate design.

8. Register of Members

- (1) The Secretary must keep and maintain a register of members that includes for each current member -
 - (i) the member's name; and
 - (ii) the address last given by the member; and
 - (iii) the email address last given by the member (if available);
 - (iv) the date of becoming a member: and
 - (v) any other information determined by the Committee:
- (2) Any member may upon request, at a reasonable time, and free of charge, inspect the register of members. Contact details will not be disclosed.

Note

Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the register of members.

9. Cessation Of Membership

- (1) A member of the Club may resign from the Club by first giving one month's notice in writing to the Secretary of his or her intention to resign.
- (2) After the expiry of the period referred to in sub rule 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.
- (3) A participating member ceases to be a member if he or she is not registered or has not paid the relevant fees (if applicable) in full to participate in a team representing the Club in a competition conducted in the last 6 months.
- (4) A parent member ceases to be a member if the participating member with respect to which he or she is nominated under Rule 6(3) turns the age of eighteen (18) years or if that child is not registered or has not paid the relevant fees in full to play in a team representing the Club in a competition conducted in the last 6 months.
- (5) Any other member ceases to be a member if their membership is unfinancial for more than six (6) months.

10. Conditions of Membership

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 Club, and to accept, comply with and enforce all decisions of the Club;
- (b) That all members shall manage their affairs in a manner that will not discredit basketball in Victoria and in accordance with the policies of the Club.

11. General Rights of Membership

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 have access to the minutes of general meetings and other documents of the Club as provided under rule 42: and
- (e) To inspect the register of members.

12. Discipline, Suspension and Expulsion of Members

- (1) Subject to these Rules, if the Committee is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming of a member or prejudicial to the interests of the Club, the Committee may by resolution:
 - (a) fine that member an amount not exceeding \$500; or
 - (b) suspend that member from membership of the Club for a specified period; or
 - (c) expel that member from the Club.
- (2) A resolution of the Committee under clause 12(1) does not take effect unless:
 - (a) at a meeting held in accordance with clause 12(3), the Committee confirms the resolution; and
 - (b) if the member exercises a right of appeal to the Club under this rule, the Club confirms the resolution in accordance with this rule.
- (3) A meeting of the Committee to confirm or revoke a resolution passed under clause 12(1) must be held not earlier than fourteen (14) days, and not later than twenty-eight (28) days, after notice has been given to the member in accordance with clause 12(4).

- (4) For the purposes of giving notice in accordance with clause 12(3), the Secretary must, as soon as practicable, cause to be given to the member a written notice:
 - (a) setting out the resolution of the Committee and the grounds on which it is based; and
 - (b) stating that the member or the member's representative (not being a legal practitioner), may address the Committee 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 she or it may do one or both of the following-
 - (i) attend that meeting personally or by a representative;
 - (ii) give to the Committee before the date of that meeting a written statement seeking the revocation or diminution of the resolution;
 - (e) informing the member that, if at that meeting, the Committee confirms the resolution, he, she or it may, not later than forty-eight (48) hours after that meeting, give the Secretary a notice to the effect that he, she or it wishes to appeal to the Club in a General Meeting against the resolution.
- (5) At a meeting of the Committee to confirm or revoke a resolution passed under clause 12(1), the Committee must-
 - (a) give the member, or his, her or its representative (not being a legal practitioner), an opportunity to be heard; and
 - (b) give due consideration to any written statement submitted by the member; and
 - (c) determine by resolution whether to confirm or to revoke the resolution.
- (6) If at the meeting of the Committee, the Committee confirms the resolution, the member may, not later than forty-eight (48) hours after that meeting, give the Secretary a notice to the effect that he, she or it wishes to appeal to the Club in a General Meeting against the resolution.
- (7) If the Secretary receives a notice under clause 12(6), he or she must notify the Committee and the Committee must convene a General Meeting of the Club to be held within twenty-one (21) days after the date on which the Secretary received the notice.

- (8) At a General Meeting of the Club convened under clause 12(7):
 - (a) no business other than the question of the appeal may be conducted;
 - (b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - (c) the member, or his, her or its representative, 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.
- (9) A resolution is confirmed if, at the General Meeting, not less than two-thirds of the members present vote in favour of the resolution. In any other case, the resolution is revoked.

13. Disputes and Mediation

- (1) The grievance procedure set out in this rule applies to disputes under these clauses between-
 - (a) a member and another member; and
 - (b) a member and the Committee; and
 - (c) a member and the Club.
- (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.
- (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.
- (4) The mediator must be-
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:
 - (c) in the case of a dispute between a member and another member, a person appointed by the Committee of the Club; or
 - (d) in the case of a dispute between a member and the Club, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (5) A member of the Club can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

- (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.
- (9) The mediator must not determine the dispute.
- (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.
- (11) A member must not initiate a grievance procedure in relation to a matter that is subject of a disciplinary procedure until the disciplinary procedure has been completed.

14. Annual General Meetings

- (1) The Committee must convene an Annual General Meeting of the Club to be held within five (5) months of the end of the financial year.
- (2) The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting.
- (3) The Committee may determine the date, time and place of the notice Annual General Meeting.
- (4) The ordinary business of the Annual General Meeting shall be-
 - (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 Club during the preceding financial year: and
 - (ii) the financial statements of the club (including Treasurer Statement, Profit & Loss and Balance Sheet) for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
 - (c) to elect the Committee Members of the Club;
 - (d) to transact any other business of which notice in writing shall have been given to the Secretary of the Club at least seven (7) days prior to the date of the meeting.
- (5) The Annual General Meeting may conduct any special business of which notice has been given in accordance with these Rules.
- (6) The Secretary of the Club shall give seven (7) days' notice of the agenda to members and office bearers.

15. Extraordinary General Meetings

- (1) In addition to the Annual General Meeting, other General Meetings may be held in the same year.
- (2) All General Meetings other than the Annual General Meeting are Extraordinary General Meetings.
- (3) The Committee may, whenever it thinks fit, convene an Extraordinary General Meeting of the Club.
- (4) The Committee must, on the request in writing of members representing not less than twenty (20) members entitled to vote, convene an Extraordinary General Meeting of the Club.
- (5) The request for an Extraordinary General Meeting must--
 - (a) state the objectives of the meeting; and
 - (b) be signed by the members requesting the meeting; and
 - (c) be sent to the address of the Club.
- (6) If the Committee does not cause an Extraordinary General Meeting to be held within one (1) month after the date on which the request is sent to the address of the Club, the members making the request, or any of them, may convene an Extraordinary General Meeting to be held not later than three (3) months after that date.
- (7) If an Extraordinary 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 Committee and all reasonable expenses incurred in convening the Extraordinary General Meeting must be refunded by the Club to the persons incurring the expenses.

16. Special Business

All business that is conducted at an Extraordinary General Meeting is special business.

17. Notice of General Meetings

- (1) The Secretary of the Club shall, at least 14 days before the date fixed for holding a General Meeting of the Club, cause to be sent to each member of the Club, a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (2) Notice may be given -
 - (a) By prepaid post to the address appearing in the register of member;
 - (b) By facsimile transmission or electronic transmission; or
 - (c) By placing the notice on the notice board of their main stadium.
- (3) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.

- (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.

17. Quorum at General Meetings

- (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.
- (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.
- (3) If, within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present-
 - (i) in the case of a meeting convened upon the request of members - the meeting must be dissolved; and
 - (ii) 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.
- (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.

18. Presiding at General Meetings

- (1) The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each General Meeting of the Club.
- (2) If the President and the Vice-President are absent from a General Meeting, or are otherwise unable to preside, the members present must select one of their number to preside as Chairperson.

19. Adjournment of Meetings

- (1) The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- (2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (3) If a meeting is adjourned for fourteen (14) days or more, notice of the adjourned meeting must be given in accordance with these Rules.

20. Voting at General Meetings

- (1) All Committee members of the Club and all members eligible to vote shall exercise one vote only at the Annual General Meeting and/or Extraordinary General Meetings of the Club.
- (2) No proxy or postal votes will be allowed at any meeting of the Club.
- (3) 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.
- (4) A member participating in a general meeting as permitted under subrule (3) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

21. Manner of determining whether resolution carried

If a question arising at a general meeting of the Club is determined on a show of hands a declaration by the Chairperson that a resolution has been—

- (a) carried; or
- (b) carried unanimously; or
- (c) carried by a particular majority; or
- (d) lost;

An entry to that effect in the minute book of the Club is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

22. Poll at general meetings

- (1) If at a meeting a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

23. Committee

Role and powers

- (1) The affairs of the Club must be managed by or under the direction of the Committee.
- (2) The Committee shall:
 - (a) control and manage the business and affairs of the Club;
 - (b) subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Club other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Club; and
- (3) Subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Club.

Delegation

- (4) The Committee may, by instrument in writing, create, establish or appoint from amongst its own members, or otherwise, special committees, sub-committees, individuals and consultants to carry out such duties and functions, and with such powers, as the Committee determines other than -
 - (a) this power of delegation; or
 - (b) a duty imposed on the Committee by the Act or any other law.
- (5) The Committee may, in writing, revoke a delegation wholly or in part.

Composition of Committee

- (6) Subject to section 23 of the Act, the Committee shall consist of:
 - (a) the Office Bearers of the Club;
 - I. A President:
 - II. A Vice-President:
 - III. A Secretary:
 - IV. A Treasurer; and
 - (b) three (3) ordinary members.
- (7) The Committee may co-opt up to two (2) other persons to become Committee members for a period which will not exceed the time to the next Annual General Meeting.

General Duties

- (8) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.
- (9) Committee members must exercise the member's powers and discharge the member's duties with reasonable care and diligence.
- (10) Members are required to have a satisfactory Victoria Police criminal record check and Working with Children Check completed.
- (11) In the event of a casual vacancy on the Committee, the Committee may appoint another member to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

Secretary

- (12) The Secretary of the Club is also the Public Officer
- (13) If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.

25. Election of Committee Members

- (1) A member is eligible to be elected or appointed as a committee member if the members -
 - a. Is 18 years or over; and
 - b. Is a participating, parent, ordinary or life member with voting rights.
 - c. Is not a current employee of the club.
- (2) At each Annual general meeting of the club, after the annual report and financial statement of the Club have been received, all positions of the Committee are to be declared vacant.
- (3) Nominations of candidates for election as Committee Members of the Club must be:
 - (a) Made in writing,
 - (b) Delivered to the Secretary of the Club not less than seven (7) days before the date fixed for the holding of the Annual General Meeting.
 - (c) An eligible member of the Association may;
 - (i) nominate himself or herself; or
 - (ii) with the member's consent, be nominated by another member.
 - (d) A candidate may only nominate for one position prior to the Annual General Meeting
 - (e) A member who is nominated for a position and fails to be elected to that position may be nominated at the Annual General Meeting for a position that is at that time not determined.
- (4) 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.
 - 4.1 If only one member is nominated for any vacancy, the Chairperson of the meeting must declare the member elected to the position.
 - 4.2 If more than one member is nominated, a ballot must be conducted at the Annual General Meeting in such manner as the Committee directs.
- (5) Upon the President's election, the new President may take over as Chairperson of the meeting.
- (6) 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.
- (7) If the number of members nominated for the positions of ordinary committee members exceeds the number to be elected, a ballot must be held in such manner as the Committee directs.
- (9) If no nomination is received for any vacancy, nominations may be called for at the meeting.

26. Vacancies

The office of a Committee Member of the Club becomes vacant if the member:

- (a) becomes subject to the provisions of the Bankruptcy Act;
- (b) resigns from office by notice in writing given to the Secretary;
- (c) is removed from office under rule 30;
- (d) dies; or
- (e) becomes a represented person within the Guardianship and Administration Act 2019

27. Meetings of the Committee

- (1) The Committee must meet at least six (6) times in each year at such place and such times as the Committee may determine.
- (2) Special meetings of the Committee may be convened by the President or by any four (4) Committee members.
- (3) Meetings of the Committee may be conducted electronically whereby each Committee member is able to hear and be heard by all other Committee members present. Committee members present in any such electronic meeting shall be deemed to be physically present for the meeting.

28. Notice of Committee Meetings

- (1) Notice of each Committee meeting must be given to each Committee member at least five (5) business days before the date of the meeting.
- (2) Notice must be given to Committee members of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

29. Quorum for Committee Meetings

- (1) Any four (4) Committee members constitute a quorum for the conduct of the business of a meeting of the Executive.
- (2) No business may be conducted unless a quorum is present.
- (3) If within half an hour of the time appointed for the meeting a quorum is not present:
 - (i) in the case of a special meeting - the meeting lapses;
 - (ii) in any other case - the meeting shall stand adjourned to the same place and the same time and day in the following week.

30. Presiding at Committee Meetings

- (1) The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each Committee meeting.
- (2) If the President and the Vice-President are absent from a committee meeting, or are otherwise unable to preside, the Committee members present must select one of their number or another suitable person to preside as Chairperson.

31. Voting at Committee Meetings

- (1) Questions arising at a meeting of the Committee, or at a meeting of any sub-committee appointed by the Committee, shall be determined on a show of hands or, if a Committee member or a member of a sub-committee requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- (2) Each member present at a meeting of the Committee, or member at a meeting of any sub-committee appointed by the Committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the motion is lost.
- (3) A member not physically present at a 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.
- (4) A member participating in a general meeting as permitted under subrule (3) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

32. Removal of Committee member

- (1) The members may, by a resolution of 80% of the members present and eligible to vote at a general meeting remove a committee member from the Committee
- (2) A Committee member who is the subject of a proposed resolution referred to in clause 32(1) may no later than 7 days prior to a general meeting at which a motion for removal is proposed make representations in writing to the Secretary of the Club (not exceeding a reasonable length) and may request that the representations be provided to the members of the Club.
- (3) The Secretary may give a copy of the representations to each member of the Club or, if they are not so given, the Committee member may require that they be read out at the meeting.

33. Minutes of Meetings

The Secretary of the Club must keep minutes of the resolutions and proceedings of each General Meeting, and each Committee meeting, together with a record of the names of Committee members and other persons present at Committee meetings.

34. Management of Funds

- (1) The Treasurer of the Club must-
 - (a) Collect and receive all moneys due to the Club and authorise all payments made by the Club;
 - (b) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt: and
 - (c) keep correct accounts and books showing the financial affairs of the Club with full details of all receipts and expenditure connected with the activities of the Club.

- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the Committee or such other persons as it considers prudent.
- (3) The funds of the Club shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Committee determines.
- (4) The Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit and/or to specified suppliers, without requiring approval from the Committee for each item on which the funds are expended.
- (5) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members.
- (6) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.

37. Notice to Members

- (1) Except for the requirement in Rule 17, any notice that is required to be given to a member, by or on behalf of the Club, under these Rules may be given by-
 - (a) delivering the notice to the member personally; or
 - (b) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
 - (c) sending it by email addressed to the member at that member's email address shown in the register of members.
- (2) Where a document is properly addressed, pre-paid and posted, the document shall, unless the contrary is proved, be deemed to have been delivered at the time at which the document would have been delivered in the ordinary course of post.
- (3) Where a document is sent by e-mail or other electronic means it shall be deemed to have been delivered in the ordinary course of time for delivery by that means.
- (4) Where the time for giving notice under these Rules falls on a non-business day, the notice shall be required to be given by the next business day.

38. Procedural Irregularities

- (1) No decision of the Club or its Committee or sub-committees shall be invalid merely because of a failure to give proper notice under this constitution or the bylaws or other irregularity in procedure required by this constitution or the bylaws unless a person suffers serious detriment as a result of that failure to give proper notice or irregularity in procedure.
- (2) The Club or its relevant sub-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.

39. Unforeseen Matter.

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

40. Dissolution.

- (1) The Association may be wound up voluntarily by special resolution.
- (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.
- (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.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

42. Custody and Inspection of Books and Records

- (1) The Committee must on request make available, or provide copies of, these Rules to members and applicants for membership free of charge.
- (2) Except as otherwise provided in this Constitution, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Club.
- (3) Members may on request inspect free of charge any of the following –
 - (a) the register of members;
 - (b) the minutes of general meetings;
 - (c) subject to subrule (4), the financial records, books, securities and any other **relevant documents** of the Club, including minutes of Committee meetings.

Note - See note following rule 8 for details of access to the register of members.

- (4) The Committee may refuse to permit a member to inspect records or copying of documents that relate to confidential, personal, employment, commercial or legal matters, or where to do so may be prejudicial to the interests of the Association.
- (5) Subject to subrule (4), a member may request a copy of, or make a copy of, any of the other records of the Association referred to in this rule. The Club may charge a reasonable fee for provision of a copy of such a record.
- (6) For the purposes of this rule—

relevant document means any record or other document, however compiled, recorded or stored, that relates to the incorporation and management of the Club and includes the following—

 - (a) a membership record;
 - (b) a financial statement; or record;
 - (c) any other record or document relating to transactions, dealings, business or property of the Association.

APPENDIX 1

APPLICATION FOR MEMBERSHIP OF THE **EXIES-ACMY** BASKETBALL CLUB INC.

I _____ of _____
(name) (address)

Desire to become a member of the **Exies-Acmy** Basketball Club Inc.

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

Signature of Applicant
Date / /

I _____, a member of the Club
(name)

Nominate of the applicant who is personally known to me, for membership of the Club.

Signature of Proposer
Date / /

I _____, a member of the Club second the
(name)

Nomination of the applicant who is personally known to me, for membership of the Club

Signature of Secunder
Date / /