

FINAL: 14 September 2021

CONSTITUTION

MELBOURNE CENTRAL BASKETBALL ASSOCIATION INCORPORATED

Date: [insert]

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1. NAME

The name of the incorporated association is Melbourne Central Basketball Association Incorporated (**Association**).

2. OBJECTS

(a) The Objects of the Association are to:

- (i) represent the interests of Basketball, and all involved in Basketball within the Association, in the Port Phillip and Melbourne Central region and at state and national level;
- (ii) provide individuals of all ages and capabilities with opportunities subject to available resources, to maximise their potential by participating in the highest level of Basketball possible;
- (iii) promote, develop and encourage participation and inclusiveness in the sport of Basketball;
- (iv) conduct competitions at Melbourne Sports and Aquatic Centre (**MSAC**) and such other venues from time to time deemed appropriate;
- (v) have regard to the public interest in its operations; and
- (vi) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

(b) In pursuit of these Objects, the Association will:

- (i) promote and sanction clinics, coaching schools, intrastate and interstate and international matches and competitions which will create or heighten public interest in Basketball in general and on the Association in particular;
- (ii) encourage and assist the formation of clubs to take part in competitions conducted by the Association;
- (iii) provide support and assistance for clubs and teams in all areas of their operations;
- (iv) encourage and support member junior clubs and foster their growth and development;
- (v) encourage and assist in obtaining the highest possible standard of competition and officiating by cooperating with related organisations;
- (vi) choose and manage teams to represent the Association which will compete under the name and logo of Melbourne Tigers;
- (vii) affiliate with Basketball Victoria (**BV**) and actively promote, foster and develop state Basketball;
- (viii) seek sponsorship of various programs and events and income and endorse products that will be consistent with projecting the best image of the sport;

- (ix) take any actions necessary in compliance with Rules laid down by BV or Basketball Australia (**BA**); and
- (x) deal with any matter that the Association may deem to be in the interest of the sport of Basketball

3. **POWERS OF THE ASSOCIATION**

Solely for furthering the Objects set out above, the Association has in addition to the powers and functions under the Act, the legal capacity and powers of a company limited by guarantee as set out under section 124 of the *Corporations Act*.

4. **DEFINITIONS**

In these Rules, unless the contrary intention appears:

Act means the *Associations Incorporation Reform Act 2012 (Vic)*.

By-laws means the playing conditions set by the Board for the conduct of domestic competitions and any other matters governing the Association providing they do not conflict with these Rules.

Board means the Board of the Association.

Director means a member of the Board.

Financial Report means a report within the meaning of these Rules.

Financial year means the year ending on 30 September.

Secretary means person appointed by the Board to be responsible for the administration of the Association.

General Meeting means a general meeting of members convened under these Rules.

Object means the Objects of the Association as set out in **rule 2**.

Regulations means regulations under the Act.

Relevant documents has the same meaning as in the Act.

Rules means these rules of the Association.

5. **ALTERATION OF THE RULES**

These Rules can not be altered except in accordance with the Act.

6. **NOT FOR PROFIT ORGANISATION**

- (a) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (b) **Rule 6(a)** does not prevent the Association:

- (i) from paying a member or representative of a member for goods and/or services provided to the Association so long as the provision of goods and services were first approved by the Board; and/or
- (ii) from reimbursing a member or representative of a member for expenses properly incurred by the member on behalf of the Association,

subject to it being done in good faith and on terms no more favourable if the member was not a member and such payments are first approved by the Board.

7. MEMBERSHIP

7.1 *Membership Categories*

The members of the Association shall consist of BV Members, Community Members, Participating Members, Temporary Members and Life Members.

7.2 *BV Members*

Persons who are the directors and Chief Executive Officer of BV (**CEO**) from time to time are each BV Members of the Association.

7.3 *Community Members*

- (a) On or as soon as practicable after incorporation, a current MSAC Association/User Group upon agreeing to become a member of the Association, shall, be entitled to become a Community Member with such voting and other membership rights as may be set out in this constitution.

Such Association/User Groups currently include:

- (i) CYMS Basketball Association Inc.;
 - (ii) Melbourne Basketball Association Inc.;
 - (iii) Albert Park Junior Basketball Association Inc.;
 - (iv) Victorian Business Houses Basketball Association (unincorporated);
 - (v) Port Phillip Basketball Association Inc.;
 - (vi) Metro & Southern Districts Basketball Association Inc.;
 - (vii) Melbourne Tigers Women's Basketball Association Inc.; and
 - (viii) Melbourne Tigers Basketball Association Inc.
- (b) The Board may admit other community Basketball entities as Community Members from time to time and allocate voting and other membership rights as the Board determines appropriate from time to time and upon such conditions as the Board may stipulate including the time at which such admission takes effect.
 - (c) Notwithstanding **rule 7.3(a)** and **rule 20(b)**, the Board may alter subsequently the voting and other membership rights of a Community Member with one (1) vote to become a Community Member with two (2) votes, upon such conditions as the Board may stipulate including the time at which such alteration takes effect.

7.4 Participating Members

- (a) Participating members include all individuals who are registered by BV who participate in sanctioned activities of the Association. These include players, coaches, referees, managers and officials.
- (b) Participating Members shall not be entitled to notice of, attend, vote at, or propose any motion to, a General Meeting or to propose any person as a member of the Board unless they are also BV Members or a designated representative of a Community Member.

7.5 Life Members

Life Members of the Association 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 at least seven (7) days prior to the meeting.

- (a) Life membership shall be restricted to those whose service to Basketball and the Association has been worthy of the highest honour.
- (b) The Board 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.
- (c) Subject to **rule 7.5(h)**, by resolution of 75% majority of eligible votes at a General Meeting, life membership may be cancelled.
- (d) Life Members have the right to attend the Annual General Meeting and such other privileges as are determined by the Board from time to time.
- (e) Life Members shall be awarded a badge of appropriate design.
- (f) Life Members of a Community Member at formation of the Association under 7.3 are Life Members of the Association.
- (g) Life Members shall not be entitled to vote or propose any motion to a General Meeting of the Association or to propose any other person as a member of the Board unless they are also BV Members or Designated Representatives of a Community Member.
- (h) Where a Life Member is convicted of a serious criminal offence their life membership shall cease and be null and void.

7.6 Temporary Members

- (a) Unless the Board otherwise resolves, the following persons shall be temporary members of the Association:
 - (i) An official or sponsor of another Basketball association PROVIDED HOWEVER that such temporary membership shall be applicable only on those days when a team representing the other Association is playing Basketball at the Association premises.
 - (ii) Any member or official of any team of Basketball players visiting from another Basketball association whose team is involved in playing Basketball at the Association's premises and/or in a competition organised by the

Association PROVIDED HOWEVER that such temporary membership shall be applicable only on those days when the competition in which such team is so involved is being conducted.

- (iii) Any official of another association or a league in which the Association enters or is proposing to enter a team in a competition, whilst such official is visiting the Association on official business.
- (iv) Any individual involved with an activity of the Association will be considered a Participant member under the Temporary member category.
- (b) Unless otherwise determined by the Board, a Temporary Member shall not be required to pay a fee, annual subscription or levy unless they are engaged in a competition or activity in which case they shall be required to pay whatever fee is determined for that activity by the Board.
- (c) A Temporary Member shall not be entitled to vote or propose any motion to a General Meeting, or to be a member of the Board, or to propose any other person as a member of the Board.
- (d) A right, privilege, or obligations of a person of his or her membership of the Association:
 - (i) Is not capable of being transferred or transmitted to another person; and
 - (ii) Terminates upon the cessation of his or her membership whether by death or resignation or otherwise.

8. REGISTER OF MEMBERS

- (a) The Secretary must keep and maintain a register of members (excluding temporary members) containing the:
 - (i) name and contact details of each member;
 - (ii) category of membership; and
 - (iii) date on which each member's name was entered in the register.
- (b) Subject to confidentiality and privacy considerations a member may request to inspect the register free of charge. Such request must be made in good faith and for a proper purpose. If inspection is permitted contact details will not be disclosed.
- (c) A member may not copy entries in the register.

9. CESSATION OF MEMBERSHIP

- (a) A member of the Association who has paid all monies due and payable by him or her or it to the Association may resign from the Association by giving one (1) month's notice in writing to the Secretary of his or her or its intention to resign.
- (b) After expiry of the period referred to in **rule 9(a)**, the member ceases to be a member.
- (c) The Secretary must record in the register of members the date on which a member ceased to be a member.

10. CONDITIONS OF MEMBERSHIP

As conditions of membership all members must:

- (a) agree to abide and be bound by these Rules and By-Laws of the Association and of BV, and to accept, comply with and enforce all decisions of the Association; and
- (b) manage their affairs in a manner that will not discredit Basketball in Victoria and in accordance with the policies of the Association.

11. DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS

- (a) Subject to these Rules, if the Board is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming of a member or prejudicial to the interests of the Association, the Board may by resolution:
 - (i) fine that member an amount not exceeding \$500;
 - (ii) suspend that member from membership of the Association for a specified period; or
 - (iii) expel that member from the Association.
- (b) A resolution of the Board under **rule 11(a)** does not take effect unless:
 - (i) at a meeting held in accordance with **rule 11(c)**, the Board confirms the resolution; and
 - (ii) if the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.
- (c) A meeting of the Board to confirm or revoke a resolution passed under **rule 11(a)** must be held not earlier than fourteen (14) days, and not later than twenty-eight (28) days, after notice has been given to the member in accordance with **rule 11(d)**.
- (d) For the purposes of giving notice in accordance with **rule 11(c)**, the Secretary must, as soon as practicable, cause to be given to the member a written notice:
 - (i) setting out the resolution of the Board and the grounds on which it is based; and
 - (ii) stating that the member or the member's representative (not being a legal practitioner), may address the Board at a meeting to be held not earlier than fourteen (14) days and not later than twenty-eight (28) days after the notice has been given to that member; and
 - (iii) stating the date, place and time of that meeting; and
 - (iv) informing the member that he she or it may do one (1) or both of the following:
 - (A) attend that meeting personally or by a representative; and/or
 - (B) give to the Board before the date of that meeting a written statement seeking the revocation or diminution of the resolution; and

- (C) informing the member that, if at that meeting, the Board confirms the resolution, they may, not later than forty-eight (48) hours after that meeting, give the Secretary a notice to the effect that they wish to appeal to the Association in a General Meeting against the resolution.
- (e) At a meeting of the Board to confirm or revoke a resolution passed under **rule 11(a)**, the Board must:
 - (i) give the member, or their representative (not being a legal practitioner), an opportunity to be heard; and
 - (ii) give due consideration to any written statement submitted by the member; and
 - (iii) determine by resolution whether to confirm or to revoke the resolution.
- (f) If at the meeting of the Board, the Board confirms the resolution, the member may, not later than forty-eight (48) hours after that meeting, give the Secretary a notice to the effect that they wish to appeal to the Association in a General Meeting against the resolution.
- (g) If the Secretary receives a notice under **rule 11(f)**, they must notify the Board and the Board must convene a General Meeting of the Association to be held within twenty-one (21) days after the date on which the Secretary received the notice.
- (h) At a General Meeting of the Association convened under **rule 11(g)**:
 - (i) no business other than the question of the appeal may be conducted; and
 - (ii) the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - (iii) the member, or their representative, must be given an opportunity to be heard; and
 - (iv) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (i) A resolution is confirmed if, at the General Meeting, a majority of members present vote in favour of the resolution. In any other case, the resolution is revoked.

12. DISPUTES AND MEDIATION

- (a) The grievance procedure set out in this rule applies to disputes arising under these Rules between a member and:
 - (i) another member; or
 - (ii) the Association.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all of the parties.

- (c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within ten (10) days, hold a meeting in the presence of a mediator.
- (d) The mediator must be:
 - (i) a person chosen by agreement between the parties; or
 - (ii) in the absence of agreement:
 - (A) in the case of a dispute between a member and another member, a person appointed by the Board; or
 - (B) 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).
- (e) A member of the Association can be a mediator.
- (f) The mediator cannot be a member who is a party to the dispute or otherwise has a material interest in the dispute.
- (g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (h) The mediator, in conducting the mediation, must:
 - (i) give the parties to the mediation process every opportunity to be heard; and
 - (ii) allow due consideration by all parties of any written statement submitted by any party; and
 - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (i) The mediator must not determine the dispute.
- (j) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

13. ANNUAL GENERAL MEETINGS

- (a) The Board may determine the date, time and place of the Annual General Meeting of the Association provided it is held within five (5) months of the end of the financial year.
- (b) The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting.
- (c) The ordinary business of the Annual General Meeting shall be to:
 - (i) confirm the minutes of the previous Annual General Meeting and of any General Meeting held since that meeting; and
 - (ii) receive from the Board reports upon the transactions of the Association during the last preceding financial year including;

- (A) President's Report;
- (B) Secretary's Report;
- (C) Financial Report (including Treasurer Statement, Profit & Loss, Balance Sheet and Auditor's Report (if applicable));
- (iii) elect the Directors of the Association in accordance with this constitution;
- (iv) appoint an auditor for the forthcoming year(s) if applicable not exceeding a 3 year term; and
- (v) 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.
- (d) The Annual General Meeting may conduct any special business of which notice has been given in accordance with these Rules.

14. EXTRAORDINARY GENERAL MEETINGS

- (a) In addition to the Annual General Meeting, other General Meetings may be held in the same year.
- (b) All General Meetings other than the Annual General Meeting are Extraordinary General Meetings.
- (c) The Board may, whenever it thinks fit, convene an Extraordinary General Meeting of the Association.
- (d) The Board must, on the request in writing of members representing not less than one third of voting members , convene an Extraordinary General Meeting of the Association.
- (e) The request for an Extraordinary General Meeting under **rule 14(d)** must:
 - (i) state the objectives of the meeting; and
 - (ii) be signed by the members requesting the meeting; and
 - (iii) be sent to the address of the Association.
- (f) If the Board 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 Association, 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.
- (g) 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 Board and all reasonable expenses incurred in convening the Extraordinary General Meeting must be refunded by the Association to the persons incurring the expenses.

15. SPECIAL BUSINESS

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

16. NOTICE OF GENERAL MEETINGS

- (a) The Secretary shall, at least fourteen (14) days before the date fixed for holding a General Meeting of the Association, cause to be sent to each:
- (i) member entitled to attend General meetings; and
 - (ii) Director of the Association;
- a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (b) Notice may be given by:
- (i) prepaid post to the address appearing in the register of member; or
 - (ii) electronic transmission; or
 - (iii) placing the notice on the notice board of the MSAC basketball stadium.
- (c) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (d) 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

- (a) 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.
- (b) Greater than 50% of 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.
- (c) 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.
- (d) 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

- (a) The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each General Meeting of the Association.
- (b) 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 (1) of their number or other suitable person to preside as Chairperson.

19. ADJOURNMENT OF MEETINGS

- (a) 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.
- (b) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (c) 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

- (a) A Community Member can not also be a BV Member.
- (b) Voting rights held by Members at General Meetings shall be as follows:
 - zero (0) vote – Directors;
 - two (2) votes – Each of the BV Members which shall be exercised by them in person or by their designated representative attending and voting on their behalf;
 - one (1) vote – Each Community Member who the Board decides under **rule 7(3)** is entitled to one (1) vote, which shall be exercised by the Community Member's designated representative attending and voting on its behalf; and
 - two (2) Votes – Each Community Member, who the Board decides under **rule 7(3)** is entitled to two (2) votes, which shall be exercised by the Community Member's designated representative attending and voting on its behalf.
- (c) No proxy or postal votes will be allowed at any meeting of the Association for Community Members. A Community Member must nominate their designated representative in writing to the Secretary prior to the General Meeting. Each BV member may appoint a designated representative to attend and vote on their behalf at any meeting of the Association and must nominate that designated representative in writing to the Secretary prior to the General Meeting.
- (d) A member or Director not physically present at a general meeting may be permitted to participate in the meeting by the use of any technology that allows that member or Director and the other members present at the meeting to clearly and simultaneously communicate with each other.
- (e) A person participating in a general meeting as permitted under **rule 20(d)** is taken to be present at the meeting and, if the member (being authorised to vote) 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 Association 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 Association 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

- (a) If at a meeting a poll on any question is demanded by not less than three (3) members present and eligible to vote, 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.
- (b) 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. BOARD

- (a) The affairs of the Association shall be managed by the Board.
- (b) The Board:
 - (i) shall control and manage the business and affairs of the Association;
 - (ii) shall subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and
 - (iii) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association.
- (c) The Board shall consist of:
 - (i) the Office Bearers of the Association;
 - (ii) three (3) ordinary Directors and
 - (iii) any co-opted Directors.
- (d) All Directors must have and maintain a satisfactory Victoria Police criminal record check and Working with Children Check.

24. DIRECTORS

- (a) The Office Bearers of the Association shall be:
 - (i) a President;
 - (ii) a Vice-President;
 - (iii) a Treasurer; and
 - (iv) a Secretary.
- (b) The provisions of **rule 25**, so far as they are applicable and with the necessary modifications, apply to and are in relation to the election of persons to any of the offices referred to in **rule 24(a)**.
- (c) Each Director of the Association shall hold office for a period of two (2) years. When a person's term of office has come to an end they will relinquish the position at the end of the next Annual General Meeting two (2) years after the date of their election. This person is eligible for re-election unless they have served three (3) consecutive full terms (six (6) years), in which case they are ineligible for election until a further two (2) years has passed or a 75% majority of eligible voters agree to the person being eligible for re-election.
- (d) In the event of a casual vacancy on the Board, the Board may appoint another person to the vacant office and the person appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.
- (e) The President, Treasurer and two (2) ordinary members will be elected in each odd calendar year. The Vice President, Secretary and one (1) ordinary member will be elected in each even calendar year.
- (f) The Board may co-opt up to two (2) other persons to become Directors for a two (2) years period. This person is eligible for re-co-option by the Board unless they have served three (3) consecutive full terms (six (6) years), in which case they are ineligible for co-option until a further two (2) years has passed or a 75% majority of eligible voters agree to the person being eligible for re-election.

25. ELECTION OF DIRECTORS

- (a) Nominations of candidates for election as Directors of the Association must be:
 - (i) made in writing, signed by two (2) members of the Association or an authorised officer or a Community member and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (ii) delivered to the Secretary not less than seven (7) days before the date fixed for the holding of the Annual General Meeting.
- (b) A candidate may only be nominated for one (1) position prior to the Annual General Meeting.
- (c) If no nomination is received for any vacancy, nominations may be called for at the meeting.

- (d) If only one (1) nomination is received for any vacancy to be filled, the candidate nominated shall be deemed elected.
- (e) If the number of nominations for any vacancy exceeds one (1), a ballot shall be held.
- (f) The ballot for the election of Directors will be conducted at the Annual General Meeting in such manner as the Board directs.
- (g) If no nomination is received for any vacancy, and there are no nominations received at the meeting the position shall be deemed a casual vacancy which the Board may fill in accordance with **rule 24(d)**.

26. VACANCIES

The office of a Director of the Association becomes vacant if the Director:

- (a) becomes subject to the provisions of the Bankruptcy Act; or
- (b) resigns from office by notice in writing given to the Secretary or dies; or
- (c) is removed from office under **rule 32**; or
- (d) becomes a represented person within the *Guardianship and Administration Act 1986*.

27. MEETINGS OF THE BOARD

- (a) The Board must meet at least six (6) times in each year at such place such times and by such method as the Board determines.
- (b) Special meetings of the Board may be convened by the President or by any four (4) Directors.
- (c) Meetings of the Board may be conducted electronically whereby each Director is able to hear and be heard by all other Directors present. Directors present in any such electronic meeting shall be deemed to be physically present for the meeting.

28. NOTICE OF BOARD MEETINGS

- (a) Subject to **rule 28(b)** notice of each Board meeting must be given to each Director at least five (5) business days before the date of the meeting.
- (b) Notice must be given to Directors 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 but in urgent matters the notice may be given less than five (5) days prior to the meeting.

29. QUORUM FOR BOARD MEETINGS

- (a) Any four (4) Directors constitute a quorum for the conduct of the business of a meeting of the Board.
- (b) No business may be conducted unless a quorum is present.
- (c) 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 BOARD MEETINGS

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

31. VOTING AT BOARD MEETINGS

- (a) Questions arising at a meeting of the Board, or at a meeting of any sub-committee appointed by the Board, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- (b) Each Director present at a meeting of the Board, or at a meeting of any sub-committee appointed by the Board (including the person presiding at the meeting), is entitled to one (1) vote and, in the event of an equality of votes on any question, the person presiding may exercise a casting vote.

32. REMOVAL OF DIRECTOR

- (a) Members may, by a resolution of 75% majority of eligible voters vote at a general meeting remove a Director from the Board
- (b) A Director who is the subject of a proposed resolution referred to in **rule 32(a)** may, no later than seven (7) days prior to a general meeting at which a motion for removal is proposed, make representations in writing to the Secretary of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (c) The Secretary may give a copy of the representations to each member of the Association, or if they are not so given, the Director may require that they be read out at the meeting.

33. COMMITTEES

Subject to its overall supervision, the Board may delegate the promotion and management of Basketball to such committees (including staff) on such terms and conditions as it considers appropriate from time to time. These may include Senior and Junior Representative Committees and Senior and Junior Domestic Committees. The CEO will be responsible for these committees and will report back to the Board as necessary.

34. MINUTES OF MEETINGS

The Secretary must keep minutes of the resolutions and proceedings of each General Meeting, and each Board meeting, together with a record of the names of Directors and other persons present at Board meetings and of each person present at general meetings.

35. FUNDS

- (a) The Treasurer of the Association must:
 - (i) collect and receive all moneys due to the Association and authorise all payments made by the Association; and
 - (ii) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- (b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by the two (2) members of the Board or such other persons as it considers prudent.
- (c) The funds of the Association shall be:
 - (i) derived from entrance fees, annual subscriptions, sponsorship, grants, donations and such other sources; and
 - (ii) managed in such manner;as the Board determines.

36. SEAL

- (a) The Association may have a common seal.
- (b) If the Association has a common seal it must:
 - (i) be kept in the custody of the Secretary; and
 - (ii) not be affixed to any instrument except by the authority of the Board. The affixing of the common seal must be attested by the signatures either of two (2) Directors or, of one (1) Director and of one (1) other authorised person.

37. NOTICE TO MEMBERS

- (a) Except for the requirement in **rule 16**, any notice that is required to be given to a member, by or on behalf of the Association, under these Rules may be given by:
 - (i) delivering the notice to the member personally; or
 - (ii) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
 - (iii) facsimile transmission; or
 - (iv) electronic transmission.
- (b) Where a document is properly addressed, pre-paid and posted, the document shall, unless the contrary is proved, be deemed to have been delivered at the time at which the document would have been delivered in the ordinary course of post.

- (c) Where a document is sent by facsimile or by e-mail or other electronic means it shall be deemed to have been delivered in the ordinary course of time for delivery by that means.
- (d) Where the time for giving notice under these Rules falls on a non-business day, the notice shall be required to be given by the next business day.

38. PROCEDURAL IRREGULARITIES

- (a) No decision of the Association or its Board or any committee shall be invalid merely because of a failure to give proper notice under these Rules or the By-laws or other irregularity in procedure required by these Rules or the By-laws unless a person suffers serious prejudice as a result of that failure to give proper notice or irregularity in procedure.
- (b) The Association or its Board or any committee 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 these Rules, the Board may take such action as is necessary to protect the interests of the Association.

40. DISSOLUTION.

If, on the winding up of the Association, any property or funds of the Association remains after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of that winding up, that property and funds shall be distributed to BV to re-establish and/or maintain Basketball in the Port Phillip and Melbourne Central region.

41. CUSTODY AND INSPECTION OF BOOKS AND RECORDS

- (a) Except as otherwise provided in these Rule, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.
- (b) Subject always to confidentiality and privacy considerations a member may request to inspect the accounts, books, securities and any other Relevant Documents of the Association (other than members' contact details). Such request must be made in good faith and for a proper purpose. If the Board considers that the request is not made in god faith or for a proper purposes it can deny the request.
- (c) No inspection or copying of documents by members is permitted where to do so would breach a requirement of confidentiality in contract or at law or would breach a provision of privacy legislation.

| Summary Report | |
|---------------------|---------------------------------------|
| Title | compareDocs Comparison Results |
| Date & Time | 2/09/2021 7:08:46 PM |
| Comparison Time | 1.56 seconds |
| compareDocs version | v4.4.0.86 |

| Sources | |
|-------------------|--------------------------------|
| Original Document | Constitution(516120791.2).docx |
| Modified Document | Clean - Constitution.docx |

| Comparison Statistics | |
|-------------------------|-----|
| Insertions | 52 |
| Deletions | 47 |
| Changes | 8 |
| Moves | 0 |
| Font Changes | 0 |
| Paragraph Style Changes | 0 |
| Character Style Changes | 0 |
| TOTAL CHANGES | 107 |
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| Word Rendering Set Markup Options | |
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| Character Style Changes | |
| Inserted cells | |
| Deleted cells | |
| Merged cells | |
| Changed lines | Mark right border. |
| Comments color | By Author. |
| Balloons | False |

| compareDocs Settings Used | Category | Option Selected |
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| Open Comparison Report after saving | General | Always |
| Report Type | Word | TrackChanges |
| Character Level | Word | False |
| Include Headers / Footers | Word | True |
| Include Footnotes / Endnotes | Word | True |
| Include List Numbers | Word | True |
| Include Tables | Word | True |
| Include Field Codes | Word | True |
| Include Moves | Word | False |
| Flatten Field Codes | Word | False |
| Show Track Changes Toolbar | Word | True |
| Show Reviewing Pane | Word | True |
| Update Automatic Links at Open | Word | [Yes / No] |
| Summary Report | Word | End |
| Detail Report | Word | Separate (View Only) |
| Document View | Word | Print |
| Remove Personal Information | Word | False |