



# **Mornington District Basketball Association Incorporated**

**Constitution at May 2013**

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## PART 1 - PRELIMINARY

### 2. Name

The name of the incorporated association is Mornington District Basketball Association Incorporated.

### 3. Purposes

The purposes of the association are—

3.1. The purpose of the Association shall be to:

- a. represent the interests of basketball and all involved in basketball within the Association, the Mornington region and at state and national level;
- b. provide individuals with opportunities to maximise their potential by competing in the highest level of basketball possible, given their own ability; and
- c. promote, develop and encourage participation in the sport of basketball.

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

- a. provide support and assistance for clubs and teams in all areas of their operations;
- b. encourage and support member junior clubs and foster their growth and development;
- c. choose and manage teams to represent the Association;
- d. affiliate with Basketball Victoria (hereinafter referred to as “BV”) and actively promote, foster and develop state basketball;
- 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 Association may deem to be in the interest of the sport of basketball.

### 4. Financial Year

The financial year of the Association is each period of 12 months ending on December 31<sup>st</sup>

### 5. Definitions

In these rules-

***absolute majority***, of the Committee, means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting);

**Chairperson**, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 33;

**Committee** means the Committee 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 a member of the Committee elected or appointed under Division 3 of Part 5

**executive** is the officers of the association

**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 4 and Part 3 Division 2 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

**member** means a member of the Association.

**special resolution** means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

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

**the Registrar** means the Registrar of Incorporated Associations

## Part 2 - Powers of The Association

### 6. Powers of Association

- (1) To acquire, hold, deal with and dispose of any real or personal property for the purpose of satisfying the Objectives of the Association;
- (2) To open and operate bank accounts:
- (3) To invest its money -:
  - in any security in which trust moneys may be invested; or
  - in any other manner authorised by the rules of the Association:
- (4) To borrow money for capital works for the purpose of satisfying the Objectives of the Association upon such terms and conditions as the Association thinks fit;
- (5) To give such security for the discharge of liabilities incurred by the Association on its behalf for reward or otherwise.

- (6) To build construct, erect, maintain, alter and repair any premises, building or the other structure of any kind and to furnish, equip and improve the same for use by the Association for the purpose of satisfying the Objectives of the Association.
- (7) Accept donations and gifts in accordance with the Objectives of the Association.
- (8) Print and publish any approved information by any media including newsletters, newspapers, articles or leaflets for promotion of the Association.
- (9) Provide gifts and prizes in accordance with the Objectives of the Association;
- (10) Organise social events for members and the promotion of the Association.
- (11) To enter into any other contract the Association considers necessary or desirable for the purpose of satisfying the Objectives of the Association:
- (12) Appoint such Committee and sub-committees as from time to time are considered necessary for the good conduct of the affairs of the Association;
- (13) Make By-laws governing the conduct of the Association's activities; and
- (14) Otherwise do all things which are incidental to or necessary for the attainment of the Objectives of the Association.

## **7. Not for profit organisation**

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Sub rule (1) does not prevent the Association from paying a member
  - a. reimbursement for expenses properly incurred by the member; or
  - b. for goods or services provided by the member
- (3) If this is done in good faith on terms no more favourable than if the member was not a member.

## **PART 3 - MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES**

### **Division 1—Membership**

## **8. Membership**

### **8.1. Membership Categories**

The Association shall consist of Player Members, Parent Members, Other Members, Temporary Members and elected Life Members.

- (1) Player Members

This category includes:

- A person who is registered to play in any competition conducted by the Association or is selected to play in any team representing the Association in any other competition is a member.
- All coaches, both domestic and representative whose names appear on the registration sheets.
- Referees who are financial members of the Mornington referees association.

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 Committee, or to propose any other person as a member of the Committee.

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 registration and all relevant fees, the Secretary shall enter the name of the playing member in the register of members.

## (2) 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 he or she represents 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 and in receipt of the registration and all relevant fees, the Secretary shall enter the name of the parent or guardian in the register of members.

## (3) Other Members

- a. A person over the age of 18 with an interest in basketball who is not a playing member or parent member who applies for membership, whose application is approved by the Committee and who pays the membership fee is eligible to be a member of the Association.
- b. A nomination of a person for membership of Association:
- c. Shall be made in writing in the form set out in Appendix 1; and
  - Shall be lodged with the Secretary of the Association.
  - As soon as practicable after the receipt of a nomination, the Secretary shall refer the nomination to the Committee.
- d. The nomination being referred to the Committee, the Committee 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.

- e. Upon the nomination being approved by the Committee, the Secretary shall, with as little delay as possible, notify the nominee in writing that he or she is approved for membership of the Association and request payment within the period of 28 days after receipt of the notification of the sum payable under these Rules as the entrance fee and the first year's annual subscription.
- f. The Secretary shall, upon payment of the amounts referred to in sub-clause (e) within the period referred to in that sub-clause, 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.

#### (4) Temporary Members

Unless the Committee or the Association shall otherwise resolve, the following persons shall be temporary members of the Association.

- a. A player, official, member or sponsor of the Association PROVIDED HOWEVER that such temporary membership shall be applicable only on those days when a team representing the Association is playing basketball at the Association premises.
- b. 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 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.
- c. Any official of an Association or league in which the Association enters or is proposing to enter a team in a competition, whilst such official is visiting the *Mornington* area on official business.

A temporary member shall not be required to pay a fee, annual subscription or levy.

A temporary member shall not be entitled to vote or propose any motion to a General Meeting of the Association, or to be a member of the Committee, or to propose any other person as a member of the Committee.

#### (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 of the Association 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 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.
- c. By resolution of 75% majority of eligible votes at an Annual General Meeting of the Association, life membership may be cancelled.
- d. Life members shall be granted the privileges of free admission to all functions held by the association and the right to attend and vote at the Annual General Meeting.

## **9. Annual subscription and joining fee**

The entrance fee and the annual subscription shall be fixed by the Committee from time to time and is payable in advance on or before the 31<sup>st</sup> day of December each year.

## **10. General rights of members**

- 1) A member of the Association who is entitled to vote has the right
  - a. to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
  - b. to submit items of business for consideration at a general meeting; and
  - c. to attend and be heard at general meetings; and
  - d. to vote at a general meeting; and
  - e. to have access to the minutes of general meetings of the Association 75;
- 2) A member is entitled to vote if
  - a. the member is over 18
  - b. more than 10 business days have passed since he or she became a member of the Association; and
  - c. the member's membership rights are not suspended for any reason.

## **11. Rights not transferable**

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

## **12. Register of members**

The Secretary must keep and maintain a register of members that includes—

- (1) for each current member—
  - a. the member's name;
  - b. the address for notice last given by the member;
  - c. the date of becoming a member;
  - d. any other information determined by the Committee; and
- (2) for each former member, the date of ceasing to be a member.

### **13. Cessation of membership**

- (1) If a person ceases to be a member of the Association, the Secretary must, without delay, enter the date the person ceased to be a member in the register of members.
- (2) The membership of a person ceases on resignation, expulsion or death.
- (3) A member may resign by written notice addressed and posted to the Association or given personally to a committee member.
- (4) A member of the Association who has failed to pay the prescribed fee within a period of one month of the date determined by the Committee under Rule 6, will be deemed to have resigned his or her membership, and shall cease to be a member
- (5) A Player Member ceases to be a member when the member is not registered with the association for more than 2 months
- (6) A Parent Member ceases to be a member when the Player Member that the Parent Member represents is not registered with the association for more than 2 months or turns 18 years of age

## **Division 2—Disciplinary Suspension and Expulsion of Members**

### **14. Discipline Sub Committee**

- (1) The Committee will establish a Discipline sub -committee consisting of three members to consider any issues that fall within this division.
- (2) The members of the Disciplinary Subcommittee—
  - a. The convenor or chair will be a member of and appointed by the Committee.
  - b. The Committee will appoint two other members of the sub-committee, from outside of the Committee whom shall have relevant qualifications and/or experience in dealing with disputed and/or discipline issues.
  - c. must not be biased against, or in favour of, the member concerned, or have a conflict of interest.
- (3) Subject to these Rules, if the Discipline Sub-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 Association, the Sub-Committee may by resolution implement the discipline investigation procedures.
- (4) If the matter is not of a disciplinary nature the Sub-Committee may direct the issues to a more appropriate sub-committee to consider and take action.

### **15. Notice to member**

When any disciplinary investigation is taken against a member, the Chair of the sub-committee must give written notice within 14 days

- (1) to the member member—
  - a. stating that the Sub Committee proposes to investigate a specific matter.
  - b. stating the grounds for the proposed investigation;
  - c. Outlining the process for such an investigation.
- (2) To the Committee of Management that they are investigating a matter against the member that may or may not result in disciplinary action.

## **16. Discipline outcome**

- (1) Subject to these Rules and processes if the Sub-Committee is of the opinion that a member has refused or neglected to comply with these Rules and/or the Association's By- Laws, or has been guilty of conduct unbecoming of a member or prejudicial to the interests of the Association, the Sub-Committee may by resolution:
  - a. Provide the member with a first and/or final warning notice/ letter: or
  - b. suspend that member from membership of the Association for a specified period; or
  - c. expel the member from the Association.
- (2) At the conclusion of the investigation the member must be informed in writing within 7 days of the decision, the grounds on which it is based and, if disciplinary action is a result inform the member of their appeal rights under rule 16.

## **17. Appeal rights**

- (1) A person who has had disciplinary action taken against them under rule 16 may give notice to the effect that they wish to appeal against that decision
- (2) The notice must be in writing and given to the Complaints Sub-Committee not later than 7 days after he or she has received notification of the decision.
- (3) The Sub-committee chair will immediately notify the President that person has given notice under sub rule 16 (1), a disciplinary appeal meeting of the Committee of Management must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (4) The chair of the sub-committee will not participate in Committee deliberations on these issues. They can present the report of the sub-committee's investigation.

## **18. Conduct of disciplinary appeal meeting**

- (1) At a disciplinary appeal meeting—
  - a. no business other than the question of the appeal may be conducted; and
  - b. the Sub- Committee must state the grounds reasons for taking that action; and
  - c. the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.

- (2) After complying with sub rule (1), the Committee members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.

## **Division 2—Grievance Procedures**

### **19. Application**

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

### **20. Resolution of the dispute**

- (1) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of all parties.
- (2) A Committee representative will assist with the organisation of the initial meeting between the two parties and shall act as facilitator for both parties, should the member(s) agree.
- (3) This meeting may
  - a. Reach agreement on the issue
  - b. Establish guidelines and procedures agreed by both parties without resolving the issue.
  - c. If the matter does not involve the Committee refer the issue to the Committee
  - d. Decide the matter is serious enough to be referred to a mediator.

### **21. Appointment of mediator**

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 19, the parties must within 10 days—
  - a. notify the Committee of the dispute; and
  - b. agree to or request the appointment of a mediator; and
  - c. attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
  - a. a person chosen by agreement between the parties; or
  - b. in the absence of agreement—
    - if the dispute is between a member and another member—a person appointed by the Committee; or

- if the dispute is between a member and the Committee or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.

## **PART 4—GENERAL MEETINGS OF THE ASSOCIATION**

### **22. Annual general meetings**

- (1) The Committee must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- (2) The Committee may determine the date, time and place of the annual general meeting.
- (3) The ordinary business of the annual general meeting is as follows
  - a. to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
  - b. to receive and consider
    - the annual report of the Committee on the activities of the Association during the preceding financial year; and
    - the financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
  - c. to elect the members of the Committee;
- (4) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

### **23. Special general meetings**

- (1) The Committee may convene a special general meeting whenever it thinks fit.
- (2) The Committee must convene a special general meeting if a request to do so is made in accordance with subrule (3) by at least 30 eligible voting members.
- (3) A request for a special general meeting must
  - a. be in writing; and
  - b. state the business to be considered at the meeting and any resolutions to be proposed;  
and
  - c. include the names and signatures of the members requesting the meeting; and
  - d. be given to the Secretary.
- (4) If the Committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (5) A special general meeting convened by members under subrule (4)—

- a. must be held within 3 months after the date on which the original request was made; and
  - b. may only consider the business stated in that request.
- (6) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (4)

**24. 23. Notice of general meetings**

- (1) The Secretary (or, in the case of a special general meeting convened under rule 22(2), the members convening the meeting) must give to each member of the Association
- a. at least 28 days' notice for the annual general meeting or any other general meeting where a special resolution is proposed; or
  - b. at least 14 days' notice of a general meeting in any other case.
- (2) The notice must
- a. specify the date, time and place of the meeting; and
  - b. indicate the general nature of each item of business to be considered at the meeting; and
  - c. if a special resolution is to be proposed—
    - state in full the proposed resolution; and
    - state the intention to propose the resolution as a special resolution; and
  - d. The notice may be given in writing, electronically or by posting notices at the stadium
- (3) A member desiring to bring any business before a meeting may notify in writing, the Secretary of that business, who must include that business in the notice calling the next general meeting.
- (4) No business other than that set out in the notice convening the meeting may be conducted at the meeting.

**25. Use of technology**

- (1) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a member participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

## **26. Quorum at general meetings**

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence of 30 financial members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
  - a. in the case of a meeting convened by, or at the request of, members under rule 21(2)—the meeting must be dissolved;
  - b. in any other case—
    - the meeting must be adjourned to a date not more than 21 days after the adjournment; and
    - notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the members present at the meeting (if not fewer than 6) may proceed with the business of the meeting as if a quorum was present.

## **27. Adjournment of general meeting**

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned
- (3) if there is insufficient time to deal with the business at hand; or
- (4) to give the members more time to consider an item of business.
- (5) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (6) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 23.

## **28. Voting at general meeting**

- (1) Only members of the Association over the age of 18 years will be entitled to vote. Each member shall be entitled to one vote.
- (2) On any question arising at a general meeting—

- a. subject to subrule (3), each member who is entitled to vote has one vote; and
  - b. members must vote personally; and
  - c. except in the case of a special resolution, the question must be decided on a majority of votes.
- (3) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (4) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- (5) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 16.

## 29. **Special resolutions**

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

## 30. **Determining whether resolution carried**

- (1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been
- a. carried; or
  - b. carried unanimously; or
  - c. carried by a particular majority; or
  - d. lost
- and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (2) If a poll (where votes are cast in writing) is demanded by three or more members on any question
- a. the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
  - b. the Chairperson must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- a. A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson



### **31. Minutes of general meeting**

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

## **PART 5—COMMITTEE OF MANAGEMENT**

### **32. Division 1—Powers of Committee**

#### **33. Role and powers**

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

#### **Division 2—Composition of Committee and duties of members**

### **34. Composition of Committee**

The Committee consists of—

- a. a President; and
- b. a Vice-President; and
- c. a Secretary; and
- d. a Treasurer; and
- e. 6 ordinary members elected under rule 40

### 35. **President and Vice-President**

- (1) Subject to sub rule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any committee meetings.
- (2) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—
  - a. in the case of a general meeting—a member elected by the other members present; or
  - b. in the case of a committee meeting—a committee member elected by the other committee members present.

### 36. **Secretary**

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- (2) The Secretary must—
  - a. maintain the register of members in accordance with rule 11; and
  - b. keep custody of the common seal (if any) of the Association and, except for the financial records, all books, documents and securities of the Association in accordance with rule 54; and
  - c. perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

### 37. **Treasurer**

- (1) The Treasurer of the Association must oversee
  - a. the collection of all moneys due to the Association and the payments authorised by the Association; and
  - b. that correct accounts and books are kept showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the committee.

### 38. **General Duties**

- (1) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.
- (2) The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with these Rules.

- (3) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Committee members must exercise their powers and discharge their duties
  - a. in good faith in the best interests of the Association; and
  - b. for a proper purpose.
- (5) Committee members and former committee members must not make improper use of
  - a. their position; or
  - b. information acquired by virtue of holding their position—

so as to gain an advantage for themselves or any other person or to cause detriment to the Association.
- (6) In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

### **Division 3—Election of Committee members and tenure of office**

#### **39. Who is eligible to be a Committee member**

A member is eligible to be elected or appointed as a committee member if the member

- (1) is 18 years or over; and
- (2) is entitled to vote at a general meeting and
- (3) is not employed by the MDBA under any Industrial Award.

#### **40. Nominations**

- (1) Nominations of candidates for election as officers of the Association or as ordinary members of the Committee
  - a. shall be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the nomination form) and
  - b. shall be delivered to the Secretary of the Association not less than 10 days before the date fixed for the holding of the AGM.
- (2) A member may nominate for more than one position but cannot be elected to more than one position.
- (3) A nomination of a candidate for the election under this clause is not valid if that candidate has been elected to another office for election at the same election.

- (4) If insufficient nominations are received for any vacancy, nominations may be called for at the general meeting.

#### **41. Returning Officer**

- (1) The Committee should appoint a person to act as returning officer to conduct the ballot in case a ballot is required for an election for any position.
- (2) The returning officer must not be a member nominated for any position.
- (3) The Committee must direct the Returning Officer on the manner in which the ballot is to be conducted.

#### **42. Ballot**

- (1) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected, before further nominations are called for.
- (2) If the number of nominations received is equal to the number of vacancies to be filled, the candidates nominated shall be deemed to be elected.
- (3) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
  - a. Before the ballot is taken, each candidate may make a short speech in support of his or her election.
  - b. The election must be by secret ballot
- (4) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (5) If the returning officer is unable to declare the result of an election under sub rule (4) because 2 or more candidates received the same number of votes, the returning officer must
  - a. conduct a further election for the position in accordance with Rule 40 to decide which of those candidates is to be elected; or
  - b. with the agreement of those candidates, decide by lot which of them is to be elected.

#### **43. Term of office**

- (1) Each Committee member shall hold office for a period of two (2) years. When a person's term of office has come to an end he or she will relinquish the position at the end of the next annual general meeting two years after the date of his or her election. This person is eligible for re-election.
- (2) 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.

- (3) When the remainder of the term was greater than 12 months an election will be held at the AGM for the remaining 12 months.
- (4) The President, Secretary and three (3) ordinary members will be elected in each even calendar year. The Vice President, Treasurer and three (3) ordinary members will be elected in each odd calendar year.

#### **44. Vacation of Office**

- (1) A committee member may resign from the Committee by written notice addressed to the Committee.
- (2) A person ceases to be a committee member if he or she
  - a. ceases to be a member of the Association; or
  - b. fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 47 or without reasonable excuse as decided by the Committee; or
  - c. otherwise ceases to be a committee member by operation of section 78 of the Act.
- (3) If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.

### **Division 4—Meetings of Committee**

#### **45. Meetings of Committee**

- (1) The Committee must meet at least 6 times in each year at the dates, times and places determined by the Committee.
- (2) Special committee meetings may be convened by the President or by any 4 members of the Committee.

#### **46. Use of technology**

- (1) A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a committee member participating in a committee meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

#### **47. Notice of meetings**

- (1) Notice of each committee meeting must be given to each committee member no later than 2 working days before the date of the meeting.
- (2) Notice may be given of more than one committee meeting at the same time
- (3) The notice must state the date, time and place of the meeting
- (4) If a special committee meeting is convened, the notice must include the general nature of the business to be conducted
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

#### **48. Leave of absence**

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

#### **49. Quorum**

- (1) No business may be conducted at a Committee meeting unless a quorum is present.
- (2) The quorum for a committee meeting is the presence (in person or as allowed under rule 44) 50% plus 1 of the committee members then holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting
  - a. in the case of a special meeting—the meeting lapses;
  - b. in any other case—the meeting must be adjourned to a date no later than 14 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 45(1)
- (4) If no quorum is present at a scheduled Committee meeting every attempt must be made using technology to allow members to participate (Rule 44). If a quorum cannot still be obtained then the executive is delegated to make decisions on matters related to finances or competitions when the action is required before the next scheduled Committee of Management meeting. The minutes of such an executive meeting held under this Rule must include an account of the steps taken to obtain a quorum.

## **50. Presiding at Committee Meetings**

- (1) At meetings of the committee-the President or, in the President's absence, the Vice-President presides
- (2) if the President and the Vice President are absent, or unable to preside, the members present must choose one of their numbers to preside.

## **51. Voting at Committee Meetings**

- (1) On any question arising at a committee meeting, each committee member present at the meeting has one vote.
- (2) A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.
- (3) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted

## **52. Conflict of interest**

- (1) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
- (2) The member
  - a. must not be present while the matter is being considered at the meeting; and
  - b. must not vote on the matter.
- (3) If there are insufficient committee members to form a quorum because a member or members who have a material personal interest are disqualified from voting on a matter then the eligible members may make the decision.,
- (4) 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.

## **PART 6—FINANCIAL MATTERS**

### **53. Source of funds**

The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.

### **54. Management of funds**

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- (3) The Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members.
- (5) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- (6) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction

### **55. Financial records**

- (1) The Association must keep financial records that
  - a. correctly record and explain its transactions, financial position and performance; and
  - b. enable financial statements to be prepared as required by the Act.
- (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control
  - a. the financial records for the current financial year; and
  - b. any other financial records as authorised by the Committee.



## **56. Financial statements**

- (1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting sub rule(1), those requirements include
  - a. the preparation of the financial statements;
  - b. if required, the review or auditing of the financial statements;
  - c. the certification of the financial statements by the Committee;
  - d. the submission of the financial statements to the annual general meeting of the Association;
  - e. the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

## **PART 7—GENERAL MATTERS**

### **57. Common seal**

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

### **58. Registered address**

The registered address of the Association is

- a. the address determined from time to time by resolution of the Committee; or
- b. if the Committee has not determined an address to be the registered address—the postal address of the Secretary.

### **59. Alteration of Rules**

These Rules may only be altered by special resolution of a general meeting of the Association in accordance with the Act.

## **60. Notice requirements**

- (1) Any notice required to be given to a member or a committee member under these Rules may be given
  - a. by handing the notice to the member personally; or
  - b. by sending it by post to the member at the address recorded for the member on the register of members; or
  - c. by email or facsimile transmission.
- (2) Any notice required to be given to the Association or the Committee may be given
  - a. by handing the notice to a member of the Committee; or
  - b. by sending the notice by post to the registered address; or
  - c. by leaving the notice at the registered address; or
  - d. if the Committee determines that it is appropriate in the circumstances
    - by email to the email address of the Association or the Secretary; or
    - by facsimile transmission to the facsimile number of the Association.

## **61. Custody and inspection of books and records**

- (1) 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 Association.
- (2) All accounts, books, securities and any other relevant documents of the Association (other than members contact details) must be available for inspection free of charge by any member upon request.
- (3) A member may make a copy of any accounts, books, securities and any other relevant documents of the Association unless to do so would compromise the privacy of another member.
- (4) 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

## **62. Winding up and cancellation**

- (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.

Go back to rule 34