

CONSUMER AFFAIRS VICTORIA

**ASSOCIATIONS  
INCORPORATION  
REFORM ACT (2012)**

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Part 3



**Constitution**

of

**Keilor Basketball Association Inc**

**Amendment 2016**



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### PART 1—PRELIMINARY

**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

- 1.1 The Association shall be called the Keilor Basketball Association (KBA) “Incorporated” and shall hereinafter be referred to as the “Association”
- 1.2 The Association is an incorporated association, registered in the State of Victoria, and carries the registration number A0013698P

#### 2 Purpose and guiding principles

##### 2.1 Purpose

- 2.1.1 Keilor Basketball Association exists to facilitate, organise and promote the playing of competitive basketball for the people of the district of Keilor and its surrounds.

##### 2.2 Principles

- 2.2.1 Keilor Basketball Association is to:
  - 2.2.1.1 be an organisation of members governed by elected volunteers,
  - 2.2.1.2 abide by the laws, regulations and requirements of applicable governments councils and authorities,
  - 2.2.1.3 conduct its business and dealings in an honest manner,
  - 2.2.1.4 take guidance from relevant sporting organisational bodies such as Basketball Victoria and Basketball Australia,
  - 2.2.1.5 provide access to facilities which are fit for purpose and healthy and safe environments,
  - 2.2.1.6 promote enjoyment, inclusion, equity and the principles of sportsmanship and fair play,
  - 2.2.1.7 conduct competitions open to a wide range of age groups,
  - 2.2.1.8 facilitate the development of its players, coaches, officials, staff members, and volunteers.

#### 3 Financial Year

- 3.1 The Financial Year of the Association is each period of 12 months ending upon 30 September.

#### 4 Definitions

- 4.1 In these Rules, unless the contrary intention appears—
  - 4.1.1 **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);
  - 4.1.2 **Association Office Manager** means person appointed by the Committee responsible for the administrative management of the Association.



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- 4.1.3 **Chairperson**, of a General Meeting or Committee Meeting, means the person chairing the meeting as required under rule 33;
  - 4.1.4 **Committee** means the Committee of Management of the Association;
  - 4.1.5 **Committee Meeting** means a meeting of the Committee held in accordance with these Rules;
  - 4.1.6 **Committee Member** means a member of the Committee elected or appointed under Division 3 of Part 5;
  - 4.1.7 **Disciplinary Appeal Meeting** means a meeting of the members of the Association convened under rule 17;
  - 4.1.8 **Disciplinary Meeting** means a meeting of the Committee convened for the purposes of rule 17;
  - 4.1.9 **Disciplinary Subcommittee** means the subcommittee appointed under rule 20;
  - 4.1.10 **Financial Year** means the year as determined in rule 3;
  - 4.1.11 **General Meeting** means a General Meeting of members convened in accordance with rules 26, 27 and 20, and includes an Annual General Meeting, a Special General Meeting and a Disciplinary Appeal Meeting;
  - 4.1.12 **member** means a member of the Association defined under rule 9;
  - 4.1.13 **member entitled to vote** means a member who under rule 9 is entitled to vote at a General Meeting;
  - 4.1.14 **Ordinary Member of the Committee** means a member of the committee who is not an officer of the Association under rule 41.2.2;
  - 4.1.15 **Playing Member** means a member referred to in rule 9.4;
  - 4.1.16 **Regulations** means regulations under the Act;
  - 4.1.17 **relevant documents** has the same meaning as in the Act;
  - 4.1.18 **Special Resolution** means a resolution that requires not less than three-quarters of the members voting at a general meeting, to vote in favour of the resolution;
  - 4.1.19 **the Act** means the Associations Incorporation Reform Act 2012 and includes any Regulations made under that Act;
  - 4.1.20 **the Registrar** means the Registrar of Incorporated Associations;
- 4.2 In these Rules, a reference to the Secretary of an Association is a reference—
- 4.2.1 if a person holds office under these Rules as Secretary of the Association—to that person; and
  - 4.2.2 in any other case, to the Public Officer of the Association.



## PART 2—POWERS OF ASSOCIATION

### 5 Powers of Association

- 5.1 To acquire, hold deal with and dispose of any real or personal property for the purpose of satisfying the Purposes of Keilor Basketball Association.
- 5.2 To open and operate bank accounts.
- 5.3 To invest its money:
  - 5.3.1 in any security in which trust moneys may be invested; or
  - 5.3.2 in any other manner authorised by the rules of the Association.
- 5.4 To borrow money for capital works to satisfy the purposes of the Association upon such terms and conditions as it thinks fit.
- 5.5 To give such security for the discharge of liabilities incurred by the Association on its behalf for reward or otherwise.
- 5.6 To build, construct, erect, maintain, alter and repair any premises, building 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 purposes of the Association which must comply with all relevant building codes and regulations for buildings.
- 5.7 Accept donations, sponsorship and gifts in accordance with the purposes of the Association
- 5.8 Print and publish any approved information by any media including newsletters, newspapers, articles or leaflets for promotion of the Association.
- 5.9 Provide gifts, awards and prizes in accordance with the purposes of the Association.
- 5.10 Organise social events for members and the promotion of the Association.
- 5.11 To enter into any other contract the Association considers necessary or desirable for the purpose of satisfying the purposes of the Association.
- 5.12 Appoint such Committee and sub-committees as from time to time are considered necessary for the good conduct of the affairs the Association.
- 5.13 Make By-laws governing the conduct of the Association activities; and
- 5.14 Otherwise do all things which are incidental to or necessary for the attainment of the purposes of the Association.

### 6 Not for profit organisation

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



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

### **Division 1—Membership**

#### **7 Minimum number of members**

- 7.1 The Association must have at least 10 members.

#### **8 Eligibility to be a member**

- 8.1 Any person who supports, and can demonstrate support of, the purposes of the Association is eligible for membership.
- 8.2 Any person who holds a management, committee or board role in a body that governs a similar, competing Association will be temporarily ineligible for membership for the period of tenure within that other Association. The membership of that person will be suspended without prejudice for that period of tenure - a strictly non-disciplinary suspension of membership.

#### **9 Membership Categories**

- 9.1 The Association shall consist of elected Life Members, Ordinary Members and Playing Members.
- 9.2 Life Members
- 9.2.1 Life Members of the Association may be elected at the Annual General Meeting by a three-fourths (3/4) majority of those present and entitled to vote, provided that written notice of nomination for such election shall have been given to the Secretary of the Association at least twenty-eight (28) days prior to the meeting.
- 9.2.2 Life membership shall be considered by the Committee, or by a Sub-Committee;
- 9.2.3 A nominee shall be considered upon the grounds approved from time-to time by the Committee. Such grounds shall include but not be limited to—
- 9.2.3.1 Length of service
- 9.2.3.2 Level of contribution
- 9.2.3.3 Effectiveness of contribution
- 9.2.3.4 Ongoing commitment to the purposes of the association as described in rule 2 above.
- 9.2.4 The Committee of Management 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.
- 9.2.5 By resolution of a three-fourths majority of those present and entitled to vote at an Annual General Meeting of the Association, life membership may be cancelled.
- 9.2.6 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.
- 9.2.7 Life Members shall be awarded a badge of appropriate design.
- 9.2.8 Upon membership being granted the members name shall be entered in the register of Life Members





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### 9.3 Ordinary Members

- 9.3.1 An Ordinary Member is a person over the age of eighteen (18) years who has been elected by the Committee and who has paid an annual subscription determined by the Committee payable yearly in advance.

### 9.4 Playing Members

- 9.4.1 A Playing Member is any person over the age of eighteen (18) years who is both registered and financial under competition rules or association bylaws for the current season in any domestic competition convened by the Association, or
- 9.4.2 A Playing Member is any person over the age of eighteen (18) years who is a registered and financial player under competition rules or association bylaws for the current season in any representative competition convened by the Association, or
- 9.4.3 A Playing Member is any person over the age of eighteen (18) years who is a registered coach under competition rules or association bylaws for the current season in any representative competition convened by the Association, or
- 9.4.4 A Playing Member is a parent or legal guardian of one or more person(s) under the age of eighteen (18) years who is both registered and financial under competition rules or association bylaws for the current season in any domestic or representative competition convened by the Association.

## 10 Conditions of Membership

- 10.1 The member agrees to abide and be bound by the constitution, By-Laws and playing rules of the Association, and to accept and enforce all decisions of the Association.
- 10.2 Each Ordinary member shall pay an annual affiliation or membership fee and such other fees as shall be prescribed by the Association from time to time.
- 10.3 Each Playing member is conferred Association membership as a result of registration.

## 11 Nomination for Ordinary Membership

- 11.1 An application of Ordinary Member of the Association must—
- 11.1.1 be made in writing in the form set out in Appendix 1
  - 11.1.2 be lodged with the Secretary of the Association.
  - 11.1.3 Include payment of the entrance fee.
- 11.2 Applications for membership open the day following the Annual General Meeting and close at the last Committee Meeting (i.e no applications will be accepted between the last committee meeting and the Annual General Meeting)
- 11.3 As soon as practicable after the receipt of an application, the Secretary must refer the application to the committee.
- 11.4 The committee must determine whether to approve or reject the application.
- 11.5 If the committee approves an application for membership
- 11.5.1 The Secretary, within seven (7) days must notify the applicant in writing of the approval for membership
  - 11.5.2 The Secretary must enter the applicant's name in the register of members.



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- 11.6 Upon approval by the Committee, an applicant for membership becomes an Ordinary Member. His or her name will be entered in the register of Ordinary Members, along with the date of acceptance to membership by the Committee.
- 11.7 The Ordinary Member is thereafter entitled to exercise the full rights of membership.
- 11.8 If the committee rejects an original application or review for ordinary membership, the committee must, within seven (7) days, notify the applicant in writing that the application has been rejected. Reason needs to be given for the rejection of an application.
- 11.9 A right, privilege, or obligation of a person by reason of membership of the Association—
  - 11.9.1 is not capable of being transferred or transmitted to another person; and
  - 11.9.2 terminates upon the cessation of membership whether by death or resignation or otherwise.
- 11.10 The entrance fee is the relevant amount reviewed and set annually by the standing committee of management.
- 11.11 The annual subscription is the relevant amount reviewed and set annually by the standing committee of management and is payable in advance at least seven (7) days prior to the Annual General Meeting.

## **12 General rights of members**

- 12.1 A member of the Association who is entitled to vote has the right—
  - 12.1.1 to receive notice of General Meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
  - 12.1.2 to submit items of business for consideration at a General Meeting; and
  - 12.1.3 to attend and be heard at General Meetings; and
  - 12.1.4 to vote at a General Meeting subject to subrule 2; and
  - 12.1.5 to have access to the minutes of General Meetings and other documents of the Association as provided under rule 75; and
  - 12.1.6 to inspect the register of Ordinary members.
- 12.2 An Ordinary or Life member is entitled to vote if—
  - 12.2.1 the member is an Ordinary or Life member; and
  - 12.2.2 more than 10 business days have passed since becoming an ordinary member of the Association; and
  - 12.2.3 the member's membership rights are not suspended for any reason.
- 12.3 A Playing member is entitled to vote if—
  - 12.3.1 the member is registered and financial according to competition rules and association bylaws; and
  - 12.3.2 the member has notified the Secretary of their intention to attend a meeting at which a vote will be held – the notification period being seven (7) days prior to that meeting; and
  - 12.3.3 the member's membership rights are not suspended for any reason.
- 12.4 A member is entitled to one and only vote, irrespective of meeting more than one criteria for Playing membership or holding two or more of Playing, Ordinary and Life Membership.
- 12.5 A Playing membership granted under Rule 9.4.4 is entitled to one and only vote per parent or legal guardian, irrespective of the number of players under the age of 18 (eighteen).



### **13 Rights not transferable**

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

### **14 Ceasing ordinary membership**

14.1 A member of the Association who has paid all moneys due and payable by a member to the Association may resign from the Association by giving one calendar month's notice in writing to the Secretary of his or her intention to resign.

14.2 After the expiry of the period referred to in subrule 1

14.2.1 the member ceases to be a member; and

14.2.2 the Secretary must record in the register of members the date on which the member ceased to be a member.

14.3 Any ordinary member who is unfinancial for two Annual General Meeting periods will cease to be a member.

14.4 The membership of a person also ceases upon expulsion or death.

14.5 If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

### **15 Register of Members**

15.1 The Secretary must keep and maintain a register of members containing:

15.1.1 the name and address of each Ordinary Member and Life Member

15.1.2 the date on which each member's name was entered in the register

15.1.3 the date on which the member become an Ordinary Member

15.1.4 the date on which a member ceases membership

15.1.5 the date of renewal of membership

15.1.6 The register is available for inspection free of charge by any member upon request except that contact details will not be disclosed.

15.1.7 A member may make a copy of entries in the register other than contact details of members.

15.2 The Secretary must refer to competition registers as a record of Playing Members.



## **Division 2—Disciplinary Action**

### **16 Grounds for taking disciplinary action**

- 16.1 The Association may take disciplinary action against a member in accordance with this Division if it is determined that the member—
- 16.1.1 has failed to comply with these Rules; or
  - 16.1.2 refuses to support the purposes of the Association; or
  - 16.1.3 has engaged in conduct prejudicial to the Association.

### **17 Disciplinary subcommittee**

- 17.1 If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- 17.2 The members of the disciplinary subcommittee—
- 17.2.1 may be Committee Members, Members of the Association or anyone else; but
  - 17.2.2 must not be biased against, or in favour of, the member concerned.

### **18 Decision of subcommittee**

- 18.1 At the disciplinary meeting, the disciplinary subcommittee must—
- 18.1.1 give the member an opportunity to be heard; and
  - 18.1.2 consider any written statement submitted by the member.
- 18.2 After complying with subrule 1, the disciplinary subcommittee may—
- 18.2.1 take no further action against the member; or
  - 18.2.2 subject to subrule 4—
    - 18.2.2.1 reprimand the member; or
    - 18.2.2.2 suspend the membership rights of the member for a specified period; or
    - 18.2.2.3 expel the member from the Association.
- 18.3 The disciplinary subcommittee may not fine the member.
- 18.4 The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

### **19 Appeal rights**

- 19.1 A person whose membership rights have been suspended or who has been expelled from the Association under rule 18 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- 19.2 The notice must be in writing and given—
- 19.2.1 to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
  - 19.2.2 to the Secretary not later than 48 hours after the vote.



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- 19.3 If a person has given notice under subrule 2, a Disciplinary Appeal Meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.
- 19.4 Notice of the Disciplinary Appeal Meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must—
- 19.4.1 specify the date, time and place of the meeting; and
  - 19.4.2 state—
    - 19.4.2.1 the name of the person against whom the disciplinary action has been taken; and
    - 19.4.2.2 the grounds for taking that action; and
    - 19.4.2.3 that at the Disciplinary Appeal Meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

### **20 Conduct of Disciplinary Appeal Meeting**

- 20.1 At a Disciplinary Appeal Meeting—
- 20.1.1 no business other than the question of the appeal may be conducted; and
  - 20.1.2 the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
  - 20.1.3 the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- 20.2 After complying with subrule 1, the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- 20.3 A member may not vote by proxy at the meeting.
- 20.4 The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

## **Division 3—Grievance procedure**

### **21 Application**

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

### **22 Parties must attempt to resolve the dispute**

- 22.1 The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.



## **23 Appointment of mediator**

- 23.1 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 22, the parties must within 10 days—
- 23.1.1 notify the Committee of the dispute; and
  - 23.1.2 agree to or request the appointment of a mediator; and
  - 23.1.3 attempt in good faith to settle the dispute by mediation.
- 23.2 The mediator must be—
- 23.2.1 a person chosen by agreement between the parties; or
  - 23.2.2 in the absence of agreement—
    - 23.2.2.1 if the dispute is between a member and another member—a person appointed by the Committee; or
    - 23.2.2.2 if the dispute is between a member and the Committee or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- 23.3 A mediator appointed by the Committee may be a member or former member of the Association but in any case must not be a person who—
- 23.3.1 has a personal interest in the dispute; or
  - 23.3.2 is biased in favour of or against any party.

## **24 Mediation process**

- 24.1 The mediator to the dispute, in conducting the mediation, must—
- 24.1.1 give each party every opportunity to be heard; and
  - 24.1.2 allow due consideration by all parties of any written statement submitted by any party; and
  - 24.1.3 ensure that natural justice is accorded to the parties throughout the mediation process.
- 24.2 The mediator must not determine the dispute.

## **25 Failure to resolve dispute by mediation**

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

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

### **26 Annual General Meetings**

- 26.1 The committee may determine the date, time and place of the Annual General Meeting of the Association but the meeting shall not be held any later than five calendar months from the end of the financial year of the Association
- 26.2 The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting.
- 26.3 The ordinary business of the Annual General Meeting shall be:



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- 26.3.1 to confirm the minutes of the previous Annual General Meeting and of any Special General Meeting held since that meeting; and
  - 26.3.2 to receive from the Committee reports upon the transactions of the Association during the last preceding financial year including;
    - 26.3.2.1 President's Report
    - 26.3.2.2 Financial Report (including Treasurer Statement, Profit & Loss, Balance Sheet and Auditor's Report)
    - 26.3.2.3 Domestic Reports (Senior and Junior)
    - 26.3.2.4 Representative Reports (Senior and Junior)
    - 26.3.2.5 Referee Advisors Report
  - 26.3.3 to elect officers of the Association and the Ordinary Members of the committee
  - 26.3.4 to appoint an auditor for the forthcoming year
  - 26.3.5 to consider, and if deemed appropriate approve or amend, Honorariums for the preceding year
  - 26.3.6 to consider any nominations for Life Membership
  - 26.3.7 to transact any other business of which notice in writing shall have been given to the Secretary of the Association at least seven (7) days prior to the date of the meeting.
- 26.4 The Annual General Meeting may conduct any Special Business of which notice has been given in accordance with these Rules.

### **27 Special General Meetings**

- 27.1 In addition to the Annual General Meeting, any other General Meetings may be held in the same year.
- 27.2 All General Meetings other than the Annual General Meeting are Special General Meetings.
- 27.3 The committee may, whenever it thinks fit, convene a Special General Meeting of the Association.
- 27.4 If, but for this subrule, more than fifteen (15) months would elapse between Annual General Meetings, the committee must convene a Special General Meeting before the expiration of that period.
- 27.5 The committee must, on the request in writing of members representing not less than ten (10) per cent of the total number of members, convene a Special General Meeting of the Association. For the conduct a Special General Meeting called in this way, a minimum of 75% of the petitioning members must be in attendance. Failure of such attendance will result in the meeting to be cancelled.
- 27.6 The request for a Special General Meeting must—
  - 27.6.1 be in writing; and
  - 27.6.2 state the objects of the meeting; and
  - 27.6.3 be signed by the members requesting the meeting; and
  - 27.6.4 be sent to the address of the Secretary.
- 27.7 If the committee does not cause a Special General Meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a Special General Meeting to be held not later than three (3) months after that date.
- 27.8 If a Special General Meeting is convened by members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the committee and



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all reasonable expenses incurred in convening the Special General Meeting must be refunded by the Association to the persons incurring the expenses.

### **28 Special Business**

28.1 All business that is conducted at a Special General Meeting and all business that is conducted at the Annual General Meeting, except for business conducted under the rules as ordinary business of the Annual General Meeting, is deemed to be Special Business.

### **29 Notice of General Meetings**

29.1 The Secretary of the Association, at least twenty-one (21) days, before the date fixed for holding a General Meeting of the Association, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.

29.2 Notice may be sent

29.2.1 by prepaid post to the address appearing in the register of members; or

29.2.2 if the member requests, by facsimile transmission or electronic transmission

29.3 No business other than that set out in the notice convening the meeting may be conducted at the meeting.

29.4 A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next General Meeting.

29.5 A Playing member attending a meeting must notify the Secretary at least seven (7) days before the date fixed for the meeting, in writing or by electronic transmission, of that intention. The Secretary must confirm registration and financial requirements of Playing membership are met.

### **30 Proxies**

30.1 No proxy voting is allowed

### **31 Use of technology**

31.1 Where practical a member not physically present at a General Meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.

31.2 For the purposes of this Part, a member participating in a General Meeting as permitted under 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.

### **32 Quorum at General Meetings**

32.1 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.





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- 32.2 Unless rule 29.5 applies, ten members personally 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.
- 32.3 If, within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present—
- 32.3.1 in the case of a meeting convened upon the request of members, the meeting must be dissolved; and
  - 32.3.2 in any other case—the meeting shall stand 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.
- 32.4 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 members personally present (being not less than five (5)) shall be a quorum.

### **33 Presiding at General Meetings**

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

### **34 Adjournment of meetings**

- 34.1 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.
- 34.2 Without limiting subrule 1, a meeting may be adjourned—
- 34.2.1 if there is insufficient time to deal with the business at hand; or
  - 34.2.2 to give the members more time to consider an item of business.
- 34.3 No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 34.4 If a meeting is adjourned for fourteen (14) days or more, notice of the adjourned meeting must be given in accordance with rule 29.
- 34.5 Except as provided in subrule 4, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

### **35 Voting at Annual and Special General Meetings**

- 35.1 Voting by members shall be according to the following distribution of voting rights:
- 35.1.1 Entitlement to one vote: One adult family member of one or more junior playing members
  - 35.1.2 Entitlement to one vote: Adult playing members
  - 35.1.3 Entitlement to one vote: Life Members, Ordinary Members
- 35.2 In the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.



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35.3 Election if required shall be carried out in the following order:

35.3.1 President, Vice President, Treasurer, Secretary, Ordinary Committee Members

35.4 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.

35.5 This rule does not apply to a vote at a Disciplinary Appeal Meeting conducted under rule 18.

### **36 Poll at General Meetings**

36.1 If at a meeting a poll (where votes are cast in writing) on any question is demanded by not less than three (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.

36.2 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.

### **37 Manner of determining whether resolution carried**

37.1 If a question arising at a General Meeting of the Association is determined on a show of hands unless a poll is requested

37.2 a declaration by the Chairperson that a resolution has been—

37.2.1 carried; or

37.2.2 carried unanimously; or

37.2.3 carried by a particular majority; or

37.2.4 lost; and

37.3 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.

### **38 Minutes of General Meeting**

38.1 The Committee must ensure that minutes are taken and kept of each General Meeting.

38.2 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.

38.3 In addition, the minutes of each Annual General Meeting must include—

38.3.1 the names of the members attending the meeting; and

38.3.2 the financial statements submitted to the members in accordance with these rule; and

38.3.3 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

38.3.4 any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.



## **PART 5—COMMITTEE**

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

#### **39 Role and powers**

- 39.1 The business of the Association must be managed by or under the direction of a Committee.
- 39.2 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.
- 39.3 The Committee may—
  - 39.3.1 appoint and remove staff members (in accordance with applicable industrial laws);
  - 39.3.2 establish subcommittees consisting of members with terms of reference it considers appropriate.

#### **40 Delegation**

- 40.1 The Committee may delegate to a member of the Committee, a subcommittee or staff, any of its powers and functions other than—
  - 40.1.1 this power of delegation; or
  - 40.1.2 a duty imposed on the Committee by the Act or any other law.
- 40.2 The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- 40.3 The Committee may, in writing, revoke a delegation wholly or in part.

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

#### **41 Composition of Committee of management**

- 41.1 The affairs of the Association shall be managed by the committee of management.
- 41.2 The Committee of Management shall consist of—
  - 41.2.1 the Executive officers of the Association to include
    - 41.2.1.1 President
    - 41.2.1.2 Vice President
    - 41.2.1.3 Secretary
    - 41.2.1.4 Treasurer
  - 41.2.2 Four Ordinary Committee Members
  - 41.2.3 KBA Administration Delegate
    - 41.2.3.1 This is a non-elected position and is the person holding the senior-most role of employment as determined by the committee within the KBA Administration and Office Management functions.
    - 41.2.3.2 If the nominated delegate is unable to attend a meeting then the delegate may send an alternative person from within the administration function.



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### 41.2.4 Referees Delegate

41.2.4.1 This is a non-elected position and is the person appointed by the committee of the Victoria Basketball Referees Association (VBRA) Keilor Branch

41.2.4.2 The VBRA Keilor Branch Committee must submit their delegate in writing at the Annual General Meeting of the Association

41.2.4.3 If the nominated delegate is unable to attend a meeting then the VBRA Keilor Branch may send an alternative delegate

### 41.3 In addition to the Committee of Management, a Competition Committee shall consist of—

41.3.1 Co-opted delegates (non-voting), as representative of the competition or Association interest group, comprising the following roles:

41.3.1.1 Coaching director;

41.3.1.2 KBA Referee Advisor;

41.3.1.3 Chair, KBAJ sub-committee;

41.3.1.4 Big V Administrator;

41.3.1.5 Chair, Junior Representative Program committee;

41.3.1.6 The elected or appointed delegate of Senior domestic competition.

### 41.4 The Officers and the Ordinary Members of the Committee of Management will be elected at the Annual General Meeting of the Association

## 42 General Duties

42.1 As soon as practicable after being elected or appointed to the Committee, each Committee Member must become familiar with these Rules and the Act.

42.2 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.

42.3 Committee Members must exercise their powers and discharge their duties—

42.3.1 with reasonable care and due diligence;

42.3.2 in good faith in the best interests of the Association; and

42.3.3 for a proper purpose.

42.4 Committee Members and former Committee Members must not, so as to gain an advantage for themselves or any other person or to cause detriment to the Association, make improper use of—

42.4.1 their position; or

42.4.2 information acquired by virtue of holding their position—

#### **Note**

See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

42.5 In addition to any duties imposed by these Rules, a Committee Member must perform any other duties imposed from time to time by resolution at a General Meeting.

42.6 The Committee shall have the power from time to time to appoint sub-committees from amongst its members for any purpose of the association and co-op thereto any other member or members as it shall think fit and shall require every sub-committee to report on any matters committed to it to the secretary for consideration of the Committee.



#### **43 President and Vice-President**

- 43.1 Subject to subrule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any General Meetings and for any Committee meetings.
- 43.2 If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—
  - 43.2.1 in the case of a General Meeting—a member elected by the other members present; or
  - 43.2.2 in the case of a Committee meeting—a Committee Member elected by the other Committee members present.

#### **44 Secretary**

- 44.1 The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- 44.2 The Secretary must—
  - 44.2.1 maintain the register of members in accordance with rule 15; and
  - 44.2.2 keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 72 all books, documents and securities of the Association in accordance with rules 72 and 77; and
  - 44.2.3 subject to the Act and these Rules, provide members with access to the register of members, the minutes of General Meetings and other books and documents; and
  - 44.2.4 perform any other duty or function imposed on the Secretary by these Rules.
- 44.3 The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

#### **45 Treasurer**

- 45.1 The Treasurer must—
  - 45.1.1 ensure the receipt and banking of all moneys paid to the Association and ensure the issue of receipts for those moneys in the name of the Association; and
  - 45.1.2 ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
  - 45.1.3 make any payments authorised by the Committee or by a General Meeting of the Association from the Association's funds; and
  - 45.1.4 ensure payments are approved by at least 2 members of the executive of the Committee, as defined in subrule 41.2.1.
- 45.2 The Treasurer must—
  - 45.2.1 ensure that the financial records of the Association are kept in accordance with the Act; and
  - 45.2.2 coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the Annual General Meeting of the Association.
- 45.3 The Treasurer must ensure that at least one other Committee member has access to the accounts and financial records of the Association.



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

#### **46 Who is eligible to be a Committee member**

46.1 A member is eligible to be elected or appointed as a Committee member if the member—

- 46.1.1 is 18 years or over; and
- 46.1.2 is a playing, ordinary or life member with voting rights,
- 46.1.3 has a membership that is not suspended for any reason.

#### **47 Positions to be declared vacant**

- 47.1 This rule applies to any Annual General Meeting of the Association, after the annual report and financial statements of the Association have been received.
- 47.2 The Chairperson of the meeting must declare positions, per rule 52, on the Committee vacant and hold elections for those positions in accordance with rules 50 to 53.

#### **48 Nominations**

- 48.1 Nominations of candidates for election as officers of the Association or as ordinary members of the Committee must be—
  - 48.1.1 made in writing by the prescribed form in Appendix 2 signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - 48.1.2 delivered to the Secretary of the Association not less than seven (7) days before the date fixed for the holding of the Annual General Meeting.
- 48.2 A candidate may only be nominated for one office, or as an ordinary member of the Committee, prior to the Annual General Meeting.
- 48.3 If only one of nomination is received for any vacancy the persons nominated shall be deemed to be elected.
- 48.4 If the number of nominations for any position exceeds the number of vacancies, a ballot must be held.
- 48.5 The ballot for the election of officers and ordinary members of the Committee must be conducted at the Annual General Meeting in accordance with rule 51.
- 48.6 If no nomination is received for any vacancy, nominations may be called for at the meeting, and such nominations must include a proposer and seconder to the nomination.

#### **49 Election of executive of the Committee.**

- 49.1 At the Annual General Meeting, separate elections must be held for each of the positions becoming vacant according to rule 52.
- 49.2 If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- 49.3 If more than one member is nominated, a ballot must be held in accordance with rule 51.
- 49.4 On his or her election, the new President may take over as Chairperson of the meeting.



## **50 Election of ordinary members**

- 50.1 At the Annual General Meeting, elections must be held for each of the positions becoming vacant according to rule 52.
- 50.2 A single election may be held to fill all of those positions.
- 50.3 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.
- 50.4 If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 51.

## **51 Ballot**

- 51.1 If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- 51.2 The returning officer must not be a member nominated for the position.
- 51.3 Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- 51.4 The election must be by secret ballot.
- 51.5 Voting by members shall be according to the following:
  - 51.5.1 1 Vote: Life Members and Ordinary Members
- 51.6 The returning officer must give a ballot form comprising all nominations for office to each member present in person; and
- 51.7 If the ballot is for a single position, the voter must indicate in writing the single candidate for whom they wish to vote.
- 51.8 If the ballot is for more than one position—
  - 51.8.1 the voter must indicate in writing the name of each candidate for whom they wish to vote;
  - 51.8.2 the voter must not vote for more candidates than the number to be elected.
- 51.9 Ballot papers that do not comply with subrule 51.8.2 are not to be counted.
- 51.10 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.
- 51.11 In the event of an equality of votes, the person presiding may exercise a second or casting vote.
- 51.12 If no casting vote is provided, the returning officer must—
  - 51.12.1 conduct a further election for the position in accordance with subrules 3 to 14 to decide which of those candidates is to be elected; or
  - 51.12.2 with the agreement of those candidates, decide by lot which of them is to be elected.
- 51.13 Election if required shall be carried out in the following order:
  - 51.13.1 President, Vice President, Treasurer, Secretary, Ordinary Committee Members

## **52 Term of office**

- 52.1 The term of office of an office bearer and ordinary member shall be two (2) years. Office bearers shall retire each year by rotation as follows:-



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- 52.1.1 Retiring Odd Year: President, Treasurer and one half of the number of Ordinary Members
- 52.1.2 Retiring Even Year: Vice President, Secretary and one half of the number of Ordinary Members
- 52.2 All retiring Committee Members shall be eligible for re-election.
- 52.3 In the first implementation of subrule 52.1 all Office Bearer positions will be elected and the each will retire as per the subrule
- 52.4 In determining which Ordinary Committee Members shall retire on the first occasion of the implementation of subrule 52.1.
  - 52.4.1 If the required retirements remain uncertain then any uncertainty shall be resolved by the drawing of lots.

### **53 Vacation of office**

- 53.1 A Committee member may resign from the Committee by written notice addressed to the Committee.
- 53.2 A person ceases to be a Committee member if he or she—
  - 53.2.1 ceases to be a member of the Association; or
  - 53.2.2 fails to attend 3 consecutive Committee meetings (other than special or urgent Committee meetings) without leave of absence under rule 64; or
  - 53.2.3 otherwise ceases to be a Committee member by operation of section 78 of the Act.

**Note:** A Committee member may not hold the office of secretary if they do not reside in Australia.

### **54 Filling casual vacancies**

- 54.1 The Committee may appoint an eligible member of the Association to fill a position on the Committee that—
  - 54.1.1 has become vacant under rule 55; or
  - 54.1.2 was not filled by election at the last Annual General Meeting.
- 54.2 If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
- 54.3 Rule 55 applies to any Committee member appointed by the Committee under subrule 1 or 2.
- 54.4 The Committee may continue to act despite any vacancy in its membership.

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

### **55 Meetings of Committee**

- 55.1 The Committee must meet at least 6 times in each year at the dates, times and places determined by the Committee.
- 55.2 The date, time and place of the first committee meeting must be determined by the members of the Committee as soon as practicable after the Annual General Meeting of the Association at which the members of the Committee were elected.





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- 55.3 Special Committee meetings may be convened by the President or by any 5 members of the Committee.
- 55.4 A combined Committee, comprising the Committee of Management and the Competition Committee, as defined in subrule 41.3 must meet at least 6 times in each year at the dates, times and places determined by the Committee of Management to review and accept periodic reports from each delegate.

### **56 Notice of Committee meetings**

- 56.1 Notice of each Committee meeting must be given to each member of the Committee at least two (2) business days before the date of the meeting.
- 56.2 Notice may be given of more than one Committee meeting at the same time.
- 56.3 The notice must state the date, time and place of the meeting.
- 56.4 Notice must be given to members of the Committee 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.
- 56.5 The only business that may be conducted at the meeting is the business for which the meeting is convened.

### **57 Procedure and order of business**

- 57.1 The procedure to be followed at a meeting of the Committee must be determined from time to time by the Committee.
- 57.2 The order of business may be determined by the members present at the meeting.

### **58 Use of technology**

- 58.1 A Committee member who is not physically present at a Committee meeting may participate in the meeting by the use of technology that allows that Committee member and the Committee members present at the meeting to clearly and simultaneously communicate with each other.
- 58.2 For the purposes of this Part, a Committee member participating in a Committee meeting as permitted under 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.

### **59 Quorum for Committee meetings**

- 59.1 Any five members of the Committee of which two must be office bearers constitute a quorum for the conduct of the business of a meeting of the Committee.
- 59.2 No business may be conducted unless a quorum is present.
- 59.3 If within half an hour of the time appointed for the meeting a quorum is not present—
  - 59.3.1 in the case of a special meeting—the meeting lapses;
  - 59.3.2 in any other case—the meeting shall stand 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 56.

### **60 Presiding at Committee meetings**

- 60.1 At meetings of the Committee—



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- 60.1.1 the President or, in the President's absence, the Vice-President presides; or
- 60.1.2 if the President and the Vice-President are absent, or are unable to preside, the members present must choose one of their number to preside.

### **61 Voting at Committee meetings**

- 61.1 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 member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- 61.2 Each member present at a meeting of the committee, or at a meeting of any subcommittee 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 person presiding may exercise a second or casting vote.
- 61.3 A motion is carried if a majority of Committee members present at the meeting vote in favour of the motion.
- 61.4 Subrule 3 does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.
- 61.5 Voting by proxy is not permitted.

### **62 Conflict of interest and disclosures**

#### 62.1 Committee Members' Interest

- 62.1.1 A Committee Member other than the KBA Administrative Delegate and the Referees Delegate is disqualified from holding any place of profit or position of planned, regular employment in the Association, any affiliate or in any company or incorporated association in which the Association is a shareholder or otherwise has interests in either as vendor, purchaser, contractor or otherwise, except with express resolution of approval of the Committee. Any such contract or any contract or arrangement entered into by or on behalf of the Association in which any Committee Member is in any way interested will be voided unless previously approved by the Committee

#### 62.2 Conflict of interest

- 62.2.1 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.
- 62.2.2 A Committee Member shall declare his or her interest in any:
  - 62.2.2.1 contractual matter;
  - 62.2.2.2 selection matter;
  - 62.2.2.3 disciplinary matter; or
  - 62.2.2.4 other financial matter in which a conflict of interest arises or may arise and shall unless otherwise determined by the Committee, absent themselves from the meeting discussions of such matter and shall not be entitled to vote in respect of such matter. If the Committee Member votes, the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Committee Member to absent themselves from discussions and refrain from voting, the issue should be immediately determined by vote of the Committee, or if this is not possible, the matter shall be adjourned or deferred.



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**Note:** Under section 81(3) of the Act, if there are insufficient Committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a General Meeting may be called to deal with the matter.

62.2.3 This rule does not apply to a material personal interest—

62.2.3.1 that exists only because the member belongs to a class of persons for whose benefit the Association is established; or

62.2.3.2 that the member has in common with all, or a substantial proportion of, the members of the Association.

### 62.3 Disclosure of Interests

62.3.1 The nature of the interest of such Committee Member must be declared by the Committee Member at the meeting of the Committee at which the contract or other matter is first taken into consideration if the interest then exists or in any other case at the first meeting of the Committee after the acquisition of the interest. If a Committee Member becomes interested in a contract or other matter after it is made or entered into the declaration of the interest must be made at the first meeting of the Committee held after the Committee Member becomes so interested.

### 62.4 General Disclosure

62.4.1 A general notice that a Committee Member is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under rule 62.1 as regards such Committee Member and the said transactions. After such general notice it is not necessary for such Committee Member to give a special notice relating to any particular transaction with that firm or company.

### 62.5 Recording Disclosures

62.5.1 It is the duty of Secretary to record in the minutes any declaration made or any general notice given by a Committee Member in accordance with these rules.

## 63 Minutes of meeting

63.1 The Committee must ensure that minutes are taken and kept of each Committee meeting.

63.2 The minutes must record the following—

63.2.1 the names of the members in attendance at the meeting;

63.2.2 the business considered at the meeting;

63.2.3 any resolution on which a vote is taken and the result of the vote;

63.2.4 any material personal interest disclosed under rule 62.

## 64 Leave of absence

64.1 The Committee may grant a Committee member leave of absence from Committee meetings for a period not exceeding 3 months.

64.2 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.



## **65 Removal of Committee member**

- 65.1 The Association in General Meeting may, by resolution, remove any member of the Committee before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.
- 65.2 A member who is the subject of a proposed resolution referred to in subrule 1 may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- 65.3 The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting.

## **66 Honorariums and Expenses of Office**

- 66.1 The Committee may recommend to each Annual General Meeting the payment of Honorariums to one or more Committee members, in such amount or amounts as it deems proper, provided that:
  - 66.1.1 Payment of such Honorarium is permitted under the Act and other governing law;
  - 66.1.2 Recommendation of such Honorariums is prudent in all of the circumstances.
- 66.2 The Committee may approve the advancing of Honorariums upon the request of a Committee Member whom it would reasonably expect to be entitled to such Honorarium, provided that:
  - 66.2.1 The amount so advanced does not exceed two-thirds (2/3) of the Honorarium approved by the previous Annual General Meeting for the same or a reasonably equivalent office;
  - 66.2.2 The recipient agrees to immediately repay any amount which subsequently exceeds the amount approved by an Annual General Meeting.
- 66.3 The Committee may approve the reimbursement of expenses of office of Committee Members as it deems appropriate and reasonable in the circumstances, provided that:
  - 66.3.1 Approval of such reimbursement is permitted under the Act;
  - 66.3.2 The expense is properly documented, receipted and has been actually incurred;
  - 66.3.3 Approval of the expense is in the best interests of the Association.

## **PART 6—FINANCIAL MATTERS**

### **67 Source of funds**

- 67.1 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.



## **68 Management of funds**

- 68.1 The Association must open or keep 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.
- 68.2 Subject to any restrictions imposed by a General Meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- 68.3 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.
- 68.4 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 members of the executive of the Committee as defined in subrule 41.2.1.
- 68.5 All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- 68.6 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.

## **69 Financial records**

- 69.1 The Association must keep financial records that—
  - 69.1.1 correctly record and explain its transactions, financial position and performance; and
  - 69.1.2 enable financial statements to be prepared as required by the Act.
- 69.2 The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- 69.3 The Treasurer must keep in his or her custody, or under his or her control—
  - 69.3.1 the financial records for the current financial year; and
  - 69.3.2 any other financial records as authorised by the Committee.

## **70 Financial statements**

- 70.1 For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- 70.2 Without limiting subrule 1, those requirements include—
  - 70.2.1 the preparation of the financial statements;
  - 70.2.2 if required, the review or auditing of the financial statements;
  - 70.2.3 the certification of the financial statements by the Committee;
  - 70.2.4 the submission of the financial statements to the Annual General Meeting of the Association;
  - 70.2.5 the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

## **71 Auditor**

- 71.1 In accordance with the Act, an Auditor shall be elected annually to examine the books and accounts of the Association and to report on the same to the members at the Annual Meeting of the Association and at any other times that the Committee may require. The Auditor shall also certify as to the correctness of the Annual Balance Sheet and Financial Statements



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prepared by the Treasurer. The Committee may fill a casual vacancy caused by the death, resignation or termination of the Auditor.

### **PART 7—GENERAL MATTERS**

#### **72 Common seal**

72.1 The Association may have a common seal.

72.2 If the Association has a common seal—

72.2.1 the name of the Association must appear in legible characters on the common seal;

72.2.2 the common seal of the Association must be kept in the custody of the Secretary;

72.2.3 the common seal must not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal must be attested by the signatures either of two members of the Committee or, of one member of the Committee and of the public officer of the Association.

#### **73 Registered address**

73.1 The registered address of the Association is—

73.1.1 the address determined from time to time by resolution of the Committee; or

73.1.2 if the Committee has not determined an address to be the registered address—  
the postal address of the Secretary.

#### **74 Notice requirements**

74.1 Any notice required to be given to a member or a Committee member under these Rules may be given—

74.1.1 by handing the notice to the member personally; or

74.1.2 by sending it by post to the member at the address recorded for the member on the register of members; or

74.1.3 by email or facsimile transmission to the point of contact that is recorded for the member on the register of members.

74.2 Subrule 1 does not apply to notice given under rule 56.

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

74.4 Any notice required to be given to the Association or the Committee may be given—

74.4.1 by handing the notice to a member of the Committee; or

74.4.2 by sending the notice by post to the registered address; or

74.4.3 by leaving the notice at the registered address; or

74.5 if the Committee determines that it is appropriate in the circumstances—

74.5.1 by email to the email address of the Association or the Secretary; or

74.5.2 by facsimile transmission to the facsimile number of the Association.



## 75 Custody and inspection of books and records

75.1 Members may on request inspect free of charge—

75.1.1 the register of members;

75.1.2 the minutes of General Meetings;

75.1.3 subject to subrule 2, the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.

**Note:** See rule 16 for details of access to the register of members.

75.2 The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

75.3 The Committee must on request make copies of these rules available to members and applicants for membership free of charge.

75.4 Subject to subrule 2, a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.

75.5 For purposes of this rule, **relevant documents** means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—

75.5.1 its membership records;

75.5.2 its financial statements;

75.5.3 its financial records;

75.5.4 records and documents relating to transactions, dealings, business or property of the Association.

75.6 Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all relevant documents of the Association.

## 76 Winding up and cancellation

76.1 The Association may be wound up voluntarily by special resolution.

76.2 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.

76.3 In the event of winding up or the cancellation of the incorporation of the Association, the assets of the Association must be disposed of in accordance with the provisions of the Act. Subject to the Act and any court order made under section 133 of the Act, if after satisfaction of all its debts and liabilities there remains any property whatsoever, the same shall be given or transferred to Basketball Victoria.

## 77 Alteration to the Rules of Management or Statement of Purposes

77.1 No alterations shall be made to these Rules or Statement of Purposes unless at a General Meeting of the Association, called and held in accordance with these Rules, a special resolution is passed by a majority of not less than three-fourths (3/4) of the valid votes cast, and provided that notice of the motion has been given not less than twenty-one (21) days prior to the meeting in accordance with Rule 26 and 27



## Keilor Basketball Association Inc Constitution

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**Note:** An alteration of these Rules does not take effect unless or until it is approved by the Registrar. If these Rules (other than rule 1, 2 or 3) are altered, the Association is taken to have adopted its own rules, not the model rules.

### **78 Procedural Irregularities**

- 78.1 No decision of the Association or any committee shall be invalid merely because of a failure to give proper notice or other irregularity in procedure by this constitution or the by-laws unless a person suffers serious detriment as a result of that failure to give proper notice or irregularity in procedure.
- 78.2 The Association or its 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 time it was originally made.





**79 Appendix 1 -**

**Keilor Basketball Association Application For Membership**

I, .....

of (address) .....

(suburb) ..... (postcode) .....

(email) ..... (phone) .....

apply to become a member of the Keilor Basketball Association Inc.

I declare that I am over 18 years of age and my application for membership of the Association is based upon the following interests (Please provide information for evaluation by the Committee that shows your interest in the sport, the region, or the governance of the Association). By listing my email address above, I provide my agreement to receive KBA notices via email.

.....

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.....

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

**Signature of Applicant:** .....

**Date:** .....

Fee enclosed: \_\_\_\_\_

I, ....., a member of the association, nominate the applicant, who is personally known to me, for membership of the Association.

**Signature of Proposer:** .....

**Date:** .....

I, ....., a member of the association, second the nomination of the applicant, who is personally known to me, for membership of the Association.

**Signature of Seconder:** .....

**Date:** .....

Date Received: .....



**80 Appendix 2**

**Keilor Basketball Association Committee Nomination Form**

I, .....

Apply for the position of .....

Signature of nominated person.....

Dated.....

I, .....

Propose the above person for the required position on the Committee

Signature .....

Date.....

I,.....

Second the proposition for the above person for the required position on the Committee

Signature.....

Date.....

Note: This form is to be signed by the proposer, Secunder and person nominated, all of whom must be full financial members.



**81 Appendix 3 -**

**Keilor Basketball Association Application For Membership Renewal**

I, .....  
of (address) .....  
(suburb) ..... (postcode) .....  
(email) ..... (phone) .....

apply to renew my membership of the Keilor Basketball Association inc.

I agree to continue to be bound by the Rules of the Association for the time being in force.

**Signature of Applicant:** .....

**Date:** .....

Fee enclosed: \_\_\_\_\_

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Date Received: ..... Member Check ..... Ordinary Member

Committee Review ..... Member advised ..... Register updated .....