

TRARALGON AMATEUR BASKETBALL ASSOCIATION

CONSTITUTION



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**Traralgon Amateur Basketball Association Incorporated
Constitution**

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Traralgon Amateur Basketball Association Incorporated Constitution

1. Name

The name of the incorporated association is Traralgon Amateur Basketball Association Incorporated (hereinafter referred to as the "Association").

2. Purposes

The Association is a family friendly, not-for-profit, volunteer run basketball association set up:

- (a) To provide vibrant, enjoyable and well organised basketball;
- (b) To develop and maintain an inclusive, safe and healthy environment for all players, umpires, coaches and supporters to enjoy;
- (c) To develop a competition at Traralgon Sports Stadium that provides players with pathways for progression consistent with their skill level and aspirations, including the development of representative teams;
- (d) To support and develop the contribution of volunteers and encourage a sense of community among all those involved with the Association;
- (e) To develop the Association's connections with the local community for the shared benefit of all Association participants and the wider Latrobe City community;
- (f) To provide effective, responsible and accountable management of the human and financial resources of the Association;
- (g) To seek sponsorship for various programs and events and endorse products that will be consistent with projecting the best image of the sport;
- (h) To deal with any other matters that the Association may deem to be in the interests of the sport of basketball.

The Association is an affiliated basketball association with Basketball Victoria.

3. Financial Year

The financial year is from 1 July to 30 June.

4. Powers of the 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:
 - (i) in any security in which trust moneys may be invested; or
 - (ii) 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 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 Board 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.

5. Definitions

In these Rules, unless the contrary intention appears -

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

“Affiliated club” means a club as defined in the “by-laws” whose members participate in the domestic basketball competition of the Association;

“Board” means the Board of the Association;

“Board member” means those persons referred to in Rule 32;

“By-laws” means the playing conditions set by the Board for the conduct of domestic competitions;

“Committee” means a sub-committee of the Association;

“Financial Report” means a report within the meaning of these Rules;

“Financial year” means the 12 month period specified in Rule 3;

“General Meeting” means a general meeting of members convened in accordance with these Rules;

“Member” means a member of the Association in accordance with these Rules;

“Purposes” means the purposes of the Association as set out in Rule 2;

“Regulations” means regulations under the Act;

“Relevant documents” have the same meaning as in the Act;

“Rules” means the Rules of the Association as set out in the terms of these Rules;

“Secretary” means the person appointed by the Board responsible for the administrative management of the Association;

“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.

6. Alteration of the Rules

These Rules and Purposes of the Association must not be altered except in accordance with the Act.

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 –

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

8. Who is Eligible to be a Member

Any person who supports the purposes of the Association is eligible for membership.

9. Application for New Membership

- (1) To apply to become a new member of the Association, a person must submit the prescribed membership application form to the Secretary and Registrar electronically stating that the person –
 - (a) wishes to become a member of the Association; and
 - (b) supports the purposes of the Association; and
 - (c) agrees to comply with these Rules.

- (2) The application –
 - (a) must be signed by the applicant; and
 - (b) must be accompanied by the annual subscription as determined by the Board under Rule 14.

10. Consideration of Application for New Membership

- (1) As soon as practicable after an application for new membership is received, and no later than the next scheduled Board meeting, the Board must decide by resolution whether to accept or reject the application.
- (2) The Board must notify the applicant in writing of its decision within 28 days after the decision is made.
- (3) If the Board rejects the application, it must return any money accompanying the application to the applicant.
- (4) No reason needs to be given for the rejection of an application.

11. Approval of Application for New Membership

- (1) If an application for new membership is approved by the Board –
 - (a) the resolution to accept the membership must be recorded in the minutes of the Board meeting; and
 - (b) the Secretary or Registrar must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- (2) A person becomes a member of the Association and, subject to Rule 15(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which –
 - (a) the Board approves the person's membership; or
 - (b) the person pays the annual subscription.

12. Application for Renewal of Membership

- (1) To renew their membership of the Association, a person must submit the prescribed membership application form to the Secretary or Registrar electronically stating that the person –
 - (a) wishes to renew their application for membership of the Association; and
 - (b) continues to support the purposes of the Association; and
 - (c) agrees to comply with these Rules.
- (2) The application –
 - (a) must be signed by the applicant; and

- (b) must be accompanied by the annual subscription as determined by the Board under Rule 14.
- (3) A member who fails to renew their membership and pay the annual subscription within 3 months of the due date ceases to be a member.
- 13. Life Members – Should it be the Board who determine Life Membership or the Members?**
- (1) Life Membership shall be restricted to those whose service to basketball and the Association is worthy of the highest honour.
- (2) Nominations shall be provided in writing to the Secretary and will be considered by a nominated Awards Committee.
- (3) The Awards Committee shall present a written report to the Board outlining the services of any nominee together with its recommendations as to the suitability for the honour.
- (4) Life Membership of the Association shall be conferred upon the nominee following a recommendation from the Awards Committee and a 75% majority vote by the Board.
- (5) Life Memberships shall be presented at an Association event that is deemed appropriate by the Board.
- (6) By resolution of 75% majority of votes by the Board, Life Membership may be cancelled.
- (7) 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 and other General Meetings.
- (8) Life Members remain bound by these Rules and other by-laws of the Association.

14. Fees

- (1) Members of the Association shall pay the prescribed annual subscription fee as determined by the Board.
- (2) Any alteration to the annual subscription fee approved by the Board shall not be deemed to be or require any amendment to the Rules of the Association.
- (3) Each member must pay to the Association, annually on or before 30 June or such other date or dates as the Board from time to time determines, the amount of any annual subscription as determined by the Board.
- (4) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

15. 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 and other documents of the Association as provided under Rule 53; and
 - (f) to inspect the register of members.

- (2) A member is entitled to vote if –
 - (a) more than 10 business days have passed since he or she became a member of the Association; and
 - (b) the member's membership rights are not suspended for any reason.

16. Register of Members

- (1) The Secretary or Registrar must keep and maintain a register of members that includes –
 - (a) for each current member –
 - (i) the member's name;
 - (ii) the address for notice last given by the member;
 - (iii) the phone number and email address of the member;
 - (iv) the date of becoming a member;
 - (v) any other information determined by the Board; and

 - (b) for each former member, the date of ceasing to be a member.

- (2) Any member may, at a reasonable time and free of charge, inspect the register of members.

- (3) A member may make a copy of entries in the register other than contact details of members.

17. Cessation of Membership

- (1) A member of the Association who has paid all monies due and payable by him or her to the Association may resign from the Association by first giving one month's notice in writing to the Secretary or Registrar of his or her intention to resign.

- (2) After the expiry of the person referred to in sub rule (1) –
 - (a) the member ceases to be a member; and
 - (b) the Secretary or Registrar must record in the register of members the date on which the member ceased to be a member.

18. Conditions of Membership

The conditions of membership shall be as follows:

- (a) That the member agrees to abide and be bound by these Rules and By-Laws of the Association, and to accept, comply with and enforce all decisions of the Association;
- (b) That all members shall manage their affairs in a manner that will not discredit basketball in Victoria and in accordance with the policies of the Association;
- (c) That the members agree to meet the conditions of entry requirements to the Traralgon Sports Stadium and any other stadium then being occupied by the Association and Codes of Conduct relating to the Traralgon Amateur Basketball Association, Basketball Victoria, Basketball Australia, and other Basketball Association and any other bodies the Association has dealings with from time to time.

19. Discipline, Suspension and Expulsion of Members

- (1) Subject to these Rules, if the Board is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming of a member or prejudicial to the interests of the Association, the Board may by resolution:
 - (a) fine that member an amount not exceeding \$500; or
 - (b) suspend that member from membership of the Association for a specified period; or
 - (c) expel that member from the Association.
- (2) A resolution of the Board under Rule 19(1) does not take effect unless:
 - (a) at a meeting held in accordance with Rule 19(3), the Board confirms the resolution; and
 - (b) if the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.
- (3) A meeting of the Board to confirm or revoke a resolution passed under Rule 19(1) must be held not earlier than fourteen (14) days, and not later than twenty-eight (28) days, after notice has been given to the member in accordance with Rule 19(4).
- (4) For the purposes of giving notice in accordance with Rule 19(3), the Secretary must, as soon as practicable, cause to be given to the member a written notice:
 - (a) setting out the resolution of the Board and the grounds on which it is based; and
 - (b) stating that the member or the member's representative (not being a legal practitioner), may address the Board at a meeting to be held not earlier than fourteen (14) days and not later than twenty-eight (28) days after the notice has been given to that member; and
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that he or she may do one or both of the following –
 - (i) attend that meeting personally or by a representative;

- (ii) give to the Board before the date of that meeting a written statement seeking revocation or diminution of the resolution;
 - (e) informing the member that, if at that meeting, the Board confirms the resolution, he or she may, not later than forty-eight (48) hours after that meeting, give to the Secretary a notice to the effect that he or she wishes to appeal to the Association in a General Meeting against the resolution.
- (5) At a meeting of the Board to confirm or revoke a resolution passed under Rule 19(1), the Board must –
 - (a) give the member, or his or her representative (not being a legal practitioner), an opportunity to be heard; and
 - (b) give due consideration to any written statement submitted by the member; and
 - (c) determine by resolution whether to confirm or to revoke the resolution.
- (6) If at a meeting of the Board, the Board confirms the resolution, the member may, not later than forty-eight (48) hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in a General Meeting against the resolution.
- (7) If the Secretary receives a notice under Rule 19(6), he or she must notify the Board and the Board must convene a General Meeting of the Association to be held within twenty-one (21) days after the date on which the Secretary received the notice.
- (8) At a General Meeting of the Association convened under Rule 19(7):
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - (c) the member, or his or her representative, must be given an opportunity to be heard; and
 - (d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (9) A resolution is confirmed if, at the General Meeting, not less than two-thirds of the members present vote in favour of the resolution. In any other case, the resolution is revoked.

20. Disputes and Mediation

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

- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within ten (10) days, hold a meeting in the presence of a mediator.
- (4) The mediator must be-
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:
 - (i) in the case of a dispute between a member and another member, a person appointed by the Board; or
 - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must -
 - (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

21. Annual General Meetings

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

- (iii) Financial Report (including Treasurer Statement, Profit & Loss, Balance Sheet and Auditor's Report / Review (if applicable); and
 - (c) to elect the Board members of the Association;
 - (d) to appoint an auditor for the forthcoming year (if applicable); and
 - (e) to transact any other business of which notice in writing shall have been given to the Secretary of the Association at least ten (10) days prior to the date of the meeting.
- (4) The Annual General Meeting may conduct any special business of which notice has been given in accordance with these Rules.
- (5) The Secretary of the Association shall give seven (7) days' notice of the Agenda to members and office bearers.

22. Special General Meetings

- (1) In addition to the Annual General Meeting, other General Meetings may be held in the same year.
- (2) All General Meetings other than the Annual General Meeting are Special General Meetings.
- (3) The Board may, whenever it thinks fit, convene a Special General Meeting of the Association.
- (4) The Board must, on the request in writing of members representing not less than twenty (20) members, convene a Special General Meeting of the Association.
- (5) The 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.
- (6) If the Board does not cause a Special General Meeting to be held within one (1) month after the date on which the request is sent to the 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.
- (7) If an Special General Meeting is convened by members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the Board and all reasonable expenses incurred in convening the Special General Meeting must be refunded by the Association to the persons incurring the expenses.

23. Special Business

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.

24. Notice of General Meetings

- (1) The Secretary (or, in the case of a special general meeting convened under rule 22(4), the members convening the meeting) must give to each member of the Association –
 - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; 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 conducted at the meeting; and
 - (c) if a special resolution is to be proposed –
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution.
- (3) Notice may be given by one or more of the following –
 - (a) by prepaid post to the address appearing in the register of members; or
 - (b) by facsimile transmission or electronic transmission; or
 - (c) by placing the notice on the notice board of the stadium; or
 - (d) by placing it as a news items on the Traralgon Amateur Basketball Association website, or social media sites.
- (4) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (5) A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next General Meeting after the receipt of the notice.

25. Quorum at General Meetings

- (1) No item of business may be conducted at a General Meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- (2) Twenty (20) members present (being members entitled under these Rules to vote at a General Meeting) constitute a quorum for the conduct of the business of a General Meeting.
- (3) If, within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present-
 - (a) in the case of a meeting convened upon the request of members - the meeting must be dissolved; and
 - (b) in any other case - the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the

Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.

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

26. Presiding at General Meetings

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

27. Adjournment of Meetings

- (1) The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- (2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (3) If a meeting is adjourned for fourteen (14) days or more, notice of the adjourned meeting must be given in accordance with these Rules.
- (4) Except as provided in subrule (3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

28. Voting at General Meetings

- (1) All Directors of the Association and all members eligible to vote shall exercise one vote only at the Annual General Meeting and Extraordinary General Meetings of the Association.
- (2) No proxy or postal votes will be allowed at any meeting of the Association.
- (3) Members of the Association may attend a meeting by way of electronic communication in such manner as the Board determines and may participate in the meeting and its decisions as if they were personally present at the meeting.

29. Poll at General Meetings

- (1) If at a meeting a poll on any question is demanded by not less than 3 members present and eligible to vote, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (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.

30. Manner of Determining Whether Resolution Carried

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

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

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

31. Entitlement to Vote

A member is not entitled to vote at any general meeting unless all monies due and payable by him or her to the Association have been paid.

32. Board

- (1) The affairs of the Association shall be managed by the Board.
- (2) The Board shall:
 - (a) control and manage the business and affairs of the Association; and
 - (b) subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and
 - (c) subject to these Rules, the Act and the Regulations, have power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association.
- (3) Subject to section 23 of the Act, the Board shall consist of:
 - (a) the Office Bearers of the Association;
 - (b) a maximum of ten (10) ordinary Board members; and
 - (c) any co-opted Board members.
- (4) All Board members are required to have a satisfactory Working with Children Check and police check completed.

33. Office Bearers

- (1) The Office Bearers of the Association shall be -
 - (a) a President;
 - (b) a Vice-President;

- (c) a Treasurer;
 - (d) a Secretary; and
 - (e) a Registrar.
- (2) The provisions of Rule 36, so far as they are applicable and with the necessary modifications, apply to and are in relation to the election of persons to any of the offices referred to in sub rule (1).
 - (3) Each Office Bearer of the Association shall hold office for a period of two (2) years. When a person's term of office has come to an end, 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.
 - (4) The President, Treasurer and Registrar will be elected in each odd calendar year. The Vice-President and Secretary will be elected in each even calendar year.
 - (5) In the event of a casual vacancy in any office referred to in sub rule (1), the Board 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 in accordance with sub rule (4).
 - (6) The Secretary of the Association is also the Public Officer.

34. Ordinary Board Members

- (1) Subject to these Rules, the Board shall include a maximum of ten (10) ordinary Board members. Each ordinary Board member shall hold office until the annual general meeting next after the date of election but is eligible for re-election.
- (2) The provisions of Rule 36, so far as they are applicable and with the necessary modifications, apply to and are in relation to the election of persons to any of the offices referred to in sub rule (1).
- (3) In the event of a casual vacancy in the office of an ordinary Board member, the Board may appoint another member to the vacant office and the member appointed may continue in office up to an including the conclusion of the annual general meeting next following the date of the appointment.

35. Co-Opted Board Members

The Board may co-opt up to two (2) other persons to become Board members for a period which will not exceed the time to the next Annual General Meeting.

36. Election of Board Members

- (1) Nominations of candidates for election as Board members of the Association must be:
 - (a) made in writing using the prescribed nomination form, 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

- (b) 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.
- (2) A candidate may only be nominated for one position prior to the Annual General Meeting.
- (3) If no nomination is received for any vacancy, nominations may be called for at the meeting.
- (4) If only one nomination is received for any vacancy to be filled, the candidate nominated shall be deemed elected.
- (5) If the number of nominations for any vacancy exceeds one, a ballot shall be held. If a person nominated for a position as a Board member is defeated in that election, they may be nominated at the Annual General Meeting for any position that is at that time not determined.
- (6) The ballot for the election of Board members must be conducted at the Annual General Meeting in such manner as the Board directs.

37. Vacancies

The office of a Board member of the Association becomes vacant if the Board member:

- (a) becomes subject to the provisions of the Bankruptcy Act; or
- (b) resigns from office by notice in writing given to the Secretary; or
- (c) is removed from office under Rule 43; or
- (d) dies; or
- (e) becomes a represented person within the Guardianship and Administration Act 1986.

38. Meetings of the Board

- (1) The Board must meet at least eight (8) times in each year at such place and such times as the Board may determine.
- (2) Special meetings of the Board may be convened by the President or by any four (4) Board members.
- (3) Meetings of the Board may be conducted electronically whereby each Board member is able to hear and be heard by all other Board members present. Board members present in any such electronic meeting shall be deemed to be physically present for the meeting.

39. Notice of Board Meetings

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

40. Quorum for Board Meetings

- (1) Any six (6) Board members constitute a quorum for the conduct of the business of a meeting of the Board.
- (2) No business may be conducted unless a quorum is present.
- (3) If within half an hour of the time appointed for the meeting a quorum is not present:
 - (a) in the case of a special meeting – the meeting lapses;
 - (b) in any other case – the meeting shall stand adjourned to the same place and the same time and day in the following week.

41. Presiding at Board Meetings

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

42. Voting at Board Meetings

- (1) Questions arising at a meeting of the Board, or at a meeting of any sub-committee appointed by the Board, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- (2) Each Board member present at a meeting of the Board, or at a meeting of any sub-committee appointed by the Board (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a casting vote.
- (3) Members of the Board or of a sub-committee may attend a meeting by way of electronic communication in such manner as the Board from time to time determines and may participate in the meeting and its decisions as if they were personally present at the meeting.

43. Removal of a Board Member

- (1) The members may, by a resolution of 75% of the members present and eligible to vote at a general meeting remove a Board member from the Board.
- (2) A Board Member who is the subject of a proposed resolution referred to in sub rule (1) may no later than 7 days prior to a general meeting at which a motion for removal is proposed make representations in writing to the Secretary of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.

- (3) The Secretary may give a copy of the representations to each member of the Association or, if they are not so given, the Board member may require that they be read out at the meeting.

44. Committees

Subject to its overall supervision, the Board may delegate the promotion and management of basketball to such committees on such terms and conditions as it considers appropriate from time to time.

45. Minutes of Meetings

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

46. Funds

- (1) The Treasurer of the Association must –
 - (a) collect and receive all monies due to the Association and make all payments authorised by the Association; and
 - (b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association; and
 - (c) ensure that at least one other Board member has access to the accounts and financial records of the Association.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two Board members (one being the Treasurer where fit to do so).
- (3) The Board may authorise the Treasurer to expend funds on behalf of the Association (including electronic funds transfer) up to an agreed limit without requiring approval from the Board for each item on which funds are expended. These funds shall be ratified by the Board at the next available meeting.
- (4) The funds of the Association shall be derived from entrance / registration fees, annual subscriptions, donations and such other sources as the Board determines.
- (5) With the approval of the Board, the Treasurer may maintain a cash float provided that all money paid from and into the float is accurately recorded at the time of the transaction.

47. Seal

- (1) The common seal of the Association must be kept in the custody of the Secretary.
- (2) The common seal must not be affixed to any instrument except by the authority of the Board and the affixing of the common seal must be attested by the signatures

either of two Board members or, of one Board member and of one other authorised person.

48. Notice to Members

- (1) Except for the requirement in Rule 24, any notice that is required to be given to a member, by on behalf of the Association, under these Rules may be given by-
 - (a) delivering the notice to the member personally; and/or
 - (b) sending it by prepaid post addressed to the member at that member's address shown in the register of members; and/or
 - (c) facsimile transmission; and/or
 - (d) electronic transmission.
- (2) Where a document is properly addressed, pre-paid and posted, the document shall, unless the contrary is proved, be deemed to have been delivered at the time at which the document would have been delivered in the ordinary course of post.
- (3) Where a document is sent by facsimile or by e-mail or other electronic means it shall be deemed to have been delivered in the ordinary course of time for delivery by that means.
- (4) Where the time for giving notice under these Rules falls on a non-business day, the notice shall be required to be given by the next business day.

49. Procedural Irregularities

- (1) No decision of the Association or its Board or committees shall be invalid merely because of a failure to give proper notice under these Rules or the bylaws or other irregularity in procedure required by these Rules or the bylaws unless a person suffers serious detriment as a result of that failure to give proper notice or irregularity in procedure.
- (2) The Association or its relevant Board or committee may confirm an earlier decision which may have been otherwise invalid because of a failure to give proper notice or other irregularity in procedure and the decision shall be deemed to be valid from the time it was originally made.

50. Registered Address

The registered address of the Traralgon Amateur Basketball Association is:

Traralgon Sports Stadium
Catterick Crescent, Traralgon

51. Unforeseen Matter

Should any matter arise for which provision has not been made in these Rules, the Association or the Board shall take such action as is necessary to protect the interests of the Association.

52. Dissolution

If, on the winding up of the Association, any property or funds of the Association remains after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of that winding up, that property and funds shall be distributed to Basketball Victoria to use re-establishing or maintaining basketball within Traralgon.

53. Custody and Inspection of Books and Records

- (1) Except as otherwise provided in these Rules, 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 unless doing so would compromise the privacy of another member or staff of the Association or would breach commercial confidence or an order of the Court.
- (3) A member may make a copy of any accounts, books, securities and any other relevant documents of the Association to which the member is permitted to inspect under sub-rule 44(2).
- (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.