



Constitution

SOUTHERN BASKETBALL ASSOCIATION INC

OCTOBER 2020

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SOUTHERN BASKETBALL ASSOCIATION (SBA) CONSTITUTION

1. Name

The name of the incorporated association is Southern Basketball Association Incorporated ("Association").

2. Purposes

2.1 The purposes of the Association shall be to:

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

2.2 In pursuit of these purposes, the Association will seek to:

- a) emphasise the importance of respect, fun and good sportsmanship in all aspects of basketball;
- b) promote a safe, healthy and inclusive environment;
- c) provide support and assistance for all clubs and teams in all areas of their operations;
- d) encourage and support Member Clubs and foster their growth and development;
- e) choose and manage teams to represent the Association;
- f) affiliate with Basketball Victoria and its Commissions, and actively promote, foster and develop basketball in the State;
- g) seek sponsorship for various programs and events, and endorse products that will be consistent with projecting the best image of the sport and the SBA; and
- h) deal with any other matters that align with the Association's values and that the Association may deem to be in the interest of the sport of basketball.

3. Powers of the Association

3.1 To acquire, hold, lease, deal with and dispose of any real or personal property for the purpose of satisfying the purposes of the Association;

3.2 To open and operate bank accounts;

3.3 To invest its money:

- a) In any security in which trust monies may be lawfully invested; and
 - b) In a manner that is in accordance with the purposes and Rules of the Association; and
 - c) Ensure debt instruments (bonds and hybrids) and shares purchased and term deposits entered into are suitable and appropriate to the purpose, and within the risk appetite, of the Association. With respect to debt instruments, a minimum Standard & Poor's or Moody's rating of 'A-' or 'A3' should apply to the issuer of the instruments where applicable.
- 3.4 To borrow money for capital works for the purpose of satisfying the purposes of the Association upon such terms and conditions as the Association thinks fit;
 - 3.5 To grant a mortgage, charge or other security for the purpose of securing any money borrowed as permitted under these Rules;
 - 3.6 To build construct, erect, maintain, alter and repair any premises, building or the other structure of any kind and to furnish, equip and improve the same for use by the Association for the purpose of satisfying the purposes of the Association;
 - 3.7 Accept donations and gifts in accordance with the purposes of the Association;
 - 3.8 Print and publish any approved information by any media including newsletters, newspapers, articles or leaflets for promotion of the Association;
 - 3.9 Provide gifts and prizes in accordance with the purposes of the Association;
 - 3.10 Organise social events for Members and the promotion of the Association;
 - 3.11 To enter into any other contract the Association considers necessary or desirable for the purpose of satisfying the purposes of the Association;
 - 3.12 Appoint such Board and sub-committees as from time to time are considered necessary for the good conduct of the affairs of the Association;
 - 3.13 Make by-laws governing the conduct of the Association's activities; and
 - 3.14 Otherwise do all things which are incidental to or necessary for the attainment of the purposes of the Association.

4. Definitions

- 4.1 In these Rules, unless the contrary intention appears:

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

"Annual General Meeting" means a meeting of the Members convened annually and in accordance with these Rules;

"Board" means the Board of the Association;

"Board Member" means each person appointed as a member of the Board in accordance with these Rules, including Rule 22.3;

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

“Chairperson” has the meaning given to it in Rule 17.1;

“Directors” means those persons appointed as a Board Member as set out in these Rules;

“Disciplinary meeting” means a meeting of the Board convened for the purpose of Rule 10;

“Entity Team” means an independently registered team in an SBA domestic competition;

“Extraordinary General Meeting” means a meeting of the Members convened in accordance with Rule 13;

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

“Financial year” means the 12 month period ending on 31 August;

“General Meeting” means a general meeting of Members convened under these Rules;

“Life Members” has the meaning given to it in Rule 6.6;

“Members” means each person that is registered to play basketball at the Association and includes each Playing Member, Parent Member, Member Club, Other Member and elected Life Member of the Association;

“Member Clubs” has the meaning given to it in Rule 6.4;

“Office Bearer” has the meaning given to it in Rule 23.1;

“Other Members” has the meaning given to it in Rule 6.5(a);

“Parent Members” has the meaning given to it in Rule 6.3(a);

“Playing Members” has the meaning given to it in Rule 6.2(a);

“President” means the Director appointed by the Board to the position of President under these Rules;

“Regulations” means regulations under or in accordance with the Act;

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

“Rules” means each rule of the Association as set out in this document;

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

“Treasurer” means the Director appointed by the Board to the position of Treasurer under these Rules; and

“Vice President” means the Director appointed by the Board to the position of Vice President under these Rules.

5. Alteration of the Rules

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

6. Membership

6.1 Membership Categories

The Association shall consist of Playing Members, Parent Members, Member Clubs, Other Members and elected Life Members.

6.2 Playing Members

- a) A person who is registered to play in any competition conducted by the Association, or any team entered by the Association in any other competition is a Playing Member.
- b) Playing Members who have reached the age of 18 at the time of a General Meeting may be a Director.
- c) Playing Members who play in an Entity Team may be represented by a nominated Entity Team delegate at a General Meeting to exercise a vote or propose a motion to a General Meeting. Unless otherwise nominated, the delegate of the Entity Team is the Team Manager nominated in the team registration process.
- d) Playing Members who play in a Member Club Team are represented by a nominated Member Club delegate at a General Meeting to exercise a vote, or propose a motion to a General Meeting, or nominate any person as a Director in accordance with Rule 24.1. Unless otherwise nominated, the delegate of the Member Club is the President of the Member Club.
- e) A Playing Member who has registered for a competition and paid the relevant registration fee shall not be required to pay a membership fee and in receipt of the registration and all relevant fees, the Secretary shall enter the name of the Playing Member in the register of Members.

6.3 Parent Members

- a) A parent or guardian of a Playing Member who has not reached the age of 18 at the time of a General Meeting may nominate to the Secretary in writing prior to the General Meeting that he or she represents the Playing Member under 18 years of age and that parent or guardian will become a Parent Member. Only one parent or guardian may nominate per junior Playing Member. If more than one parent or guardian nominates per Playing Member under 18, only the first nomination shall be accepted.

- b) The nominated parent or guardian of a Playing Member who has registered for a competition and paid the relevant registration fee shall not be required to pay a membership fee and in receipt of all fees, the Secretary shall enter the name of the parent or guardian in the register of Members 30 days after receipt of the nomination unless the Board rejects the nomination.
- c) Within 30 days of receipt of a nomination under this Rule, the Board may (acting in good faith) reject the nomination and is not obliged to give reasons for the rejection.

6.4 Member Clubs

Basketball clubs which field teams which participate in domestic basketball competitions conducted by the Association must be affiliated with or otherwise recognised by the Association as Member Clubs.

6.5 Other Members

- a) A person with an interest in basketball who is not a Playing Member or Parent Member over the age of 18 who applies for membership, whose application is approved by the Board and who pays any applicable membership fee is eligible to be a Member.
- b) A nomination of a person for membership of Association:
 - i) Shall be made in writing in the form set out in Appendix 1; and
 - ii) Shall be lodged with the Secretary of the Association.
- c) As soon as practicable after the receipt of a nomination, the Secretary shall refer the nomination to the Board.
- d) The Board shall determine whether to approve or to reject the nomination but shall not be required to state any reason for failing or refusing to admit any person to membership.
- e) Upon the nomination being approved by the Board, the Secretary shall, with as little delay as possible, notify the nominee in writing that he or she is approved for membership of the Association and request payment within the period of 28 days after receipt of the notification of the sum payable under these Rules as the entrance fee and the first year's annual subscription.
- f) The Secretary shall, upon payment of the amounts referred to in Rule 12 within the period referred to in that Rule, enter the nominee's name in the register of Members kept by him or her and, upon the name being so entered, the nominee becomes a Member of the Association.

6.6 Life Members

Life Members of the Association may be elected at the Annual General Meeting by a 75% majority of eligible votes, provided that written notice of nomination for such election has

been given to the Secretary of the Association at least fourteen (14) days prior to the Annual General Meeting.

- a) Life Membership shall be restricted to those whose service to basketball and the Association has been worthy of the highest honour.
- b) The Board shall present a written report to the Annual General Meeting on the services of any nominee together with its recommendations as to the suitability for the honour.
- c) By resolution of 75% majority of eligible votes at an Annual General Meeting of the Association, life membership may be cancelled.
- d) Life Members shall be granted the privileges of free admission to all functions held by the Association and the right to attend and vote at the Annual General Meeting.
- e) Life Members shall be awarded a badge of appropriate design.
- f) Life Members will have conferred upon them free admission to all venues and functions held by the association, hold one vote, have their name recorded on the Life Member board, and if playing only be required to pay the insurance component of any registration fees.

6.7 Transfer and Termination of Membership

A right, privilege, or obligations of a person of his or her membership of the Association:

- a) Is not capable of being transferred or transmitted to another person;
- b) Terminates upon the cessation of his or her membership whether by death or resignation or otherwise.

7. Register of Members

7.1 The Secretary must keep and maintain a register of Members containing:

- a) the name and address of each Member;
- b) postal address for Association and contact details for each person listed on Association registration form;
- c) postal address and contact details for each person listed on the team registration form; and
- d) the date on which each Member's name was entered in the register.

7.2 The register is available for inspection free of charge by any Member upon request except that personal and confidential information relating to other Members will not be disclosed.

7.3 A Member may make a copy of entries in the register excluding any personal or confidential information relating to another Member.

8. Cessation of Membership

- 8.1 The membership of a person ceases on resignation, expulsion or death.
- 8.2 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 of his or her intention to resign.
- 8.3 After the expiry of the period referred to in Rule 8.2:
- a) The Member ceases to be a Member; and
 - b) The Secretary must record in the register of Members the date on which the Member ceased to be a Member.
- 8.4 A Playing Member ceases to be a Member if he or she is not registered or has not paid the relevant fees in full to play in a competition conducted by the Association.
- 8.5 Any other Member ceases to be a Member if any applicable membership fee is unpaid for more than one (1) year.

9. Conditions of Membership

- 9.1 The conditions of membership shall be as follows:
- a) That the Member agrees to abide and be bound by these Rules and the 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.

10. Discipline, Suspension and Expulsion of Members

10.1 Grounds for Taking Disciplinary Action

The Association may take disciplinary action against a Member if it is determined that the Member has refused or neglected to comply with these Rules, or refuses to support the purposes of the Association, or has engaged in conduct unbecoming of a Member or prejudicial to the interests of the Association, the Board may, by way of resolution:

- a) reprimand the Member; or
 - b) suspend that Member from membership of the Association for a specified period;
or
 - c) expel that Member from the Association.
- 10.2 A resolution of the Board under Rule 10.1 does not take effect unless:
- a) at a meeting held in accordance with Rule 10.3, the Board confirms the resolution;

- 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; and
- c) all appeals made to the Association must in the first instance be directed to the Secretary in writing.

10.3 A meeting of the Board to confirm or revoke a resolution passed under Rule 10.1 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 10.4.

10.4 Notice to Member

For the purposes of giving notice in accordance with Rule 10.3, the Secretary must give, as soon as practicable, written notice to the Member:

- 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 special meeting to be held not earlier than fourteen (14) days and not later than twenty-eight (28) days after the notice has been given to that Member; and
- c) stating the date, place and time of that meeting; and
- d) informing the Member that he, she or it may do one or both of the following-
 - i) attend that meeting personally or appoint a representative;
 - ii) give to the Board before the date of that meeting a written statement seeking the revocation or diminution of the resolution;
- e) setting out the Member's appeal rights under rule 10.6.

10.5 At a meeting of the Board to confirm or revoke a resolution passed under Rule 10.1, the Board must-

- a) give the Member, or his, her or its representative (not being a legal practitioner), an opportunity to be heard; and
- b) give due consideration to any written statement submitted by the Member; and
- c) determine by resolution whether to confirm or to revoke the resolution; and
- d) the suspension of membership rights or the expulsion of a Member under this Rule takes effect immediately after the vote is passed.

10.6 Appeal Rights

- a) If at the meeting of the Board, the Board confirms the resolution, the Member may, not later than forty-eight (48) hours after that meeting, give the Secretary a notice to the effect that he, she or it wishes to appeal to the Association in a General Meeting against the resolution.

- b) If the Secretary receives a notice under Rule 10.6(a), 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.
- c) Notice of the General Meeting must be given to each Member of the Association who is entitled to vote as soon as practicable and must:
 - i) Specify the date, time and place of the meeting; and
 - ii) State the name of the person against whom the disciplinary action has been taken; and
 - iii) State the grounds for taking that action; and
 - iv) State that at the General Meeting the Members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.
- d) At a General Meeting of the Association convened under Rule 10.6(b):
 - i) no business other than the question of the appeal may be conducted; and
 - ii) the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - iii) the Member, or his, her or its representative, must be given an opportunity to be heard; and
 - iv) the Members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked; and
 - v) a Member may not vote by proxy at the meeting.
- e) A resolution is confirmed if, at the General Meeting, not less than 75% of the Members present vote in favour of the resolution. In any other case, the resolution is revoked.

11. Disputes and Mediation

11.1 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 Board; or
- c) a Member and the Association.

11.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute between themselves within fourteen (14) days after the dispute comes to the attention of all of the parties.

- 11.3 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, notify the Board of the dispute and hold a meeting in the presence of a mediator.
- 11.4 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 of the Association; or
 - ii) in the case of a dispute between a Member and the Board or the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 11.5 A Member of the Association can be a mediator.
- 11.6 The mediator cannot be a Member who is either directly or indirectly a party to the dispute.
- 11.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 11.8 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.
- 11.9 The mediator must not determine the dispute.
- 11.10 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.

12. Annual General Meetings

- 12.1 The Board may determine the date, time and place of the Annual General Meeting of the Association provided it is held within five (5) months of the end of the financial year.
- 12.2 The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting and must be sent at least 21 days prior to the meeting.
- 12.3 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); and
- c) to elect the Directors of the Association;
- d) to appoint an auditor for the forthcoming year; and
- e) 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.

12.4 The Annual General Meeting may conduct any special business of which notice has been given in accordance with these Rules.

12.5 The Secretary of the Association shall give seven (7) days notice of the Agenda to Members and Directors.

13. Extraordinary General Meetings

13.1 In addition to the Annual General Meeting, other General Meetings may be held in the same year.

13.2 All General Meetings other than the Annual General Meeting are Extraordinary General Meetings.

13.3 The Board may, whenever it thinks fit, convene an Extraordinary General Meeting of the Association.

13.4 The Board must, on the request in writing of Members representing not less than twenty (20) Members, convene an Extraordinary General Meeting of the Association.

13.5 The request for an Extraordinary General Meeting must-

- a) state the objectives of the meeting; and
- b) be signed by the Members requesting the meeting; and
- c) be sent to the address of the Association.

13.6 If the Board does not cause an Extraordinary General Meeting to be held within one (1) month after the date on which the request is sent to the address of the Association, the Members making the request may convene an Extraordinary General Meeting to be held not later than three (3) months after that date.

13.7 If an Extraordinary General Meeting is convened by Members in accordance with this Rule, it must be convened in the same manner so far as possible as a meeting convened by the Board and all reasonable expenses incurred in convening the Extraordinary General Meeting must be refunded by the Association to the persons incurring the expenses.

14. Special Business

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

15. Notice of General Meetings

15.1 The Secretary of the Association shall, at least 21 days before the date fixed for holding a General Meeting of the Association, 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 transacted at the meeting.

15.2 Notice may be given –

- 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 the notice on the Association's website.

15.3 No business other than that set out in the notice convening the General Meeting shall be transacted at the General Meeting.

15.4 A Member desiring to bring any business before a meeting may give notice of that business, no later than seven (7) days prior in writing to the Secretary, who shall include that business in the notice calling the next General Meeting after the receipt of the notice.

16. Quorum at General Meetings

16.1 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 General Meeting is considering that item.

16.2 Five (5) 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.

16.3 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 at 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 of the Board 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.

16.4 If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting must be dissolved.

17. Presiding at General Meetings

- 17.1 The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each General Meeting of the Association.
- 17.2 If the President and the Vice-President are absent from a General Meeting, or are otherwise unable to preside, the Members present must select any other Member present at the General Meeting to preside as Chairperson.

18. Adjournment of Meetings

- 18.1 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.
- 18.2 No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 18.3 If a meeting is adjourned for fourteen (14) days or more, notice of the adjourned meeting must be given in accordance with these Rules.

19. Voting at General Meetings

- 19.1 Upon any question arising at a General Meeting of the Association,
- a) Playing Members registered to play in an Entity Team shall be entitled to be represented by a nominated delegate, over 18 years of age, who shall have one vote for each eligible Entity Team entered in competitions conducted by the Association;
 - b) Life Members shall have one vote each;
 - c) each Member Club shall be entitled to be represented by the nominated delegate who shall have one vote for each eligible team entered in competitions conducted by the Association.
- 19.2 If there is no current active competition being held at the Association, the registration data from the most recent preceding season will be used to determine eligible votes for the purposes of a General Meeting.
- 19.3 No category of Member may exercise two votes. For example, a Playing Member who is also a Life Member can only exercise one vote.
- 19.4 No member of staff at the Association may exercise a vote, except where that person is also a Life Member in which case that person may exercise one vote in their capacity as a Life Member.
- 19.5 No Director may exercise a vote, including where that person is also a Life Member to avoid any potential conflict of interest with his or her Director's duties. However, in a case of an equality of voting the Chairperson of the meeting is entitled to exercise the casting vote.

- 19.6 No proxy or postal votes will be allowed at any General Meeting of the Association.
- 19.7 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. That Member must make contact prior to the motion and any vote. The Chairperson will have final say if the technology employed is acceptable.
- 19.8 A Member participating in a General Meeting as permitted under Rule 19.7 is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

20. Manner of determining whether resolution carried

- 20.1 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.
- 20.2 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.

21. Poll at General Meetings

- 21.1 If at a General Meeting a poll on any question is demanded by not less than three (3) Members, it must be taken at that General Meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the General Meeting on that question.
- 21.2 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 General Meeting as the Chairperson may direct.

22. Board

- 22.1 The affairs of the Association shall be managed by the Board.
- 22.2 The Board:
- (a) shall 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 a General Meeting of the Association; and

- (c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association.

22.3 Subject to section 23 of the Rules, the Board shall consist of:

- (a) the Office Bearers of the Association; and
- (b) three (3) ordinary members (defined and referred to in these Rules as Directors).

22.4 To promote a gender diverse Board, a target of at least 40% female representation is preferred and the Board will endeavour to meet this target also taking into account the skills and experience required by the Board.

22.5 All Board Members are required to have a satisfactory Victoria Police criminal record check and Working with Children Check completed.

23. Directors

23.1 The Office Bearers of the Association shall be-

- a) a President;
- b) a Vice-President;
- c) a Treasurer; and
- d) a Secretary.

23.2 The provisions of Rule 24, so far as they are applicable and with the necessary modifications, apply to and are in relation to the election of persons to any of the offices referred to in Rule 23.1.

23.3 Each Director of the Association shall hold office for a period of three (3) 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 three years after the date of his or her election. This person is eligible for re-election, however must be voted in by the Members.

23.4 A Director of the Board may be elected in accordance with Rule 23.10 to the position of President or Vice-President for a maximum of six (6) years either sequentially or non-sequentially. If a Director serves for six (6) years in the role of President or Vice-President, this person is eligible for re-election as a Director but not as an Office Bearer, however must be voted in by the Members.

23.5 In the event of a casual vacancy on the Board, the Board may appoint another person to the vacant office and the person appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of the appointment.

- 23.6 The election cycle is three years and two Directors will be elected in each first and second calendar year and three Directors will be elected in the third calendar year of each cycle.
- 23.7 The Board may co-opt up to two (2) other persons to become non-voting Directors of the Board for a period which will not exceed the time to the next Annual General Meeting.
- 23.8 No Director shall receive remuneration from the Association in any capacity.
- 23.9 The President of the Association is also the Public Officer.
- 23.10 At its first meeting after each election, the Directors will elect one of the Directors to each of the Office Bearer positions and those Directors will be the Office Bearers until the first Board meeting after the next election of Directors.
- 23.11 Notwithstanding any other provision of these Rules, in the event that the number of Directors in office falls below the minimum number required by these Rules or otherwise falls below the minimum number required to constitute a quorum at any meeting of the Board:
- a) the remaining Directors are empowered to continue to act to the extent required to fill any vacancy or vacancies on the Board in accordance with Rule 23.5 of these Rules and/or to appoint any person to hold an Office Bearer position which may be vacant; and
 - b) notwithstanding Rule 28 of these Rules, quorum at any Board meeting convened to exercise the powers referred to in Rule 23.11(a) of these Rules will be a majority of the Directors holding office at that time.

24. Election of Directors

- 24.1 Nominations of candidates for election as Directors of the Association must be:
- a) made in writing, signed by two Life Members of the Association or Member Club delegates or two Board Members 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.
- 24.2 If not enough nominations are received for the number of vacancies to be filled, nominations may be called for at the meeting at the discretion of the current Office Bearers still in office at the time.
- 24.3 If only the equal number of nominations are received for the number of vacancies to be filled, the candidates nominated shall be deemed elected.
- 24.4 If the number of nominations exceeds the number of positions vacant, a ballot shall be held.
- 24.5 The ballot for the election of Directors must be conducted at the Annual General Meeting in such manner as the current Board directs.

25. Vacancies

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

- a) becomes subject to the provisions of the Bankruptcy Act; or
- b) resigns from office by notice in writing given to the Secretary; or
- c) is removed from office under Rule 31; or
- d) dies or loses mental capacity; or
- e) becomes a represented person within the Guardianship and Administration Act 1986.

26. Meetings of the Board

26.1 The Board must meet at least six (6) times in each year at such place and such times as the Board may determine.

26.2 Special meetings of the Board may be convened by the President or by any four (4) Board Members.

26.3 Meetings of the Board may be conducted electronically whereby each Director is able to hear and be heard by all other Directors present. Directors present in any such electronic meeting shall be deemed to be physically present for the meeting.

27. Notice of Board Meetings

27.1 Notice of each Board meeting must be given to each Board Member at least five (5) business days before the date of the meeting.

27.2 Notice must be given to each Board Member 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.

28. Quorum for Board Meetings

28.1 Any four (4) voting Board Members constitute a quorum for the conduct of the business of a meeting of the Board.

28.2 No business may be conducted unless a quorum is present.

28.3 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.

29. Presiding at Board Meetings

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

30. Voting at Board Meetings

- 30.1 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.
- 30.2 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 with respect to decisions made by the Board.
- 30.3 A Board Member not physically present at a Board Meeting may be permitted to participate in the Board Meeting by the use of technology that allows that Board Member and the Board Members present at the Board Meeting to clearly and simultaneously communicate with each other.
- 30.4 A Board Member participating in a Board Meeting as permitted under Rule 30.3 is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

31. Removal of Director

- 31.1 The Members may, by a resolution of 80% of the Members present and eligible to vote at a General Meeting remove a Director from the Board.
- 31.2 A Director who is the subject of a proposed resolution referred to in Rule 31.1 may no later than seven (7) days prior to a General Meeting at which a motion for removal is proposed make representations in writing to the Secretary of the Association (not exceeding a reasonable length) and may request that the representations be provided to the Members of the Association.
- 31.3 The Secretary may give a copy of the representations to each Member of the Association or, if they are not so given, the Director may require that they be read out at the meeting.

32. 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.

33. 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 of Board Members and other persons present at Board meetings.

34. Funds

34.1 The Treasurer of the Association must-

- a) collect and receive all moneys due to the Association and authorise all payments made 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.

34.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by the two Board Members or such other persons as it considers prudent.

34.3 The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Board determines.

35. Seal

35.1 The common seal of the Association must be kept in the custody of the Secretary.

35.2 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 the Public Officer of the Association.

36. Notice to Members

36.1 Except for the requirement in Rule 15, 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; or
- b) sending it by prepaid post addressed to the Member at that Member's address shown in the register of Members; or
- c) facsimile transmission, or
- d) electronic transmission.

36.2 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.

36.3 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.

36.4 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.

37. Procedural Irregularities

37.1 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 By-Laws of the Association or other irregularity in procedure required by these Rules or the By-Laws of the Association, unless a person suffers serious detriment as a result of that failure to give proper notice or irregularity in procedure.

37.2 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.

38. Unforeseen Matter

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

39. Dissolution

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

40. Custody and Inspection of Books and Records

40.1 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.

40.2 All accounts, books, securities and any other relevant documents of the Association (other than Members personal and confidential information) must be available for inspection free of charge by any Member upon request.

40.3 A Member may make a copy of any accounts, books, securities and any other relevant documents of the Association unless to do so would compromise the privacy of another Member. Any Member wishing to do so must provide a notice, in writing, of their intent, to the Secretary seven (7) days prior.

40.4 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.

APPENDIX 1

APPLICATION FOR MEMBERSHIP OF THE SOUTHERN BASKETBALL ASSOCIATION INC.

I _____ of _____
(name) (address)

desire to become a member of the Southern Basketball Association.

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 _____

I _____, a member of the Association
(name)

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
(name)

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

Signature of Seconder

Date _____