

RULES OF THE CLUB
ROWVILLE BASKETBALL CLUB INCORPORATED
JUNE 2013

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RULES OF THE ROWVILLE BASKETBALL CLUB INCORPORATED

PART 1 – PRELIMINARY

1. NAME:

The name of the incorporated association is ROWVILLE BASKETBALL CLUB INCORPORATED. (In this constitution called “the Club”).

2. PURPOSE:

- (1) The objectives of the Club shall be:
- a. To administer, promote, develop and encourage junior basketball for competitive and recreational purposes.
 - b. To manage championships as may be decided upon.
 - c. To encourage social and other recreational activities among the members.
 - d. To deal with any other matter that the Club may deem to be in the interest of the game of basketball.

3. FINANCIAL YEAR

The financial year of the Club is each period of 12 months ending on 30 April.

4. DEFINITIONS:

In these rules,:-

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

Chairperson, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 42;

Committee means the Committee having management of the business of the club;

committee meeting means a meeting of the Committee held in accordance with these Rules;

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

disciplinary appeal meeting means a meeting of the members of the club convened under rule 18(3);

disciplinary meeting means a meeting of the Committee convened for the purposes of rule 17;

disciplinary subcommittee means the subcommittee appointed under rule 16;

financial year means the 12 month period specified in rule 3;

general meeting means a general meeting of the members of the club convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

member means a member of the club;

member entitled to vote means a member who under rule 30 is entitled to vote at a general meeting;

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

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

the Registrar means the Registrar of Incorporated Associations.

PART 2 POWERS OF THE CLUB

5. POWERS OF THE CLUB

- (1) Subject to the Act, the Club has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting sub rule (1), the Club may—
 - a. acquire, hold and dispose of real or personal property;
 - b. open and operate accounts with financial institutions;
 - c. invest its money in any security in which trust monies may lawfully be invested;
 - d. raise and borrow money on any terms and in any manner as it thinks fit;
 - e. secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - f. appoint agents to transact business on its behalf;
 - g. enter into any other contract it considers necessary or desirable.
- (3) The Club may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6. NOT FOR PROFIT ORGANISATION

- (1) The Club must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Sub rule (1) does not prevent the Club from paying a member—
 - a. reimbursement for expenses properly incurred by the member; or
 - b. for goods or services provided by the member—

PART 3 - MEMBER, DISCIPLINARY PROCEDURES AND GRIEVANCES

DIVISION 1 – MEMBERSHIP

7. WHO IS ELIGIBLE TO BE A MEMBER

Any person who wishes to play basketball for the club in a local basketball association where the club has deemed it appropriate to lodge teams.

8. MEMBERSHIP:

- (1) Members of the club shall be:
 - a. Registered Junior Players
 - b. Registered Senior Players
 - c. Current Committee Members
 - d. Current Coaches
 - e. Life Members
- (2) A Junior or Senior Player, on completion of the registration for membership and upon payment of the subscription fee (as determined by Rule 10) with the approval of Committee, shall be registered by the Registrations officer as a member of the Club.

- (3) A right, privilege, or obligation of a person by reason of his membership of the Club:-
 - a. is not capable of being transferred or transmitted to another person unless otherwise especially provided:
 - b. terminates upon the cessation of his membership whether by death or resignation or otherwise.

9. LIFE MEMBERSHIP:

- (1) Life membership shall be restricted to those whose service to basketball and the Club has been worthy of the highest honour. The Committee shall review nominations for life membership and by resolution of the committee determine the life members to be voted on by the members at the Annual General Meeting. Life members will be elected at the Annual General Meeting by a 75% majority of the votes cast.
- (2) By resolution of a 75% majority of votes cast at an Annual General Meeting, life membership may be cancelled.
- (3) Privileges of a life member shall include free admission to all functions held by the Club and attendance to all Club General meetings with the right to vote.

10. SUBSCRIPTIONS:

- (1) The subscription fee shall be as follows:-
 - a. A seasonal subscription fee shall be payable before each season.
 - b. The subscription fee will be determined by the committee and approved at the Annual General meeting.
 - c. Subscriptions shall be set for:
 - i. Junior playing members
 - ii. Senior playing members
 - iii. Non playing members
- (2) Reductions;
 - a. where 3 or more junior members are from the one family a reduced rate determined by the committee will apply to the 3rd and subsequent junior members
 - b. where a junior member registers for more than one team in a season, a reduced rate determined by the committee will apply to that subsequent team.
- (3) Due Date:
 - a. Subscriptions shall be payable on or before the due date as determined by the Committee.
 - b. Failure to comply means the player will be suspended from the teams until payment is finalised.
 - c. Families wishing to pay their subscription by instalments may apply in writing to the Treasurer.

11. GENERAL RIGHTS OF MEMBERS

- (1) A member of the Club or their parent/legal guardian if the member is under 16, 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 Club as provided under rule 64; 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 Club; and
 - b. the member's membership rights are not suspended for any reason.

12. REGISTER OF MEMBERS

- (1) The Secretary must keep and maintain a register of members containing—
 - a. the name, address and contact details of each member;
 - b. the season for which each member's name was entered in the register;
 - c. details of the parents and/or legal guardians for that member;
- (2) The register is available for inspection free of charge by any member upon request.
- (3) A member may make a copy of entries in the register.

13. CEASING MEMBERSHIP

- (1) A member of the club ceases to be a member if they fail to submit a registration for a particular season and pay the required subscription.
- (2) The date of effect of the cessation is the later of:
 - a. The date of the grand final for the season they have a valid registration;
 - b. The date of the Clubs presentation night for the season they have a valid registration.

DIVISION 2 – DISCIPLINARY ACTION

14. GROUNDINGS FOR TAKING DISCIPLINARY ACTION

The Club may take disciplinary action against a member in accordance with this Division if it is determined that the member—

- a. has failed to comply with these Rules; or
- b. refuses to support the purposes of the Club; or
- c. has engaged in conduct prejudicial to the Club.

15. DISCIPLINARY SUBCOMMITTEE

- (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.
- (2) The members of the disciplinary subcommittee—
 - a. may be Committee members, members of the Club or anyone else; but
 - b. must not be biased against, or in favour of, the member concerned.

16. NOTICE TO MEMBER

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
 - a. stating that the Club proposes to take disciplinary action against the member; and
 - b. stating the grounds for the proposed disciplinary action; and
 - c. specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting); and
 - d. advising the member that he or she may do one or both of the following—

- i. attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - ii. give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
- e. setting out the member's appeal rights under rule 18.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

17. DECISION OF SUBCOMMITTEE

- (1) At the disciplinary meeting, the disciplinary subcommittee must—
 - a. give the member an opportunity to be heard; and
 - b. consider any written statement submitted by the member.
- (2) After complying with sub rule (1), the disciplinary subcommittee may—
 - a. take no further action against the member; or
 - b. subject to sub rule (3)—
 - i. reprimand the member; or
 - ii. suspend the membership rights of the member for a specified period; or
 - iii. expel the member from the Club.
- (3) The disciplinary subcommittee may not fine the member.
- (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.

18. APPEAL RIGHTS

- (1) A person whose membership rights have been suspended or who has been expelled from the Club under rule 17 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
 - a. to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
 - b. to the Secretary not later than 48 hours after the vote.
- (3) If a person has given notice under sub rule (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.
- (4) Notice of the disciplinary appeal meeting must be given to each member of the Club who is entitled to vote as soon as practicable and must—
 - a. specify the date, time and place of the meeting; and
 - b. state—
 - i. the name of the person against whom the disciplinary action has been taken; and
 - ii. the grounds for taking that action; and
 - iii. 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.

19. CONDUCT OF DISCIPLINARY APPEAL MEETING

- (1) At a disciplinary appeal meeting—
 - a. no business other than the question of the appeal may be conducted; and
 - b. the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and

- c. the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with sub rule (1), the 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.
- (3) A member may not vote by proxy at the meeting.
- (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

20. APPLICATION

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between—
 - a. a member and another member;
 - b. a member and the Committee;
 - c. a member and the Club.
- (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.

21. PARTIES MUST ATTEMPT TO RESOLVE THE DISPUTE

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.

22. APPOINTMENT OF MEDIATOR

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 21, the parties must within 10 days—
 - a. notify the Committee of the dispute; and
 - b. agree to or request the appointment of a mediator; and
 - c. attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
 - a. a person chosen by agreement between the parties; or
 - b. in the absence of agreement—
 - i. if the dispute is between a member and another member—a person appointed by the Committee; or
 - ii. if the dispute is between a member and the Committee or the Club—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Committee may be a member or former member of the Club but in any case must not be a person who—
 - a. has a personal interest in the dispute; or
 - b. is biased in favour of or against any party.

23. MEDIATION PROCESS

- (1) The mediator to the dispute, in conducting the mediation, must—
 - a. give each party 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 throughout the mediation process.
- (2) The mediator must not determine the dispute.

24. FAILURE TO RESOLVE DISPUTE BY MEDIATION

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 CLUB

25. ANNUAL GENERAL MEETING:

- (1) The Club shall within 5 months of the end of the financial year, or as required by the Act, convene an Annual General Meeting of its members.
- (2) The Annual General Meeting shall be specified as such in the notice convening it.
- (3) The ordinary business of the Annual General Meeting shall be:-
 - a. to confirm the minutes of the last preceding Annual General Meeting and of any special general meeting held since that meeting.
 - b. to elect officers of the Club and the ordinary members of the Committee; and
 - c. to receive and consider –
 - i. the annual report of the Committee on the activities of the Club during the preceding financial year; and
 - ii. the statement submitted by the Club in accordance with Part 7 of the Act.
 - d. to confirm or vary the amounts (if any) of the subscription fee for members
- (4) The Annual General Meeting may also conduct any other business of which notice is given in accordance with these rules.
- (5) The Annual General Meeting shall be in addition to any other general meetings that may be held in the same year.

26. SPECIAL GENERAL MEETING:

- (1) Any general meeting of the Club, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Committee may, whenever it thinks fit, convene a special general meeting of the Club and, where, but for this sub-clause, more than 15 months would lapse between Annual General Meetings, shall convene a special general meeting before the expiration of that period.
- (3) The Committee shall, on the requisition in writing of members numbering not less than 5% of the total number of members, convene a special general meeting of the Club.
- (4) The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
- (5) If the Committee does not cause a special general meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or any of them, may convene a special general meeting to be held not later than three (3) months after the date on which the requisition was sent.
- (6) A special general meeting convened by members in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are

convened by the Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Club to the persons incurring the expenses.

27. NOTICE OF A GENERAL OR SPECIAL GENERAL MEETING:

- (1) The Secretary of the Club shall cause to be published in the Club magazine at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Club, a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (2) No business other than that get out in the notice convening the meeting shall be transacted at the meeting.
- (3) A member desiring to bring any business before a meeting must give notice of that business in writing to the Secretary who, provided it is received in time, shall include that business in the notice calling the general meeting after the receipt of the notice.

28. PROXIES

- (1) A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- (4) If the Committee has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- (5) Notice of a general meeting given to a member under rule 27 must—
 - a. state that the member may appoint another member as a proxy for the meeting; and
 - b. include a copy of any form that the Committee has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Club no later than 24 hours before the commencement of the meeting.

29. USE OF TECHNOLOGY

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

30. VOTING ELIGIBILITY:

- (1) Only financial members in the season the meeting is held, current committee members, current coaches and life members of the Club are entitled to vote.
- (2) All members 16 years of age and over are entitled to an individual vote.
- (3) In respect to members under 16 years, one parent or legal guardian is entitled to vote as a representative of that child.

31. PROCEEDINGS AT MEETING:

- (1) No item of business shall be transacted at a General Meeting unless a quorum of members entitled under these rules to vote, is present during the time when the meeting is considering that item.
- (2) 10% of the registered members personally present (being members entitled under these rules to vote at a General Meeting) or represented by proxy, shall constitute a quorum for the transaction of the business at 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, the meeting if convened upon the requisition of members shall be dissolved but in any other case 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 and 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 present (being not less than 3) shall be a quorum.

32. PRESIDING AT GENERAL MEETING:

- (1) The President, or in his absence, the Vice-President, shall preside as Chairperson at each General Meeting of the Club.
- (2) If the President and the Vice-President are absent from a General Meeting, the members present shall elect one of their number to preside as Chairperson at the meeting.

33. ADJOURNMENTS:

- (1) The Chairperson of a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.
- (3) Except as provided sub rule (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

34. RESOLUTIONS:

A question arising at a general meeting of the Club shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, plus an entry to that effect in the Minute book of the Club, is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

35. VOTING PROCEDURE:

- (1) Upon any question arising at a General Meeting of the Club, a member has one vote only.
- (2) All votes shall be given personally or by proxy.
- (3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) If at a meeting a poll on any question is demanded by not less than three members, it shall 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.

- (5) A poll that is demanded on the election of a Chairperson or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairperson may direct.

36. MINUTES OF GENERAL MEETING

- (1) The Committee must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
 - a. the names of the members attending the meeting; and
 - b. proxy forms given to the Chairperson of the meeting under rule 28(6); and
 - c. the financial statements submitted to the members in accordance with rule 25(3)c.ii; and
 - d. 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 Club; and
 - e. any audited accounts and auditor's report or report of a review accompanying the financial statements, if they are required under the Act.

PART 5 – COMMITTEE

DIVISION 1 - POWERS OF THE COMMITTEE

37. GENERAL COMMITTEE:

- (1) The affairs of the Club shall be managed by a General Committee constituted as provided in Division 2 of this part of the rules.
- (2) The Committee:-
 - a. shall control and manage the business and affairs of the Club;
 - b. may, subject to these rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Club other than those powers and functions that are required by these rules to be exercised by general meetings of the members of the Club; and
 - c. subject to these rules, the Regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Club.

38. DELEGATION

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

DIVISION 2—COMPOSITION OF COMMITTEE AND DUTIES OF MEMBERS

39. THE COMMITTEE:

- (1) The Committee shall consist of the four officers of the Club and a minimum of six and a maximum of sixteen ordinary members, each of whom shall be elected at the Annual General Meeting of the Club in each year. The actual number of ordinary members to be elected shall be determined by a resolution of the committee holding office immediately before the Annual General Meeting.
- (2) Each ordinary member of the Committee shall, subject to these rules, hold office until the next Annual General Meeting after the date of his election but is eligible for re-election.
- (3) In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee may appoint a member or any parent or legal guardian of a past or present member of the Club to fill the vacancy and that person so appointed shall hold office, subject to these rules, until the conclusion of the next Annual General Meeting following the date of his appointment.

40. OFFICERS:

- (1) The Officers of the Club shall be:-
 - a. a President;
 - b. a Vice President;
 - c. a Treasurer; and
 - d. a Secretary.
- (2) The provisions of Division 3 and 4 so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the officers mentioned in sub rule (1).
- (3) Each officer of the Club shall hold office until the Annual General Meeting after the date of his election but is eligible for re-election.
- (4) In the event of a casual vacancy in any office referred to in sub rule (1), the Committee may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the annual meeting next following the date of his appointment.

41. GENERAL DUTIES

- (1) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.
- (2) The Committee is collectively responsible for ensuring that the Club complies with the Act and that individual members of the Committee comply with these Rules.
- (3) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Committee members must exercise their powers and discharge their duties—
 - a. in good faith in the best interests of the Club; and
 - b. for a proper purpose.
- (5) Committee members and former committee members must not make improper use of—
 - a. their position; or
 - b. information acquired by virtue of holding their position—so as to gain an advantage for themselves or any other person or to cause detriment to the Club.

- (6) In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

42. PRESIDENT AND VICE-PRESIDENT

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

43. SECRETARY

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- (2) The Secretary must—
- a. maintain the register of members in accordance with rule 12; and
 - b. keep custody of the common seal (if any) of the Club and, except for the financial records referred to in rule 59(3), all books, documents and securities of the Club in accordance with rules 61 and 64; and
 - c. 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
 - d. perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

44. TREASURER

- (1) The Treasurer must—
- a. receive all moneys paid to or received by the Club and issue receipts for those moneys in the name of the Club; and
 - b. ensure that all moneys received are paid into the account of the Club within 5 working days after receipt; and
 - c. make any payments authorised by the Committee or by a general meeting of the Club from the Club's funds; and
 - d. ensure cheques are signed by at least 2 committee members.
- (2) The Treasurer must—
- a. ensure that the financial records of the Club are kept in accordance with the Act; and
 - b. coordinate the preparation of the financial statements of the Club and their certification by the Committee prior to their submission to the annual general meeting of the Club.
- (3) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Club.

DIVISION 3—ELECTION OF COMMITTEE MEMBERS AND TENURE OF OFFICE

45. WHO IS ELIGIBLE TO BE A COMMITTEE MEMBER

- (1) A person is eligible to be elected or appointed as a committee member if the person—
- a. is 18 years or over; and
 - b. is the parent or legal guardian of a past or present member of the Club.

46. POSITIONS TO BE DECLARED VACANT

- (1) This rule applies to—
 - a. the first annual general meeting of the Club after its incorporation; or
 - b. any subsequent annual general meeting of the Club, after the annual report and financial statements of the Club have been received.
- (2) The Chairperson of the meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with rules 47 to 48.
- (3) Nominations of candidates for election as officers of the Club or as ordinary members of the Committee:-
 - a. shall be made in writing, each signed by two members of the Club and accompanied by the written consent of the candidates (which may be endorsed on the form of nomination); and
 - b. shall be delivered to the Secretary of the Club not less than 7 days before the date fixed for the holding of the Annual General Meeting.
- (4) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.
- (5) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (6) If the number of nominations received is greater than the number of positions to be filled a ballot shall be held.
- (7) The ballot for the election of officers and ordinary members of the Committee shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.
- (8) A person eligible to be a Committee member of the Club may—
 - a. nominate himself or herself; or
 - b. with the member's consent, be nominated by another member.
- (9) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

47. ELECTION OF PRESIDENT AND OTHER OFFICE HOLDERS.

- (1) At the annual general meeting, separate elections must be held for each of the following positions—
 - a. President;
 - b. Vice-President;
 - c. Secretary;
 - d. Treasurer.
- (2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- (3) If more than one member is nominated, a ballot must be held in accordance with rule 35.
- (4) On his or her election, the new President may take over as Chairperson of the meeting.

48. ELECTION OF ORDINARY MEMBERS

- (1) A single election may be held to fill all of those positions.
- (2) 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.
- (3) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 35.

49. TERM OF OFFICE

- (1) Subject to sub rule (3) and rule 50, a committee member holds office until the positions of the Committee are declared vacant at the next annual general meeting.
- (2) A committee member may be re-elected.
- (3) A general meeting of the Club may—
 - a. by special resolution remove a committee member from office; and
 - b. elect an eligible person to fill the vacant position in accordance with this Division.
- (4) A member who is the subject of a proposed special resolution under sub rule (3)(a) may make representations in writing to the Secretary or President of the Club (not exceeding a reasonable length) and may request that the representations be provided to the members of the Club.
- (5) The Secretary or the President may give a copy of the representations to each member of the Club or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

50. VACATION OF OFFICE

- (1) A committee member may resign from the Committee by written notice addressed to the Committee.
- (2) A person ceases to be a committee member if he or she—
 - a. ceases to be eligible to vote at a general meeting of members of the Club; or
 - b. fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 56; or
 - c. 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.

51. FILLING CASUAL VACANCIES

- (1) The Committee may appoint an eligible person to fill a position on the Committee that—
 - a. has become vacant under rule 50; or
 - b. was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Committee must appoint a person to the position within 14 days after the vacancy arises.
- (3) Rule 49 applies to any committee member appointed by the Committee under sub rule (1) or (2).
- (4) The Committee may continue to act despite any vacancy in its membership.

DIVISION 4—MEETINGS OF COMMITTEE

52. PROCEEDINGS OF COMMITTEE:

- (1) The Committee shall meet monthly or at such times and at such place as the Committee may determine.
- (2) Special meetings of the Committee may be convened by the President or by any four (4) of the members of the Committee.
- (3) Notice shall be given to members of the Committee of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such meeting.

- (4) Any five (5) members, including at least one officer, of the Committee constitutes a quorum for the transaction of the business of a meeting of the Committee.
- (5) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was an special meeting in which case it lapses.
- (6) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- (7) Each Committee member present at a meeting of the Committee 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.
- (8) Subject to sub rule 4 the Committee may act notwithstanding any vacancy on the Committee.

53. CONFLICT OF INTEREST

- (1) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
- (2) The member—
 - a. must not be present while the matter is being considered at the meeting; and
 - b. must not vote on the matter.

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.

- (3) This rule does not apply to a material personal interest—
 - a. that exists only because the member belongs to a class of persons for whose benefit the Club is established; or
 - b. that the member has in common with all, or a substantial proportion of, the members of the Club.

54. REMOVAL OF MEMBER OF COMMITTEE:

- (1) The Club in general meeting may by resolution remove any member of the Committee before the expiration of his term of office and appoint another member in his stead to hold office until the expiration of the term of the first-mentioned member.
- (2) Where the member to whom a proposed resolution referred to in sub rule 1 makes representations in writing to the Secretary or President of the Club (not exceeding a reasonable length) and requests that they be notified to the members of the Club, the Secretary or the President may send a copy of the representation to each member of the Club or, if they are not sent, the member may require that they be read out at the meeting.

55. MINUTES OF MEETING

- (1) The Committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following—
 - a. the names of the members in attendance at the meeting;

- b. the business considered at the meeting;
- c. any resolution on which a vote is taken and the result of the vote;
- d. any material personal interest disclosed under rule 53.

56. LEAVE OF ABSENCE

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

PART 6 – FINANCIAL MATTERS

57. SOURCE OF FUNDS

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

58. MANAGEMENT OF FUNDS

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

59. FINANCIAL RECORDS

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

60. FINANCIAL STATEMENTS

- (1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Club are met.
- (2) Without limiting sub rule (1), those requirements include—
 - a. the preparation of the financial statements;
 - b. if required, the review or auditing of the financial statements;
 - c. the certification of the financial statements by the Committee;

- d. the submission of the financial statements to the annual general meeting of the Club;
- e. the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS

61. COMMON SEAL

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

62. REGISTERED ADDRESS

The registered address of the Club is—

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

63. NOTICE REQUIREMENTS

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

64. CUSTODY AND INSPECTION OF BOOKS AND RECORDS

- (1) Members may on request inspect free of charge—
 - a. the register of members;
 - b. the minutes of general meetings;
 - c. subject to sub rule (2), the financial records, books, securities and any other relevant document of the Club, including minutes of Committee meetings.
- (2) The Committee may refuse to permit a member to inspect records of the Club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Club.
- (3) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.

- (4) Subject to sub rule (2), a member may make a copy of any of the other records of the Club referred to in this rule and the Club may charge a reasonable fee for provision of a copy of such a record.
- (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 Club and includes the following—
 - a. its membership records;
 - b. its financial statements;
 - c. its financial records;
 - d. records and documents relating to transactions, dealings, business or property of the Club.

65. WINDING UP OR CANCELLATION:

- (1) The Club may be wound up voluntarily by special resolution.
- (2) In the event of the winding up of the Club or the cancellation of its incorporation, the assets of the Club shall be disposed of in accordance with the provisions of the Act, and any surplus funds and property may be distributed to other local basketball clubs in the area or to nearby basketball associations and must not be distributed to any members or former members of the Club.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Club and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution

66. ALTERATION OF RULES

These Rules may only be altered by special resolution of a general meeting of the Club.

APPENDIX 1

FORM OF APPOINTMENT OF PROXY

I, _____(eligible voter)

being an eligible voter for the following members of Rowville Basketball Club Inc

Names of members (players, etc.):

1. _____ 2 _____
3. _____ 4 _____

appoint _____

being an eligible voter of Rowville Basketball Club Inc, as my proxy to vote on my behalf at the *annual/*special general meeting of the Club to be held on _____(*date of meeting*) and at any adjournment of that meeting.

My proxy is authorised to vote on the following resolution: [*insert details of resolution*]

For Against Abstain

Or

As the proxy wishes

Signed _____

Date _____