

Hawthorn Basketball Association Incorporated

Constitution

Adopted by Resolution of Special General Meeting held 15 February 2014
Amended by Resolution of Annual General Meeting held 16 December 2017
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Approved by Consumer Affairs Victoria

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1. Name

The name of the incorporated association is Hawthorn Basketball Association Incorporated and is hereinafter referred to as the "Association".

2. Diversity Statement

- (1) The Association is committed to:
- (a) treating all people with dignity and respect;
 - (b) promoting diversity and inclusion among all people;
 - (c) developing a culture of learning, acceptance and mutual understanding; and
 - (d) taking all reasonably practicable steps necessary to eliminate discrimination among all people,

within the Association, the Hawthorn region, the municipality of Boroondara and the wider state and national basketball communities.

3. Objectives

- (1) The objectives of the Association shall be to:
- (a) represent the interests of basketball and all involved in basketball within the Association, the Hawthorn region, the municipality of Boroondara and at state and national level;
 - (b) provide individuals with opportunities to maximise their potential by competing in the highest level of basketball possible, given their own ability; and
 - (c) promote, develop and encourage participation in the sport of basketball.
- (2) In pursuit of these objectives, the Association will seek to:
- (a) organise and conduct basketball competitions within the municipality of Boroondara and/or Hawthorn and surrounding areas;
 - (b) provide support and assistance for clubs and teams in all areas of their operations;
 - (c) encourage and support member junior clubs and foster their growth and development;
 - (d) select, manage, coach and otherwise organise teams to represent the Association;
 - (e) affiliate with Basketball Victoria and actively promote, foster and develop state basketball;
 - (f) seek sponsorship for various programs and events and endorse products that will be consistent with projecting the best image of the sport; and
 - (g) deal with any other matters that the Association may deem to be in the interest of the sport of basketball.

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 –
 - (a) in any security in which trust monies may be invested; or
 - (b) in any other manner authorised by the Rules of the Association.
- (4) To borrow money for capital works for the purpose of satisfying the Objectives of the Association upon such terms and conditions as the Association thinks fit.
- (5) To give such security for the discharge of liabilities incurred by the Association on its behalf for reward or otherwise.
- (6) To build construct, erect, maintain, alter and repair any premises, building or the other structure of any kind and to furnish, equip and improve the same for use by the Association for the purpose of satisfying the Objectives of the Association.
- (7) Accept donations and gifts in accordance with the Objectives of the Association.
- (8) Print and publish any approved information by any media including newsletters, newspapers, articles or leaflets for promotion of the Association.
- (9) Provide gifts and prizes in accordance with the Objectives of the Association.
- (10) Organise social events for members and the promotion of the Association.
- (11) To enter into any other contract the Association considers necessary or desirable for the purpose of satisfying the Objectives of the Association.
- (12) Appoint such 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.
- (14) Otherwise do all things which are incidental to or necessary for the attainment of the Objectives of the Association.

5. Definitions

- (1) In these Rules, unless the contrary intention appears –

"Act" means the Associations Incorporation Reform Act 2012;

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

"Board" means the Board of the Association;

"Directors" means those persons appointed to the Board;

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

"Financial Year" means the year ending on 30 September;

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

"Objectives" means the powers of the Association as set out in Rule 3;

"Regulations" means regulations under the Act;

"Relevant documents" has the same meaning as in the Act;
"Registrar" refers to the Registrar of Incorporated Associations within Consumer Affairs Victoria;
"Rules" means the rules of the Association as set out in the terms of these Rules;
"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.

- (2) In these Rules, a reference to the Secretary of the Association is a reference:
- (a) if a person holds office under these Rules as Secretary of the Association – to that person; and
 - (b) in any other case, to the Public Officer of the Association.

6. Alteration of the Rules

This Constitution may only be altered by Special Resolution of a General Meeting of the Association.

Note

An alteration of this Constitution does not take effect unless or until it is approved by the Registrar.

7. Membership

(1) Membership Categories

The Association shall consist of clubs, representative sections and life members.

(2) Clubs

- (a) A club shall consist of a minimum of one (1) team that participates in the Association's domestic competitions.
- (b) To be eligible to vote a club must have paid all monies, subscriptions, fees and dues currently owing to the Association at least seven (7) days prior to a General Meeting.
- (c) A club will have votes at a General Meeting equal to the number of teams currently representing the club.
- (d) The number of teams representing a club will be either the number registered with the Association in the current season at the time of the meeting or if a meeting falls between seasons the immediately completed season.

(3) Representative sections

- (a) Representative sections (Senior and Junior) consist of those teams entered by the Association into competitions conducted by Basketball Victoria or its governing or delegated bodies or by other bodies for the purposes of representing the Association.
- (b) Each representative section will have votes at a General Meeting equal to the number of teams currently representing the Association in that section.
- (c) The number of representative teams shall be the number in the current season at the time of the meeting or if a meeting falls between seasons the immediately completed season.

(4) Life Members

Life Members of the Association may be elected at a General Meeting by Special Resolution, provided that written notice of nomination for such election shall have been given to the Secretary of the Association at least twenty-eight (28) days prior to the meeting.

- (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) Life membership may be cancelled by Special Resolution.
 - (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.
- (5) 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.

8. Register of Members

- (1) The Secretary must keep and maintain a register of members containing:
 - (a) the name and address of each life member;
 - (b) postal address, contact details, nominated voting delegate and office holders for each Club;
 - (c) postal address, contact details and nominated voting delegate for each representative section;
 - (c) the date on which each member's name was entered in the register.
- (2) The register is available for inspection free of charge by any member upon request except that contact details will not be disclosed.
- (3) A member may make a copy of entries in the register other than contact details of members.

9. Cessation Of Membership

- (1) A member of the Association who has paid all monies due and payable to the Association may resign from the Association by first giving one month's notice in writing to the Secretary of their intention to resign.
- (2) A club ceases to be a member if its membership is unfinancial for more than 1 year or when it enters fewer than one (1) team in a playing season.

10. 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.

11. 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 11(1) does not take effect unless:
 - (a) at a meeting held in accordance with Rule 11(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 11(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 11(4).
- (4) For the purposes of giving notice in accordance with Rule 11(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 they 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 the revocation or diminution of the resolution;

- (e) informing the member that, if at that meeting, the Board confirms the resolution, they may, not later than forty-eight (48) hours after that meeting, give the Secretary a notice to the effect that they wish 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 11(1), the Board must–
 - (a) give the member, or their 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 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 they wish to appeal to the Association in a General Meeting against the resolution.
 - (7) If the Secretary receives a notice under Rule 11(6), they 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 11(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.

12. Disputes, Mediation and Grievance Procedure

- (1) The grievance procedure set out in this Rule applies to disputes under these Rules between–
 - (a) a member or group of members and another member (or group of members); or
 - (b) a member (or group of members) 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 of 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 (or group of members) and another member (or group of members), a person appointed by the Board of the Association; or
 - (ii) in the case of a dispute between a member (or group of members) 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.

13. 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 three (3) 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) Chairperson’s Report;
 - (ii) Operations Report (including Junior and Senior Competition and Representative Reports);

- (iii) Financial Report (including Audit, Risk and Compliance Committee Statement, Profit and Loss, Balance Sheet and Auditor's Report); and
- (c) to elect the Directors of the Association; and
- (d) to appoint an auditor for the forthcoming year.
- (4) The Annual General Meeting may conduct any other 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.

14. 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 not less than three (3) members, convene a Special General Meeting of the Association.
- (5) The request for a Special General Meeting must--
 - (a) state the objectives of the meeting and any resolutions to be proposed; and
 - (b) be signed by the members requesting the meeting; and
 - (c) be sent to the address of the Association.
- (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 address of the Association, 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 a Special General Meeting is convened by members in accordance with this Rule, it must be convened in the same manner so far as possible as a meeting convened by the Board and all reasonable expenses incurred in convening the Special General Meeting must be refunded by the Association to the persons incurring the expenses.
- (8) A Special General Meeting convened under this Rule 14 must comply with all notice requirements outlined under Rule 15.

15. Notice of General Meetings

- (1) The Secretary (or, in the case of a Special General Meeting convened under Rule 14(7), 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;
 - (b) indicate the general nature of each item of business to be considered at the meeting;
 - (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; and
 - (d) be posted on the home page of the Association's website.
- (3) Notice may be given –
 - (a) by prepaid post to the address appearing in the register of members; or
 - (b) by electronic transmission.
- (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.

16. 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) Ten (10) 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 –
 - (i) in the case of a meeting convened upon the request of members – the meeting must be dissolved; and
 - (ii) 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 Chair 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.

17. Presiding at General Meetings

- (1) The Chairperson of the Association shall preside as Chair at each General Meeting of the Association.

- (2) If the Chairperson of the Association is absent from a General Meeting, or is otherwise unable to preside, the members present must select one of their number to preside as Chair of the General Meeting.

18. Adjournment of Meetings

- (1) The person presiding may, with the consent of a majority of voting 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.

19. Voting at General Meetings

- (1) Upon any question arising at a General Meeting of the Association,
 - (a) Life Members and Directors shall have one vote each;
 - (b) each member club shall be entitled to be represented by a nominated delegate who shall have one vote for each team entered in competitions conducted by the Association;
 - (c) each representative section shall be entitled to be represented by a nominated delegate who shall have one vote for each representative team from that section;
 - (d) a delegate shall only be entitled to be nominated by and vote on behalf of one member Club or Representative section of the Association; and
 - (e) except in the case of a Special Resolution, the question must be decided on a majority of votes.
- (2) The Secretary must be notified of the nominated voting delegate prior to the commencement of a General Meeting.
- (3) No proxy or postal votes will be allowed at any meeting of the Association.
- (4) 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.
- (5) A member participating in a General Meeting as permitted under Rule 19(4) 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

If a question arising at a General Meeting of the Association is determined on a show of hands, a declaration by the Chair 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.

21. Poll at General Meetings

- (1) If at a meeting a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such manner as the Chair 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 Chair 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 Chair may direct.

22. 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, 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.
- (3) Subject to the Act, the Board shall consist of Directors, comprising nine (9) ordinary members.
- (4) All Directors are required to have a satisfactory Victoria Police criminal record check and Working with Children Check completed.

23. Directors

- (1) From elected Directors, the Board shall appoint each year:
 - (a) a Chairperson of the Association; and
 - (b) a Secretary of the Association,in accordance with the voting procedure under Rule 30 of this Constitution. These persons shall be known as the Office Bearers of the Association.
- (2) An Office Bearer of the Association may be removed from their position as Office Bearer of the Association:
 - (a) by a resolution which is carried by 75% of elected Directors who are in attendance in person at a meeting of the Board; or

- (b) in accordance with the voting procedure under Rule 31 of this Constitution, or by otherwise retiring from the position of Chairperson or Secretary of the Association.
- (3) At each Annual General Meeting:
 - (a) any Director appointed by the Directors to fill a casual vacancy;
 - (b) any Director who has served six (6) full years as a Director; and
 - (c) any Director who has not been elected within the last three years, must retire from office at the end of the Annual General Meeting.
- (4) A Director who retires from office in accordance with Rule 23(3) is eligible for re-election in accordance with Rule 24.
- (5) In the event of a casual vacancy on the Board, the Board may appoint another member to the vacant office, including any person who has already served six full years as a Director, and the member appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of the appointment.
- (6) The Board may co-opt other persons, including any person who has already served six full years as a Director, to become members of the Board for a period which will not exceed the time to the next Annual General Meeting.
- (7) The Secretary of the Association is also the Public Officer.

24. Election of Directors

- (1) Nominations of candidates for election as Directors of the Association must be:
 - (a) made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the 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 person who has already served six (6) full years as a Director may not be a candidate.
- (3) If the number of nominations received is less than or equal to the number of Board vacancies, the candidates nominated shall be deemed elected.
- (4) If a vacancy on the Board remains, nominations may be called for at the Annual General Meeting.
- (5) If the number of nominations exceeds the number of Board vacancies under Rules 24(1) or 24(4), a ballot shall be held.
- (6) A Director elected under this Rule 24 is elected to a three (3) year term.

25. Vacancies

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
- (e) becomes a represented person within the Guardianship and Administration Act 1986.

26. Meetings of the Board

- (1) The Board must meet at least six (6) 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 Chairperson of the Association or by any four (4) members of the Board.
- (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

- (1) Notice of each Board meeting must be given to each member of the Board at least five (5) business days before the date of the meeting.
- (2) Notice must be given to members of the Board 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

- (1) Any five (5) members of the Board 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:
 - (i) in the case of a special meeting – the meeting lapses;
 - (ii) 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

- (1) The Chairperson of the Association shall preside as Chair at each Board Meeting.
- (2) If the Chairperson of the Association is absent from a Board meeting, or is otherwise unable to preside, the Directors present must select one of their number to preside as Chair of the Board Meeting.

30. 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 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.
- (3) A question, resolution or other related matter arising at any meeting of the Board, or at a meeting of any sub-committee appointed by the Board, including the Audit, Risk and Compliance Committee, shall be decided by a majority of votes.

31. Removal of Director

- (1) The members may, by Special Resolution, remove a Director from the Board.
- (2) A Director who is the subject of a proposed resolution referred to in Rule 31(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 (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 Director may require that they be read out at the meeting.

32. Role of Management

- (1) The Board shall appoint a General Manager.
- (2) The term, remuneration and conditions of employment of the General Manager shall be determined by the Board from time to time.
- (3) The General Manager shall manage the day-to-day business and affairs of the Association, subject to any policies which have been established and/or specific directions of the Board.
- (4) The Board shall, in a timely manner:
 - (a) advise the General Manager of all policies which have been established or developed by the Board from time to time;
 - (b) advise the General Manager of any resolutions of the Board in relation to the establishment and/or implementation of such policies.

33. 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.

34. Audit, Risk and Compliance Committee

- (1) The Board must appoint an Audit, Risk and Compliance Committee, including the Chair.

- (2) The members of the Audit, Risk and Compliance Committee shall serve at the leisure of the Board.
- (3) The Audit, Risk and Compliance Committee shall:
 - (a) comprise at least three (3) members;
 - (b) have its members appointed by the Board, including the Chair;
 - (c) have a majority of members who are Directors; and
 - (d) have a majority of members who are financially or legally proficient.
- (4) The Chair of the Committee must:
 - (a) possess professional accounting qualifications; and
 - (b) be a Director, but not the Chairperson of the Board.
- (5) The Audit, Risk and Compliance Committee shall assist the Board in the effective discharge of its responsibilities in the areas of:
 - (a) Reporting financial information to users of financial reports;
 - (b) Applying accounting policies;
 - (c) Maintaining the independence of the company's auditors;
 - (d) Financial and management reporting;
 - (e) Internal control systems;
 - (f) Information technology systems;
 - (g) Occupational health and safety;
 - (h) Child protection (including Working with Children);
 - (i) Risk management;
 - (j) Compliance with the Association's Constitution, delegations of authority and material contracts;
 - (k) Compliance with applicable laws and regulations not specifically covered above; and
 - (l) Any other matters delegated by the Board.
- (6) The Audit, Risk and Compliance Committee shall exercise its duties subject to any policies which have been established and/or specific directions of the Board.
- (7) A member may resign from the Audit, Risk and Compliance Committee by providing written notice to the Secretary of the Board.

35. 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.

36. Funds

- (1) The General Manager must:
 - (a) collect and receive all monies 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.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two persons authorised by the Board, one of whom must be the General Manager.
- (3) The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Board determines.
- (4) At their discretion, the General Manager may delegate their responsibility under this Rule 36 to another person approved by the Audit, Risk and Compliance Committee for a term and under such conditions as the Audit, Risk and Compliance Committee sees fit.

37. 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 members of the Board or, of one member of the Board and of the public officer of the Association.

38. Notice to Members

- (1) Except for the requirement in Rule 15, any notice that is required to be given to a member, 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) 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 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.

39. Custody and Inspection of Books and Records

- (1) Except as otherwise provided in this Constitution, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.
- (2) All accounts, books, securities and any other relevant documents of the Association (other than members contact details) must be available for inspection free of charge by any member upon request.
- (3) A member may make a copy of any accounts, books, securities and any other relevant documents of the Association unless to do so would compromise the privacy of another member.
- (4) No inspection or copying of documents by members is permitted where to do so would breach a requirement of confidentiality in contract or at law or would breach a provision of privacy legislation.

40. 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 this Constitution or the By-laws or other irregularity in procedure required by this Constitution or the By-laws unless a person suffers serious detriment as a result of that failure to give proper notice or irregularity in procedure.
- (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.

41. 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.

42. Dissolution

- (1) The Association may be wound up voluntarily by Special Resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus property and funds are to be given must be decided by Special Resolution.