
CONSTITUTION

Pakenham and District Basketball Association Incorporated

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Pakenham and District Basketball Association Incorporated

Constitution

1. Name

The name of the incorporated association is Pakenham and District Basketball Association Incorporated and is hereinafter referred to as the “Association”.

2. 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 Pakenham region 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) provide support and assistance for clubs and teams in all areas of their operations.
- (b) encourage and support member clubs and foster their growth and development.
- (c) choose and manage teams to represent the Association.
- (d) affiliate with Basketball Victoria (hereinafter referred to as “BV”) and actively promote, foster and develop state basketball.
- (e) seek sponsorship for various programs and events and endorse products that will be consistent with projecting the best image of the sport; and
- (f) deal with any other matters that the Association may deem to be in the interest of the sport of basketball.

3. 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 moneys 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 using any platforms deemed appropriate, including electronic, 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 any other contract the Association considers necessary or desirable for the purpose of satisfying the Objectives of the Association:
- (12) Appoint such Board and sub-committees as from time to time are considered necessary for the good conduct of the affairs of the Association.
- (13) Make By-laws governing the conduct of the Association's activities; and

- (14) Otherwise do all things which are incidental to or necessary for the attainment of the Objectives of the Association.

4. Definitions

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 competitions and any other matters governing the Association providing they do not conflict with these Rules.

"Board" means the Board of the Association.

“Director” means a member of the Board.

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

"Financial year" means the year ending on 30 September.

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

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

“Objectives” means the Objects of the Association as set out in Rule 2.

"Regulations" means regulations under the Act.

"Relevant documents" has the same meaning as in the Act.

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

5. Alteration of the Rules

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

6. Not for profit organisation

(1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.

(2) Subrule (1) does not prevent the Association from paying a member—

(a) reimbursement for expenses properly incurred by the member; or

(b) for goods or services provided by the member

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

7. Membership

(1) Membership Categories

The Association Membership Categories are Playing Member, Parent Member, Approved Member, Temporary Member and elected Life Member.

(2) Playing Member

A person who is registered to play in any competition conducted by the Association, or is a person who is registered to play in any team entered by the Association in any other competition is a member. Only playing members who have reached the age of 18 at the time of a General Meeting may exercise a vote at a General Meeting or propose any motion to a General Meeting of the Association, or to be a director, or to propose any other person as a Director.

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 other relevant fees, the Secretary shall enter the name of the Playing Member in the register of members.

(3) Parent Member

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 no later 7 days prior to a General Meeting that they represent the junior playing member under 18 years of age and that parent or guardian will become a member with full voting rights. Only one parent or guardian may nominate per junior playing member. If more than one parent or guardian nominates per junior playing member, only the first nomination shall be accepted.

The nominated parent or guardian of a junior 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.

Within 30 days of receipt of the nomination under this Rule, the Board may reject the nomination and is not obliged to give reasons for the rejection.

(4) Approved Member

(a) A person over the age of 18 with an interest in basketball who is not a playing member or parent member who applies for membership, whose application is approved by the Board and who pays the membership fee (if any) is eligible to be a member of the Association.

(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 no later than 7 days prior to a General Meeting

(c) As soon as practicable after the receipt of a nomination, the Secretary shall refer the nomination to the Board.

(d) The nomination being referred to the Board, 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, via electronic transmission or any other means deemed acceptable by the board, that they are 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 (if any) as the entrance fee and the first year's annual subscription (if any).

(f) The Secretary shall, upon payment of the amounts referred to in sub-Rule (e) within the period referred to in that sub-Rule, enter the nominee's name in the register of members kept by them and, upon the name being so entered, the nominee becomes a member of the Association.

(5) Life Member

A Life Member 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 shall have been given to the Secretary of the Association at least seven (7) 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) By resolution of 75% majority of eligible votes at an Annual General Meeting of the Association, life membership may be cancelled.
- (d) A Life Member 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) A Life Member shall be awarded a badge of appropriate design, or in lieu of a badge, a Certificate of Lifetime

(6) Temporary Member

Unless the Board or the Association shall otherwise resolve, the following persons shall be a Temporary Member of the Association.

- (a) An official or sponsor of another Association PROVIDED HOWEVER that such temporary membership shall be applicable only on those days when a team representing the other Association is playing basketball at the Association premises.
- (b) Any member or official of any team of basketball players visiting from another basketball Association whose team is involved in playing basketball at the Association's premises and/or in a competition organised by the Association PROVIDED HOWEVER that such temporary membership shall be applicable only on those days when the competition in which such team is so involved is being conducted.
- (c) Any official of another Association or a league in which the Association enters or is proposing to enter a team in a competition, whilst such official is visiting any facility used by the association on official business.

A Temporary Member shall not be required to pay a fee, annual subscription, or levy.

A Temporary Member shall not be entitled to vote or propose any motion to a General Meeting of the Association, or to be a member of the Board, or to propose any other person as a member of the Board.

- (7) A right, privilege, or obligations of a person of their membership of the Association:
 - (a) Is not capable of being transferred or transmitted to another person.
 - (b) Terminates upon the cessation of their 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 contact details of each member
 - (b) contact details for each other person listed on Association registration forms.
 - (c) contact details for persons listed on Team registration forms; and
 - (d) 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 by them to the Association may resign from the Association by first giving one (1) months' notice in writing to the Secretary of their intention to resign.
- (2) After the expiry of the period referred to in sub rule 1
 - (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.
- (3) A Playing Member ceases to be a member if they are not registered or have not paid the relevant fees in full to play in a competition conducted by the Association.
- (4) A Parent Member ceases to be a member if the Playing Member with respect to which they are nominated under Rule 7(3) turns the age of eighteen (18) years or if that child is not registered or has not paid the relevant fees in full to play in a competition conducted by the Association.
- (5) Any other member ceases to be a member if their membership is unfinancial for more than six (6) months or they otherwise cease to be members.

10. Conditions of Membership

- (1) 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 and any policies from governing bodies deemed appropriate by the Association.

Division 2—Disciplinary Action

11. Grounds for taking disciplinary action

- (1) The Association 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 Association; or
- (c) has engaged in conduct prejudicial to the Association.

12. 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 Association or anyone else; but
 - (b) must not be biased against, or in favour of, the member concerned.

13. 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 Association 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 15
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

14. 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 subrule (1), the disciplinary subcommittee may—

- (a) take no further action against the member; or
- (b) subject to subrule (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 Association.
- (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.

15. Appeal rights

- (1) A person whose membership rights have been suspended or who has been expelled from the Association under Rule 14 may give notice to the effect that they wish 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 subrule (2), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must—
 - (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.

16. 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 subrule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (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

17. 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 Association.
- (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.

18. 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.

19. Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 18, 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 Association—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 Association 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.

20. 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.

21. 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.

22. 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 five (5) months of the end of the financial year.
- (2) The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting.
- (3) The ordinary business of the Annual General Meeting shall be-
 - (a) to confirm the minutes of the previous Annual General Meeting and of any General Meeting held since that meeting; and
 - (b) to receive from the Board reports upon the transactions of the Association during the last preceding financial year including;
 - (i) President's Report.
 - (ii) Secretary's Report.
 - (iii) Financial Report (including Treasurer Statement, Profit & Loss, Balance Sheet and Auditor's Report (if applicable)).

and

 - (c) to elect the Directors of the Association.
 - (d) to appoint an auditor for the forthcoming year (if applicable); and
 - (e) to transact any other business of which notice in writing shall have been given to the Secretary of the Association at least seven (7) days prior to the date of the meeting.
- (4) The Annual General Meeting may conduct any special business of which notice has been given in accordance with these Rules.
- (5) The Secretary of the Association shall give seven (7) days' notice of the Agenda to members and Directors.

23. Extraordinary 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 Extraordinary General Meetings.
- (3) The Board may, whenever it thinks fit, convene an Extraordinary General Meeting of the Association.
- (4) The Board must, on the request in writing of members representing not less than 10% of members, convene an Extraordinary General Meeting of the Association.
- (5) The request for an Extraordinary General Meeting under Rule 23 (4) 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.
- (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, or any of them, may convene an Extraordinary General Meeting to be held not later than three (3) months after that date.
- (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.

24. Special Business

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

25. Notice of General Meetings

- (1) The Secretary of the Association shall, at least 14 days before the date fixed for holding a General Meeting of the Association, cause to be sent to each member of the Association including the registered club administrators, a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (2) Notice may be given –
 - (a) By prepaid post to the address appearing in the register of member; 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 its website; or
 - (e) By electronic transmission i.e. email distribution
- (3) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (4) A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary 10 days before the date fixed for holding a General Meeting of the Association, who shall include that business in the notice calling the next General Meeting after the receipt of the notice.

26. 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) Fifteen (15) members present (being members entitled under these Rules to vote at a General Meeting) constitute a quorum for the conduct of the business of a General Meeting.
- (3) If, within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present-
- (a) in the case of a meeting convened upon the request of members - the meeting must be dissolved; and
 - (b) in any other case - the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the meeting must be dissolved.

27. Presiding at General Meetings

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

28. Adjournment of Meetings

- (1) The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- (2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (3) If a meeting is adjourned for fourteen (14) days or more, notice of the adjourned meeting must be given in accordance with these Rules.

29. Voting at General Meetings

- (1) All Directors of the Association and all members eligible to vote shall exercise one vote only at the Annual General Meeting and Extraordinary General Meetings of the Association.
- (2) No proxy or postal votes will be allowed at any meeting of the Association.
- (3) A member not physically present at a general meeting may be permitted to participate in the meeting using technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- (4) A member participating in a general meeting as permitted under subrule (3) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

30. Manner of determining whether resolution carried

- (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.
- (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.

31. Poll at general meetings

- (1) If at a meeting a poll on any question is demanded by not less than 3 members present and legible to vote, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

32. Board

- (1) The affairs of the Association shall be managed by the Board.
- (2) The Board shall:
 - (a) control and manage the business and affairs of the Association; and
 - (b) subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and
 - (c) subject to these Rules, the Act and the Regulations, 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 section 23 of the Act, the Board shall consist of:
 - (a) the Office Bearers of the Association; and
 - (b) three (3) ordinary Directors
 - (c) Up to 2 Co-opted Directors.
- (4) All Directors are required to have a satisfactory Victoria Police criminal record check and Working with Children Check completed.
- (5) A club or team, operating under the association, may not have more than a total of one (1) member representative across Office Bearers positions as outlined in Rule 33
- (6) A club or team may not have more than a total of two (2), member representatives, across ordinary Director positions as detailed in Rule 32 (3) (b) and (c)

33. Directors

- (1) The Office Bearers of the Association shall be

- (a) President – Chairperson. The Directors shall elect one (1) of their number to be the President by a majority vote.
 - (b) Vice President. The Directors shall elect one (1) of their number to be the Vice President by a majority vote
 - (c) Treasurer. The Directors shall elect one (1) of their number to be the Treasurer by a majority vote
 - (d) Secretary. The Directors shall elect one (1) of their number to be the Secretary by a majority vote
 - (e) The Board will consider and appoint the Office bearers annually at the first Board meeting following the Annual General Meeting
 - (f) The Board will consider and appoint portfolios for Directors on an annual basis at the first board meeting after each Annual General Meeting.
- (2) Each Director of the Association shall hold office for a period of two (2) years. When a person’s term of office has come to an end, they will relinquish the position at the end of the next annual general meeting two years after the date of their election. This person is eligible for re-election.
- (3) 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.
- (4) The Board may co-opt up to two (2) other persons to become Directors for a period which will not exceed the time to the next Annual General Meeting.
- (5) The Secretary of the Association is also the Public Officer.
- (6) A person elected, co-opted or appointed as a Director who is not a member at the time of taking office shall be a member with full membership rights during the time of holding office.

34. Election of Board members and tenure of office

(1) Directors

Board Nominations for Directors shall be called for by the Secretary thirty (30) days prior to the Annual General Meeting.

(2) Term of Appointment

- (a) Directors shall be elected in accordance with this Constitution for a term of two (2) years, which shall commence from the conclusion of the Annual General Meeting at which the election occurred until the conclusion of the second Annual General Meeting following.
- (b) At the first Annual General Meeting following the adoption of this constitution, seven (7) Director positions will be advertised, 4 positions for a period of 2 years, 3 positions for a period of 1 year

(3) Form of Nomination

- (a) Nominations must be:
 - (i) in writing on the prescribed form (if any);
 - (ii) signed by two Members.
 - (iii) certified by the nominee expressing their willingness to accept the position for which they are nominated; and
 - (iv) delivered to the Secretary not less than fourteen (14) days before the date fixed for the holding of the Annual General Meeting.

(4) Elections

- (a) If the number of nominations received for positions on the Board is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board, then those nominated shall be declared elected.
- (b) If there are insufficient nominations received to fill all vacancies on the Board, the positions will be deemed casual vacancies under Rule 36.
- (c) If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in order drawn by ballot, for each vacancy on the Board.
- (d) The ballot for the election of Directors must be conducted at the Annual General Meeting in such manner as the Board directs.
- (e) Following the adoption of this Constitution, no person who has served as a Director for a period of three (3) consecutive full terms (six (6) years) shall be eligible for election or appointment as a Director until the second annual general meeting following the date of conclusion of their last term as a Director.

(5) Eligibility

To be eligible to be elected or appointed as a director a person must not be a current employee of the Association;

35. Vacation of Office

- (1) A Board member may resign from the Board by written notice addressed to the Secretary
- (2) A person ceases to be a Board member if they —
 - (a) ceases to be a member of the Association; or
 - (b) fails to attend 3 consecutive Board meetings (other than special or urgent Board meetings) without leave of absence; or
 - (c) otherwise ceases to be a Board member by operation of section 78 of the Act

36. Casual Vacancies

- (1) The Board may appoint an eligible member of the Association to fill a vacancy position on the Board that-
 - (a) has become vacant under Rule 35; or
 - (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Board must appoint a member to the position within 14 days after the vacancy arises.
- (3) Any casual vacancy may only be filled up until the next Annual General Meeting
- (4) The Board may continue to act despite any vacancy in its membership if it is able to achieve a quorum under Rule39.

37. 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 President or by any four (4) Directors.
- (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.

38. Notice of Board Meetings

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

- (2) Notice must be given to Directors 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 and in urgent matters the notice may be given less than five (5) days prior to the meeting.

39. Quorum for Board Meetings

- (1) Any four (4) Directors constitute a quorum for the conduct of the business of a meeting of the Board.
- (2) No business may be conducted unless a quorum is present.
- (3) If within half an hour of the time appointed for the meeting a quorum is not present:
 - (a) in the case of a special meeting - the meeting lapses.
 - (b) in any other case - the meeting shall stand adjourned to the same place and the same time and day in the following week.

40. Presiding at Board Meetings

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

41. 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 Director 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.

42. Removal of Director

- (1) The members may, by a resolution of 75% of the members present and eligible to vote at a general meeting remove a Director from the Board

- (2) A Director who is the subject of a proposed resolution referred to in Rule 42(1) may, no later than 7 days prior to a general meeting at which a motion for removal is proposed, make representations in writing to the Secretary of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (3) The Secretary may give a copy of the representations to each member of the Association, or if they are not so given, the Director may require that they be read out at the meeting.

43. 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.

44. 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 Directors and other persons present at Board meetings and of each person present at general meetings.

45. Funds

- (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.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by the two members of the Board or such other persons as it considers prudent.
- (3) The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Board determines.

46. Notice to Members

- (1) Except for the requirement in Rule 16, 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 i.e. email
- (2) Where a document is properly addressed, pre-paid and posted, the document shall, unless the contrary is proved, be deemed to have been delivered at the time at which the document would have been delivered in the ordinary course of post.
- (3) Where a document is sent by facsimile or by e-mail or other electronic means it shall be deemed to have been delivered in the ordinary course of time for delivery by that means.
- (4) Where the time for giving notice under these Rules falls on a non-business day, the notice shall be required to be given by the next business day.

47. Procedural Irregularities

- (1) No decision of the Association or its Board or committees shall be invalid merely because of a failure to give proper notice under these Rules or the bylaws or other irregularity in procedure required by these Rules or the bylaws unless a person suffers serious detriment as a result of that failure to give proper notice or irregularity in procedure.
- (2) The Association or its Board or committees 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.

48. Unforeseen Matter

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

49. Dissolution

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

50. Custody and Inspection of Books and Records

- (1) Except as otherwise provided in these Rule, the Secretary must keep in their custody or under their control all books, documents and securities of the Association.
- (2) All accounts, books, securities and any other relevant documents of the Association (other than members' contact details) must be available for inspection free of charge by any member upon request unless to do so would compromise the privacy of another person, member or staff of the Association or would breach commercial confidence or an order of a Court.
- (3) A member may make a copy of any accounts, books, securities and any other relevant documents of the Association to which the member is permitted to inspect under sub-rule 41(2).
- (4) No inspection or copying of documents by members is permitted where to do so would breach a requirement of confidentiality in contract or at law or would breach a provision of privacy legislation.

51. 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 Directors or, of one Director and of one other authorised person

52. Alteration of Competition By-Laws and Conduct of Players and Game

The Board shall have the power to make, alter and rescind any by-laws that it considers necessary for the effective administration of the association, provided that no by-law may be inconsistent with the rules of the association. This may be done at any time as deemed necessary by the Board without consultation of members. Any changes made under this rule must be passed by an absolute majority of Board members. Any changes should be notified to members and clubs within 14 days

APPENDIX 1

APPLICATION FOR MEMBERSHIP OF THE PAKENHAM AND DISTRICT BASKETBALL ASSOCIATION INC.

I _____ of _____

(name and occupation)

(address)

Desire to become a member of the Pakenham and District 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 of 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 / /

Completed forms should be sent to the Pakenham & District Basketball Association via email or hand delivered to the address stated on the association website.