



Belmont Saints Basketball Club Incorporated

Incorporated Number IA28786

ABN 74 967 145 347

Constitution (*December 2022*)

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1. Name of Association

- 1.1 The name of the Association is Belmont Saints Basketball Club Incorporated.

2. Definitions and Interpretation

- 2.1 In these rules, unless the contrary intention appears:

"Act" means the *Associations Incorporation Act (1981)*;

"Affiliated Member Association" is an Association, such as the Southern Districts Basketball Association, that is affiliated with Basketball Queensland and operates competitions in which the Association participates;

"Annual General Meeting" is the meeting convened under Rule 27;

"Appointed Committee member" means a person referred to in Rule 12.4;

"Area of operations" means the geographical area in which the Association is operating as a basketball club;

"Association" means the Association referred to in Rule 1.1;

"Casual vacancy" on a Committee, means a vacancy that happens when an elected member of the Committee resigns, dies or otherwise stops holding office.

"Committee" means the Management Committee of the Association referred to in Rule 12;

"Committee meeting" means a meeting referred to in Rule 22;

"Committee member" means a person referred to in Rule 12;

"Convene" means to call together for a formal meeting;

"Elected Committee member" means a person referred to in Rule 12.3;

"Financial year" means a period not exceeding 15 months fixed by the Committee, being a period commencing on the date of incorporation of the Association and ending on 30 June; and thereafter each period commencing 1 July and ending on 30 June in the following year;

"General Meeting" means a meeting, other than the Annual General Meeting, to which all members are invited;

"In writing" means, unless otherwise construed, printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail and other commonly-used methods of electronic communication;

"Member" means member of the Association explained further in Rule 5;

"Office of Fair Trading" means the Queensland Government department within the Department of Justice and Attorney-General with responsibility for administering the *Associations Incorporation Act (1981)* and *Associations Incorporation Regulations (1999)*;

"Ordinary resolution" means resolution other than a special resolution;

"Poll" means voting conducted in written form (as opposed to a show of hands);

"President" means:

- (a) in relation to the proceedings at a Committee meeting or General Meeting, the person presiding at the Committee meeting or General Meeting in accordance with Rule 13; or

- (b) other than in relation to the proceedings referred to in paragraph (a), the person referred to in of Rule 12.1 or, if that person is unable to perform his or her functions, the Vice President;

"Secretary" means the Secretary referred to in Rule 12.1;

"Special resolution" has the meaning given by Section 3 of the Act, that is:

Written notice of a proposed special resolution, and of the time and place of the General Meeting at which it is proposed to move the resolution, must be given, as required under the Association's rules, before the General Meeting to each member of the Association who has a right to vote on the resolution.

The notice must state the terms of the proposed special resolution.

A special resolution about which notice has not been given has no effect.

A declaration by the person presiding at a General Meeting that a resolution has been passed at the meeting by the votes of 3/4 of the members who are present and entitled to vote on the resolution is conclusive evidence of the fact, unless a poll is demanded at the meeting.

"Treasurer" means the Treasurer referred to in Rule 12.1;

"Vice President" means the Vice President referred to in Rule 12.2.

- 2.2 A word or expression that is not defined in these rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

3. Objectives of the Association

3.1 The objectives of the Association are:

- (a) to teach, develop and promote the sport of basketball within the Association's area of operations;
- (b) to create and maintain a positive environment that attracts and retains players, coaches and team managers by developing them and their sporting skills to their fullest potential through participation, coaching and encouragement;
- (c) to teach players life skills through teamwork, respect, communication, commitment, self-esteem and sportsmanship;
- (d) to act, at all times, on behalf of, and in the interest of, the members of the Association and basketball in the Association's area of operations;
- (e) to work with Affiliated Member Associations, Basketball Queensland and/or Basketball Australia, and adopt their rules and policy frameworks to promote and advance the game of basketball; and
- (f) to operate as not-for-profit.

4. Powers of the Association

4.1 The powers conferred on the Association are the same as those conferred by Part 3 Division 3 of the Act, so that subject to the Act and any additions, exclusions or modifications within this Constitution, the Association may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may:

- (a) acquire, hold, deal with, and dispose of any real or personal property;
- (b) open and operate bank accounts;

- (c) invest its money in any security in which trust monies may lawfully be invested; or in any other manner authorised by the rules of the Association;
 - (d) borrow money upon such terms and conditions as the Association thinks fit;
 - (e) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
 - (f) appoint agents to transact any business of the Association on its behalf; and
 - (g) enter into any other contract it considers necessary or desirable.
- 4.2 The property and income of the Association shall be applied solely towards the promotion of the objectives of the Association outlined in Rule 3, and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.
- 4.3 As stated in the Act, a member of the Committee or member of the Association is not personally liable, except as provided in the rules of the Association, to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of a winding-up of the Association beyond the property of the Association in the person's hands.

5. Classes of Membership

- 5.1 The membership of the Association shall consist of the following classes of members:
- (a) **Playing members** – those persons actively participating in Basketball by being registered with the Association to play in either, or both, the Southern Districts Basketball Association Ltd Junior or Senior competitions;
 - (b) **Non-playing members** – those persons representing the Association as a Coach, Assistant Coach or Manager in either, or both, the Southern Districts Basketball Association Ltd Junior or Senior competitions;
 - (c) **Associate members** – parents or legal guardians of Playing members who are under 18 years of age. The parent / guardian must be nominated on the registration form of the junior player to have a voting right; and
 - (d) **Independent members** – those persons not covered by the above and may include persons who do not have direct involvement / participation in basketball but who are keen to advance the operations and activities of the Association
- 5.2 The number of members in each class shall not be limited.
- 5.3 If a person qualifies as a member in more than one category under Rule 5.1, their ceasing to fulfil the requirements of one category does not prevent them continuing to be a member under another category. For example: someone that is both a player and a coach, would be a member under both Rule 5.1(a) and 5.1(b), and they would continue to be a member if they ceased playing but continued to coach – or vice versa.

6. Application for Membership

- 6.1 For Playing members:
- (a) the applicant, or their parent / guardian for Playing members who are under 18 years of age, must email / lodge a written application for membership, or use the electronic application form published through the website of the Association;

- (b) the application for membership must be accompanied by the appropriate fee (if any); and
 - (c) their membership will commence on the date that the Association advises the player (or the player's representative) that the player has been allocated to an Association team.
- 6.2 For Non-playing members, their membership will commence on the date that the Association advises the person that they have been appointed as a Coach, Assistant Coach or Manager of an Association team.
- 6.3 For Associate members, their membership will commence on the date that the Association advises their child has been allocated to an Association team.
- 6.4 The Committee must, at a Committee meeting, be advised of the members appointed under Rules 6.1, 6.2 and 6.3. The Committee must ratify or reject those memberships.
- 6.5 An application to be an Independent member must be proposed by one current member of the Association (the proposer), and seconded by a current Committee Member (the seconder). The Committee must, at a Committee meeting, consider any such application(s) and approve or reject the membership application(s). If approved, the person's membership will commence on the date that the Committee approves their application.
- 6.6 An applicant whose membership of the Association is rejected under Rule 6.4 or 6.5 must, if he or she wishes to appeal against that decision, give notice of intention to appeal to the Secretary of his or her intention to do so within a period of thirty (30) days from the date he or she is advised of the rejection.
- 6.7 When a notice of intention to appeal is given under Rule 6.6:
- (a) the Secretary must call a General Meeting to decide the appeal within thirty (30) days of receiving the notice;
 - (b) the General Meeting referred to in Rule 6.7(a) must be held within sixty (60) days after the Secretary receives the notice;
 - (c) the Association in a General Meeting, must either confirm or set aside the decision of the Committee to reject the application for membership, after having:
 - i. afforded the member who gave that notice a full and fair opportunity to be heard by, or to make representations in writing to, the Association in the General Meeting; and
 - ii. the Committee who decided to reject the application for membership are afforded a full and fair opportunity to show why the appeal should be rejected;
 - iii. the appeal decided by a majority vote of the members present and eligible to vote at the General Meeting.
- 6.8 If a person whose application has been rejected does not appeal against the decision within thirty (30) days after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the Secretary must, as soon as practicable, refund the application fee (if any) paid by the person.

Please note: If the person decides to reapply in the future, this request may be reconsidered at the discretion of the President and/or Committee.

7. Fees Paid by Members

- 7.1 The Committee may from time to time at a Committee meeting determine the amount of the fees to be paid by each class (and sub-class¹) of member, including but not limited to:
- (a) Association membership fees;
 - (b) uniform hire / purchase fees;
 - (c) fund raising fees; and
 - (d) game fees.
- 7.2 The timing and manner of payment shall be as determined by the President and/or Treasurer or by a person nominated to undertake this function by the President and/or Treasurer.
- 7.3 Each member must pay to the Treasurer, on the due date for such fees as the Committee from time to time determines, the amount of the fees determined under Rule 7.1.
- 7.4 Subject to Rule 7.5, a member whose fees are not paid within two (2) months after the relevant date fixed by or under Rule 7.2, ceases on the expiry of that period to be a member, unless the Committee decides otherwise.
- 7.5 A person exercises all the rights and obligations of a member for the purposes of these rules if his or her fees are paid on or before the relevant date fixed by or under Rule 7.3 or within two (2) months thereafter, or such other time as the Committee allows.
- 7.6 Membership or other fees paid by a discontinued member may be refunded on a pro-rata basis to the member upon their cessation at the discretion of the Committee.

8. Effect of Membership

- 8.1 Members acknowledge and agree that:
- (a) this Constitution forms a contract between each of them and the Association and that they are bound by this Constitution and the Regulations;
 - (b) they shall comply with and observe this Constitution and any related Regulations and any determination, resolution or policy which may be made or passed by the Committee;
 - (c) by submitting to this Constitution and Regulations they are subject to the jurisdiction of the Association, Affiliated Member Associations, Basketball Queensland and Basketball Australia;
 - (d) they shall comply with and observe all Codes of Conduct as published by the Association, Affiliated Member Associations, Basketball Queensland and Basketball Australia; and
 - (e) they are entitled to all benefits, advantages, privileges and services of Association membership.
- 8.2 A member who ceases to be a member for any reason under Rule 8.1 shall forfeit all rights in and claims upon the Association and its property and shall not use any property of the Association including intellectual property. Any Association documents, records or other property in the possession, custody or control of that member shall be returned to the Association immediately.

¹ For example, sub-classes may be senior and junior Playing members, and junior Playing members may be further segregated into various age groups (if necessary) for the purposes of allocating court fees commensurate with the costs for each group.

- 8.3 Members under 18 years of age shall be entitled to attend General Meetings, but they will not be entitled to vote and will not be eligible for Committee positions.
- 8.4 All other members are entitled to attend the General Meetings, have voting rights as set out in this Constitution, and are eligible to be appointed to Committee positions.

9. Cessation / Termination of Membership

- 9.1 All Playing members must renew their membership in accordance with the procedures set by the Committee from time to time. Typically this will be an application to participate in an Association team, and the payment of the corresponding fees.
- 9.2 Unless their registration is terminated in accordance with Rule 9.4:
- (a) a Playing member remains a member whilst they are registered with the Association to play in an Affiliated Member Association competition, and for one month after their registration expires;
 - (b) a Non-playing member remains a member whilst they are actively coaching or managing a team for the Association, and for six months after they cease in this role;
 - (c) an Associate member remains a member whilst their child is registered with the Association to play in an Affiliated Member Association competition, and for one month after their child's registration expires;
 - (d) an Independent member remains a member for two years from the date of membership, at which time their membership will cease unless it is renewed in accordance with Rule 6.5.
- 9.3 Membership of the Association may be terminated upon:
- (a) receipt by the Secretary or another Committee member of a notice in writing from a member of his or her resignation from the Association. The resignation shall take effect on the day and at the time the notice is received by the Secretary, or any later date stated in the notice. Such person remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of termination; or
 - (b) non-payment by a member of his or her fees within two (2) months of the date fixed by the Committee for fees to be paid, unless the Committee decides otherwise in accordance with Rule 7.4; or
 - (c) expulsion of a member in accordance with rule 10.

10. Suspension or Expulsion of Members

- 10.1 If the Committee considers that a member should be suspended or expelled from membership of the Association because his or her conduct is detrimental to the character or interests of the Association, the Committee must communicate, either orally or in writing, to the member:
- (a) notice of the proposed suspension or expulsion and of the time, date and place of the Committee meeting at which the question of that matter will be decided; and
 - (b) particulars of that conduct not less than fourteen (14) days before the date of the Committee meeting referred to in Rule 10.1(a).
- 10.2 At the Committee meeting referred to in a notice communicated under Rule 10.1, the Committee may, having afforded the member concerned a full and fair opportunity to be heard by, or to make representations in writing to the Committee, suspend or expel or decline to suspend or expel that member from membership of the Association and the Secretary must, forthwith after deciding

whether or not to suspend or expel that member, communicate that decision in writing to that member.

- 10.3 A member who is suspended or expelled under Rule 10.2 must, if he or she wishes to appeal against that suspension or expulsion, give written notice of intention to appeal to the Secretary within thirty (30) days after the member receives written notice of the decision under Rule 10.2.
- 10.4 When notice of intention to appeal is given under Rule 10.3:
- (a) the Secretary must call a General Meeting to decide the appeal within thirty (30) days of receiving the notice;
 - (b) the General Meeting referred to in Rule 10.4(a) must be held within sixty (60) days after the Secretary receives the notice;
 - (c) the Association in a General Meeting, must either confirm or set aside the decision of the Committee to suspend or expel the member, after having:
 - i. afforded the member who gave that notice a full and fair opportunity to be heard by, or to make representations in writing to, the Association in the General Meeting; and
 - ii. the Committee who decided to suspend or expel the member are afforded a full and fair opportunity to show why the appeal should be rejected;
 - iii. the appeal decided by a majority vote of the members present and eligible to vote at the General Meeting.
- 10.5 The member who gave the notice of intention to appeal is not suspended or does not cease to be a member unless and until the decision of the Committee to suspend or expel him or her is confirmed under Rule 10.4.

11. Register of Members

- 11.1 The Secretary, on behalf of the Association, must comply with the Act by keeping and maintaining an up-to-date register of the members of the Association, including:
- (a) the full name, email address, contact details and date of admission of the member;
 - (b) the date of cessation of the member's resignation;
 - (c) details about the termination or reinstatement of the member; and
 - (d) any other particulars the Committee or the members at a General Meeting decide.
- 11.2 The register must be so kept and maintained by the Secretary in a place that the members at a Committee Meeting decide.
- 11.3 Members shall advise the Association of any changes as soon as possible after the change.
- 11.4 The register must be open for inspection by the President or Secretary at all reasonable times.

12. Membership of the Management Committee

- 12.1 The affairs of the Association will be managed exclusively by a Committee, with a minimum membership of:
- (a) a President;
 - (b) a Secretary; and
 - (c) a Treasurer.

- 12.2 Additional members of the Committee may include:
- (a) a Vice-President;
 - (b) a Coaching and Development Coordinator;
 - (c) a Competitions Coordinator;
 - (d) an Operations Coordinator; and
 - (e) any other positions deemed necessary by the Committee based on the needs of the club over the duration of the Committee's tenure
- 12.3 All members of the Committee, excluding members appointed by the Committee itself, will be known as Elected Committee Members and must be elected to the Committee under Rule 13.
- 12.4 All members of the Committee that are appointed by the Committee over the duration of the Committee's tenure will be known as Appointed Committee Members.
- 12.5 All aspects of the management of Appointed Committee Members, including the appointment and removal of Members, will be managed as normal Committee business under Rule 22.
- 12.6 At each Annual General Meeting of the Association, all members of the Committee must retire from office, but are eligible, on nomination, for re-election or re-appointment.
- 12.7 An Association member may be appointed to a casual vacancy on the Committee under Rule 20.

13. Election of the Management Committee

- 13.1 All members of the Committee must be members of the Association
- 13.2 All Elected Committee Members must be elected to membership of the Committee at an Annual General Meeting or appointed under Rule 13.6.
- 13.3 Subject to Rule 13.6, a Committee member's term will be from his or her election at an Annual General Meeting until the election referred to in Rule 13.3 at the next Annual General Meeting after his or her election, but he or she is eligible for re-election to membership of the Committee.
- 13.4 Except for nominees under Rule 13.7, a person is not eligible for election to membership of the Committee unless a member has nominated him or her for election by delivering notice of that nomination in writing to the Secretary not less than two (2) days before the day on which the Annual General Meeting concerned is to be held.
- 13.5 A person who is eligible for election or re-election under this rule may:
- (a) propose or second himself or herself for election or re-election; and
 - (b) vote for himself or herself.
- 13.6 If the number of persons nominated in accordance with Rule 13.2 for election to membership of the Committee does not exceed the number of vacancies in that membership to be filled:
- (a) the Secretary must report accordingly; and
 - (b) the officer presiding over the Committee election must declare those persons to be duly elected as members of the Committee at the Annual General Meeting concerned.
- 13.7 If vacancies remain on the Committee after the declaration under Rule 13.6, additional nominations of Committee members may be accepted from the floor of the Annual General Meeting. If such nominations from the floor do not exceed the number of vacancies the officer

presiding over the Committee election must declare those persons to be duly elected as members of Committee. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Committee, elections for those positions must be conducted.

- 13.8 If a vacancy remains on the Committee after the application of Rule 13.7, or when a casual vacancy occurs in the membership of the Committee:
- (a) the Committee may appoint a member to fill that vacancy; and
 - (b) a member appointed under this Rule will:
 - i. hold office until the election referred to in Rule 13.2; and
 - ii. be eligible for election to membership of the Committee, at the next following Annual General Meeting.

Note: In the event of 13.8(a) and 13.8(b) the appointed member must consent to the appointment and must be approved by the Committee at a Committee Meeting.

14. Resignation or Removal of Management Committee Member

- 14.1 An Elected Committee member may resign from the Committee by giving written notice of resignation to the Secretary. The resignation takes effect on:
- (a) the day and at the time the notice is received by the Secretary; or
 - (b) if a later day is stated in the notice – the later day.
- 14.2 An Elected Committee member may be removed from office at a General Meeting of the Association if a majority of the members present at the meeting vote in favour of removing the Committee member.
- 14.3 Before a vote of members is taken about removing the Committee member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- 14.4 A Committee member has no right of appeal against their removal from office under this section.
- 14.5 A member immediately vacates the office of member in the circumstances mentioned in Section 64(2) of the Act.

15. President and Vice President

- 15.1 Subject to this rule, the President or Vice President must preside at all General Meetings and Committee meetings
- 15.2 In the event of the known absence of the President and Vice President from a General Meeting or a Committee meeting, they may elect for the meeting to be postponed, or ask another Committee member to chair the meeting
- 15.3 If a meeting is convened and commences and both the President and the Vice President are not in attendance without explanation:
- (a) if there is a quorum of members in attendance they can elect to attempt contact with the President and the Vice President and agree to then either proceed with the meeting after electing a chair for the meeting; or
 - (b) stop the meeting and postpone until such time as either the President or Vice President can attend.

16. Appointment or Election of Secretary

- 16.1 The Secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is:
- (a) a member of the Association and elected by the Association as Secretary; or
 - (b) any of the following persons appointed by the Committee as Secretary:
 - i. a member of the Association's Committee;
 - ii. another member of the Association;
 - iii. another person.
- 16.2 If a vacancy happens in the office of Secretary, the members of the Committee must ensure a Secretary is appointed or elected for the Association within thirty (30) days after the vacancy happens.
- 16.3 If the Committee appoints a person mentioned in Rule 16.1(b)(ii) as Secretary, other than to fill a casual vacancy on the Committee, the person does not become a member of the Committee.
- 16.4 However, if the Committee appoints a person mentioned in Rule 16.1(b)(ii) as Secretary to fill a casual vacancy on the Committee, the person becomes a member of the Committee.
- 16.5 If the Committee appoints a person mentioned in Rule 16.1(b)(iii) as Secretary, the person does not become a member of the Committee.

17. Removal of Secretary

- 17.1 The Committee of the Association may at any time remove a person appointed by the Committee as the Secretary.
- 17.2 If the Committee removes a Secretary who is a person mentioned in rule 16.1(b)(i), the person remains a member of the Committee.
- 17.3 If the Committee removes a Secretary who is a person mentioned in rule 16.1(b)(ii) and who has been appointed to a casual vacancy on the Committee under rule 16.5, the person remains a member of the Committee.

18. Functions of Secretary

- 18.1 The Secretary's functions include, but are not limited to:
- (a) calling meetings of the Association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the President of the Association; and
 - (b) keeping minutes of each General and Committee meeting; and
 - (c) keeping copies of all official correspondence and other documents relating to the Association; and
 - (d) maintaining the register of members of the Association.

19. Treasurer

- 19.1 The Treasurer must:
- (a) be responsible for the receipt of all moneys paid to or received by, or by him or her on

behalf of, the Association and must issue receipts for those moneys in the name of the Association;

- (b) pay all moneys referred to in Rule 19.1(a) into such account or accounts of the Association as the Committee may from time to time direct;
- (c) make payments from the funds of the Association with the authority of a General Meeting or of the Committee and in so doing ensure that all cheques are signed by himself or herself and at least one other authorised Committee member, or by any two others as are authorised by the Committee;
- (d) on behalf of the Association, maintain accounting records of the Association by:
 - i. keeping such accounting records as correctly record and explain the financial transactions and financial position of the Association;
 - ii. keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
 - iii. keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and
 - iv. submitting to members at each Annual General Meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year.
- (e) whenever directed to do so by the President, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
- (f) unless the members resolve otherwise at a General Meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs 19.1(d) and 19.1(e); and
- (g) perform such other duties as are imposed by these rules on the Treasurer.

20. Vacancies in the Membership of the Management Committee

- 20.1 If a casual vacancy happens on the Committee, the continuing members of the Committee may appoint another Association member to fill the vacancy until the next Annual General Meeting.
- 20.2 The continuing members of the Committee may act despite a casual vacancy on the Committee.
- 20.3 However, if the number of Committee members is less than the number fixed under these rules as a quorum of the Committee under Rule 22.4, the continuing members may act only to:
 - (a) increase the number of Committee members to the number required for a quorum; or
 - (b) call a General Meeting of the Association.

21. Functions of the Management Committee

- 21.1 Subject to these rules or a resolution of the Association members carried at a General Meeting, the Committee:
 - (a) has the general control and management of the administration of the affairs, property and funds of the Association; and
 - (b) has authority to interpret the meaning of these rules and any matter relating to the Association on which the rules are silent.

- 21.2 The Committee may exercise the powers of the Association:
- (a) to borrow, raise or secure the payment of amounts in a way the Association members decide; and
 - (b) to secure the amounts mentioned in Rule 21.2(a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Association's property, both present and future. and
 - (c) to purchase, redeem or pay off any securities issued; and
 - (d) to borrow amounts from members and pay interest on the amounts borrowed; and
 - (e) to mortgage or charge the whole or part of its property; and
 - (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association; and
 - (g) to provide and pay off any securities issued; and
 - (h) to invest in a way the members of the Association may from time to time decide.
- 21.3 For Rule 21.2(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by:
- (a) the financial institution for the Association; or
 - (b) if there is more than one financial institution for the Association – the financial institution nominated by the Association.
- 21.4 The Committee may delegate, in writing, to one to more sub-Committees (consisting of such member or members of the Association as the Committee thinks fit) the exercise of such functions of the Committee as are specified in the delegation other than:
- (a) the power of delegation; and
 - (b) a function which is a duty imposed on the Committee by the Act or any other law.
- 21.5 Any delegation under Rule 21.4 may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Committee may continue to exercise any function delegated.
- 21.6 The Committee may, in writing, revoke wholly or in part any delegation under Rule 21.4.

22. Meetings of the Management Committee

- 22.1 Subject to Rules 22.2 to 22.14, the Committee may meet and conduct its proceedings as it considers appropriate.
- 22.2 The Committee must meet at least three (3) times per year to exercise its functions.
- 22.3 The Secretary must give each Committee member at least 7 days' notice of a Committee meeting. The Committee must decide how a meeting is to be called.
- 22.4 At a Committee meeting, more than 50% of the members elected to the Committee as at the close of the last General Meeting of the members form a quorum.
- 22.5 A Committee meeting may be convened or held using any technology consented to by all Committee members (such as via telephone, video link-up, or instant message conference).

- 22.6 If a number of Committee members equal to the quorum is able to hear, to see and to hear, or to communicate in written form with each other Committee member contemporaneously using any technology consented to by all Committee members, there is a meeting and that meeting is quorate.
- 22.7 A Committee member participating at a meeting using technology consented to by all Committee members is treated as being present in person at the meeting.
- 22.8 A meeting using technology consented to by all Committee members is to be taken to be held at the place determined by the chair of the meeting.
- 22.9 If the Secretary receives a written request signed by at least 33% of the Committee members, the Secretary must call a meeting of the Committee. A request for a meeting instigated in accordance with this Rule must state the business to be conducted at the meeting.
- 22.10 A question arising at a Committee meeting is to be decided by a majority vote of Committee members present at the meeting and, if the votes are equal, the question is decided in the negative.
- 22.11 A Committee member must not vote on a question about a contract or proposed contract with the Association if the member has an interest in the contract or proposed contract, and if the member does vote the member's vote must not be counted.
- 22.12 The chairperson of the meeting will be selected as described in Rule 15
- 22.13 If a quorum is not present within 30 minutes after the time fixed for a Committee meeting, the meeting is to be adjourned to:
- (a) the same day, time and place in the next week; or
 - (b) a day, time and place decided by the Committee.

23. Minutes of Management Committee Meetings

- 23.1 The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Committee meeting are taken.
- 23.2 To ensure the accuracy of the minutes, the minutes of each Committee meeting must be approved by the chairperson of the meeting, or the chairperson of the next Committee meeting, verifying their accuracy.
- 23.3 The minutes of the meetings must be made available to all Committee Members in a timely manner.

24. Appointment of Sub-Committees

- 24.1 The Committee may appoint a sub-committee consisting of members of the Association considered appropriate by the Committee to help with the conduct of the Association's operations.
- 24.2 A member of the sub-committee who is not a member of the Committee is not entitled to vote at a Committee meeting.
- 24.3 Subject to rules 24.4 and 24.5, a sub-committee may structure and operate itself as it deems fit to conduct the business for which it has been assigned

- 24.4 A sub-committee may meet and adjourn as it considers appropriate.
- 24.5 A question arising at a sub-committee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

25. Resolutions of the Management Committee Without a Meeting

- 25.1 A written resolution signed by each member of the Committee (or an email expressing approval from the Committee member's recognized email address), is as valid and effectual as if it had been passed at a Committee meeting that was properly called and held.
- 25.2 A resolution mentioned in Rule 25.1 may consist of separate copies of a document for signing or email response by Committee members if the wording of the resolution and statement in the document is identical in each copy.

26. Acts Not Affected by Defects or Disqualifications

- 26.1 An act performed by the Committee, a sub-committee or a person acting as a member of the Committee is taken to have been validly performed.
- 26.2 Rule 26.1 applies even if the act was performed when:
- (a) there was a defect in the appointment of a member of the Committee, sub-committee or person acting as a member of the Committee; or
 - (b) a Committee Member, sub-committee member or person acting as a member of the Committee was disqualified from being a member.

27. Annual General Meetings

- 27.1 An Annual General Meeting must be held at least once each year; and within six (6) months after the end of the Association's previous financial year.

28. Notice of a General Meeting

- 28.1 The Secretary may call a General Meeting of the Association. The Secretary must give at least fourteen (14) days' written notice of the meeting to each member of the Association.
- 28.2 The Committee may decide the way in which the notice must be given. However, generally, in addition to emailing a notice of the General Meeting to members, publishing the notice on the Association's website and/or social media channels will be considered a sufficient attempt to notify members of the General Meeting.
- 28.3 If the Secretary is unable or unwilling to call the meeting, the President must call the meeting.
- 28.4 A notice of a General Meeting must state the business to be conducted at the meeting.

29. Quorum for a General Meeting

- 29.1 The quorum for a General Meeting is the smaller of:
- (a) double the number of members elected or appointed to the Committee at the close of the

Association's last General Meeting plus one; or

- (b) 10 people.
- 29.2 No business may be conducted at a General Meeting unless a quorum of members is present when the meeting proceeds to business.
- 29.3 If a quorum is not present within thirty (30) minutes after the time fixed for a General Meeting, the meeting is to be adjourned to:
- (c) the same day, time and place in the next week; or
 - (d) a day, time and place decided by the Committee.
- 29.4 The chairperson may, with the consent of any meeting at which a quorum is present, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- 29.5 If a meeting is adjourned under Rule 29.4, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 29.6 The Secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for more than thirty (30) days. If a meeting is adjourned for more than thirty (30) days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

30. Procedure at a General Meeting

- 30.1 A member may take part and vote in a General Meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 30.2 A member who participates in a meeting as mentioned in Rule 30.1 is taken to be present at the meeting.
- 30.3 At each General Meeting:
- (a) the President or Vice President is to preside as chairperson; and
 - (b) if there is no President and Vice President or if the President and Vice President is not present within fifteen (15) minutes after the time fixed for the meeting or is unwilling to act, the members present must elect one of their number to be chairperson of the meeting; and
 - (c) the chairperson must conduct the meeting in a proper and orderly way.

31. Voting at a General Meeting

- 31.1 At a General Meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.
- 31.2 Members under 18 years of age are not entitled to vote at General Meetings. They may however nominate a proxy in accordance with Rule 32, or their respective Associate member may vote on their behalf.
- 31.3 A person who is only an Associate member (i.e. representing a member under 18 years of age), is entitled to one (1) vote only (i.e. they cannot vote once for the under 18 member and once as an Associate member). No proxy form is required in this instance.

- 31.4 In situations where a person is both a member in their own right, and an Associate member (i.e. representing a member under 18 years of age), the person is entitled to one (1) vote for each of these memberships.
- 31.5 All other members are entitled to attend General Meetings and are entitled to one (1) vote only.
- 31.6 If the votes are equal, the chairperson has a casting vote as well as a primary vote.
- 31.7 A member is not entitled to vote at a General Meeting if the member's fees are in arrears at the date of the meeting.
- 31.8 The method of voting is to be decided by the Committee. However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- 31.9 If a secret ballot is held, the chairperson must appoint two (2) members to conduct the secret ballot in the way the chairperson decides.
- 31.10 The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

32. Proxies

- 32.1 An instrument appointing a proxy must be in writing and must be in the form shown in Appendix 1, or a similar form.

33. Minutes of General Meetings

- 33.1 The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each General Meeting are taken.
- 33.2 To ensure the accuracy of the minutes:
 - (a) the minutes of each General Meeting must be approved by the chairperson of the meeting, or the chairperson of the next Committee Meeting, verifying their accuracy; and
 - (b) the minutes of the General Meeting, must be made available to all Committee Members in a timely manner.
- 33.3 If asked by a member of the Association, the Secretary must, within twenty eight (28) days after the request is made:
 - (a) make the minute book for a particular General Meeting available for inspection by the member at a mutually agreed time and place; and
 - (b) give the member copies of the minutes of the meeting.
- 33.4 The Association may require the member to pay the reasonable costs of providing copies of the minutes.

34. By-laws

- 34.1 The Committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Association.
- 34.2 A by-law may be set aside by a vote of members at a General Meeting of the Association.

35. Alteration of Rules

- 35.1 The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in the Act, which is as follows:
- (a) subject to Rule 35.1(d) and 35.1(e), the Association may alter its rules by special resolution but not otherwise;
 - (b) within three (3) months of the passing of a special resolution altering its rules, or such further time as the Office of Fair Trading may in a particular case allow (on written application by the Association), the Association must lodge with the Office of Fair Trading notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Committee certifying that the resolution was duly passed as a special resolution and that the rules of the Association as so altered conform to the requirements of this Act;
 - (c) an alteration of the rules of the Association does not take effect until Rule 35.1(b) is complied with;
 - (d) an alteration of the rules of the Association having effect to change the name of the Association does not take effect until Rule 35.1(a) to Rule 35.1(c) are complied with and the approval of the Office of Fair Trading is given to the change of name;
 - (e) an alteration of the rules of the Association having effect to alter the objects or purposes of the association does not take effect until Rule 35.1(a) to Rule 35.1(c) are complied with and the approval of the Office of Fair Trading is given to the alteration of the objects or purposes.
- 35.2 These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

36. Common Seal of Association

- 36.1 The Committee must ensure the association has a common seal.
- 36.2 The common seal must be:
- (a) kept securely by the Committee; and
 - (b) used only under the authority of the Committee.
- 36.3 Each instrument to which the seal is attached must be signed by a member of the Committee and countersigned by:
- (a) the Secretary; or
 - (b) another member of the Committee; or
 - (c) someone appointed by the Committee.

37. Funds and Accounts

- 37.1 The funds of the Association must be kept in an account in the name of the Association in a financial institution decided by the Committee.
- 37.2 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.

- 37.3 All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- 37.4 All accounts paid by Direct Internet Banking Transfer; the transaction must be authorised by any two of the following:
- (a) the President;
 - (b) the Secretary;
 - (c) the Treasurer;
 - (d) another member authorised by the Committee for the purpose.
- 37.5 A petty cash account must be kept on the system, and the Committee must decide the amount of petty cash to be kept in the account.
- 37.6 The Treasurer must, as soon as practicable after the end of each financial year, ensure a statement containing the following particulars is prepared:
- (a) the income and expenditure for the financial year just ended;
 - (b) the Association's assets and liabilities at the close of the year;
 - (c) the mortgages, charges and securities affecting the property of the Association at the close of the year.
- 37.7 The auditor must examine the statement prepared under Rule 37.6 and present a report about it to the Secretary before the next Annual General Meeting following the financial year for which the audit was made.
- 37.8 The Committee must ensure the safe custody of all financial records and transactions, including information on computer systems and financial programs (example Xero), documents, instruments of title and securities of the Association.

38. Auditor

- 38.1 A properly qualified auditor or auditors shall be appointed by the Association in a General Meeting. The auditor's duties shall be regulated in accordance with the Act. If no relevant provisions exist under the Act, the duties shall be regulated in accordance with the *Corporations Act 2001* and generally accepted principles and/or any applicable code of conduct. The auditor may be removed by the Association in a General Meeting.
- 38.2 The accounts of the Association shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor or auditors at the conclusion of each financial year.

39. Financial Year

- 39.1 The financial year of the Association closes on 30 June in each year.

40. Distribution of Surplus Assets to Another Entity

- 40.1 This rule applies if the Association:
- (a) is wound-up under Part 10 of the Act; and
 - (b) it has surplus assets.

- 40.2 The surplus assets must not be distributed among the Association members.
- 40.3 The surplus assets must be given to another entity:
- (a) having objects similar to the Association’s objects; and
 - (b) the rules of which prohibit the distribution of the entity’s income and assets to its members.
- 40.4 In this rule, the meaning of “surplus assets” is as defined in section 92(3) of the Act.

41. Document history and status

Revision	Date Issued	Reviewed by	Approved by	Date Approved	Revision Type
A	15/9/2011	J Butler			For review by Committee
B	6/10/2011	J Butler			For review by Committee
C	20/10/2011	J Butler	M Bryett	20/11/2011	Approved at AGM 20/11/2011
D	13/5/2020	M Parr		13/5/2020	For Review by Committee
E	21/5/2020	M Parr	Committee	21/5/2020	Approved at Committee Meeting 21/5/2020
F	6/12/2022	S Jackson & T Golden	AGM	06/12/2022	Significant re-drafting to suit the Association’s needs

**Belmont Saints Basketball Club Incorporated
Example Proxy Form for General Meeting.**

I, _____, being a member of the Association, appoint _____
as my proxy to vote for me on my behalf at the General Meeting of the Association, to be held on the
_____ day of _____ 20____ and at any adjournment of the meeting.

My proxy may vote:

- as my proxy considers appropriate;
- only in favour of, the following resolutions: *[List relevant resolutions]*
- only against, the following resolutions: *[List relevant resolutions]*

Signed this _____ day of _____ 20_____.

Signature: _____

1. The instrument appointing a proxy must be signed by the member or the member's attorney properly authorised in writing.
2. A proxy may be a member of the Association or another person.
3. The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
4. Each instrument appointing a proxy must be given to the Secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
5. Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate. If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must set out the resolutions to be voted for / against.