Morwell Basketball Association Incorporated
INCORPORATION A0019701W

Constitution

2 December 2023

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1. Name

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

2. Objectives

2.1. The objectives of the Association shall be to:

(a) represent the interests of basketball and all involved in basketball within the Association, the Greater South-East Region and at state and national level.

(b) promote and encourage a range of values such as fair play, good sporting conduct, integrity, equal opportunity, and a sense of community.

(c) provide individuals with opportunities to maximise their potential by competing in the highest level of basketball possible, given their own ability; and

(d) promote, develop, and encourage participation in the sport of basketball.

2.2. 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 junior 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

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

3.2. To open and operate bank accounts:

3.3. To invest its money -:

i. in any security in which trust moneys may lawfully be invested; or
ii. in any other manner authorised by the rules of the Association:

3.4. 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.

3.5. To give such security for the discharge of liabilities incurred by the Association on its behalf for reward or otherwise.

3.6. To build construct, erect, maintain, alter, and repair any premises, building or the other structure of any kind and to furnish, equip and improve the same for use by the Association for the purpose of satisfying the Objectives of the Association.

3.7. Accept donations and gifts in accordance with the Objectives of the Association.

3.8. Print and publish any approved information by any media including newsletters, newspapers, articles, or leaflets for promotion of the Association.

3.9. Provide gifts and prizes in accordance with the Objectives of the Association.

3.10. Organise social events for members and the promotion of the Association.

3.11. To enter into any other contract the Association considers necessary or desirable for the purpose of satisfying the objectives of the Association.

3.12. Appoint such Committee and sub-committees as from time to time are considered necessary for the good conduct of the affairs of the Association.

3.13. Make By-laws governing the conduct of the Association's activities; and

3.14. Otherwise do all things which are incidental to or necessary for the attainment of the 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 Committee for the conduct of domestic competition.

"Chairperson" of a General or Committee meeting means, the person chairing the meeting as required under clause 18.6

"Committee Member" means an Ordinary member of the Committee of Management of the Association.

"Committee of Management" means those persons elected to the Committee having management of the business of the Association.

"Executive Committee" those persons appointed to be Office bearers of the Committee of Management of the Association.

"Executive Committee Member" means an Office bearer of the Committee of Management of the Association.

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

"Financial year" means the year ending on 3rd November.

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

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

"Secretary" means person appointed by the Committee responsible for the administrative management of the Association.

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

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

6.2. Sub rule (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

Membership Categories

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

7.1. Playing Members

7.1.1. A person who is registered to play in any competition conducted by the Association, or any team entered by the Association in any other competition is a 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 propose any other person to the position of an Executive Committee Member.

7.1.2. A playing member who has registered for a competition and paid the relevant registration fee shall not be required to pay a membership fee and in receipt of the registration and all relevant fees, the Secretary shall enter the name of the playing member in the register of members.

7.2. Parent Members

7.2.1. 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 at least 14 days prior to the General Meeting that he or she represents 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.

7.2.2. 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 Committee rejects the nomination.

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

7.3. Other Members

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

7.3.2. 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.

7.3.3. As soon as practicable after the receipt of a nomination, the Secretary shall refer the nomination to the Committee.

7.3.4. After the nomination has been referred to the Committee, the Committee 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.

7.3.5. Upon the nomination being approved by the Committee, the Secretary shall, with as little delay as possible, notify the nominee in writing that he or she is approved for membership of the Association and request payment within the period of 28 days after receipt of the notification of the sum payable under these Rules as the entrance fee and the first year's annual subscription (if any).

7.3.6. 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 him or her and, upon the name being so entered, the nominee becomes a member of the Association.

7.4. Life Members

7.4.1. Policies, principles/eligibility applicable to Life Membership of the Morwell Basketball Association is defined in the MBA By-Laws.

7.4.2. Life Members have the right to receive notice of, attend and vote at Annual General Meetings and are exempt from any fees or charges associated with the Morwell Basketball Association.

7.5. Temporary Members

Unless the Committee or the Association shall otherwise resolve, the following persons shall be temporary members of the Association.

(a) A player, official, member or sponsor of the Association PROVIDED HOWEVER that such temporary membership shall be applicable only on those days when a team representing the 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 an Association or league in which the Association enters or is proposing to enter a team in a competition, whilst such official is visiting the area on official business.

7.5.1. A temporary member shall not be required to pay a fee, annual subscription, or levy.

7.5.2. 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 Committee, or to propose any other person as a member of the Committee.

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

(a) Is not capable of being transferred or transmitted to another person.

(b) Terminates upon the cessation of his or her membership whether by death or resignation or otherwise.

8. Register of Members

8.1. The Secretary must keep and maintain a register of members containing.

(a) the name and address of each member

(b) postal address and contact details for persons listed on Team registration form; and

(c) the date on which each member's name was entered in the register.

8.2. The register is available for inspection free of charge by any member upon request except that contact details will not be disclosed.

8.3. A member may make a copy of entries in the register other than contact details of members.

9. Cessation of Membership

9.1. A member of the Association who has paid all monies due and payable by him or her to the Association may resign from the Association by first giving one month's notice in writing to the Secretary of his or her intention to resign.

9.2. After the expiry of the period referred to in sub rule 9.1;

(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.

9.3. A playing member ceases to be a member if he or she is not registered or has not paid the relevant fees in full to play in a competition conducted by the Association.

9.4. A parent member ceases to be a member if the playing member with respect to which he or she is nominated under Rule 7.2 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.

9.5. 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

The conditions of membership shall be as follows:

(a) That the member agrees to abide and be bound by these Rules and By-Laws of the Association, and to accept, comply with and enforce all decisions of the Association.

(b) That all members shall manage their affairs in a manner that will not discredit basketball in Victoria and in accordance with the policies of the Association.

11. Discipline, Suspension and Expulsion of Members

Subject to these Rules, if the Committee is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming of a member or prejudicial to the interests of the Association, the Committee may by resolution:

(a) fine that member an amount not exceeding $500; or

(b) suspend that member from membership of the Association for a specified period; or

(c) expel that member from the Association.

11.1. A resolution of the Committee under Rule 11 does not take effect unless:

(a) at a meeting held in accordance with Rule 11.2, the Committee confirms the resolution; and

(b) if the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.

11.2. A meeting of the Committee to confirm or revoke a resolution passed under Rule 11 must be held not earlier than fourteen (14) days, and not later than twenty-eight (28) days, after notice has been given to the member in accordance with Rule 11.3

11.3. For the purposes of giving notice in accordance with Rule 11.2, the Secretary must, as soon as practicable, cause to be given to the member a written notice:

(a) setting out the resolution of the Committee and the grounds on which it is based; and

(b) stating that the member or the member's representative (not being a legal practitioner), may address the Committee at a meeting to be held not earlier than fourteen (14) days and not later than twenty-eight (28) days after the notice has been given to that member; and

(c) stating the date, place, and time of that meeting; and

(d) informing the member that he she or it may do one or both of the following-

(i) attend that meeting personally or by a representative.

(ii) give to the Committee before the date of that meeting a written statement seeking the revocation or diminution of the resolution.

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

11.4. At a meeting of the Committee to confirm or revoke a resolution passed under Rule 11, the Committee must -

(a) give the member, or his, her or its representative (not being a legal practitioner), an opportunity to be heard; and

(b) give due consideration to any written statement submitted by the member; and

(c) determine by resolution whether to confirm or to revoke the resolution.

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

11.6. If the Secretary receives a notice under Rule 11.5, he or she must notify the Committee and the Committee must convene a General Meeting of the Association to be held within twenty-one (21) days after the date on which the Secretary received the notice.

11.7. At a General Meeting of the Association convened under Rule 11.6:

(a) no business other than the question of the appeal may be conducted; and

(b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and

(c) the member, or his, her or its representative, must be given an opportunity to be heard; and

(d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.

11.8. A resolution is confirmed if, at the General Meeting, not less than two-thirds of the members present vote in favour of the resolution. In any other case, the resolution is revoked.

12. Disputes and Mediation

12.1. The grievance procedure set out in this rule applies to disputes under these Rules between-

(a) a member and another member; or

(b) a member and the Association.

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

12.3. If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within ten (10) days, hold a meeting in the presence of a mediator.

12.4. The mediator must be-

(a) a person chosen by agreement between the parties; or

(b) in the absence of agreement:

(i) in the case of a dispute between a member and another member, a person appointed by the Committee; or

(ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

12.5. A member of the Association can be a mediator. The mediator cannot be a member who is a party to the dispute.

12.6. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation. The mediator, in conducting the mediation, must -

(a) give the parties to the mediation process every opportunity to be heard; and

(b) allow due consideration by all parties of any written statement submitted by any party; and

(c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

12.7. The mediator must not determine the dispute.

12.8. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

13. Meetings

13.1. Annual General Meetings

13.1.1. The Committee 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.

13.1.2. The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting.

13.1.3. 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 Committee reports upon the transactions of the Association during the last preceding financial year including,

(i) President's Report (which may include a Secretary's Report).

(i) Financial Report (including Treasurer Statement, Profit & Loss, Balance Sheet and Auditor's Report (if applicable));
and

(i) to elect the Executive Committee Members of the Association.

(ii) to elect Ordinary Members of the Committee.

(iii) to appoint an auditor for the forthcoming year (if required); and

(iv) to transact any other business of which notice in writing shall have been given to the Secretary of the Association at least fourteen (14) days prior to the date of the meeting.

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

13.1.5. The Secretary of the Association shall give seven (7) days' notice of the agenda to members and office bearers.

13.2. Extraordinary General Meetings

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

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

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

13.2.4. The request for an Extraordinary General Meeting must -

(a) state the objectives of the meeting; and

(b) be signed by the members requesting the meeting; and

(c) be sent to the address of the Association.

13.2.5. If the Committee 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.

13.2.6. 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 Committee and all reasonable expenses incurred in convening the Extraordinary General Meeting must be refunded by the Association to the persons incurring the expenses.

13.2.7. Special Business

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

13.3. Notice of General Meetings

13.3.1. 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, a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

13.3.2. Notice may be given -

(a) By prepaid post to the address appearing in the register of member; or

(b) By placing an advertisement in the local paper, or

(c) By electronic transmission (email, social media or Association Website) or

(d) By placing the notice on the notice Committee of the stadium.

13.3.3. No business other than that set out in the notice convening the meeting shall be transacted at the meeting.

13.3.4. A member desiring to bring any business before a meeting must give notice of that business in writing to the Secretary at least seven (7) days prior, who shall include that business in the notice calling the next General Meeting after the receipt of the notice.

13.4. Quorum at General Meetings

13.4.1. 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.

13.4.2. Seven (7) members present (being members entitled under these Rules to vote at a General Meeting (excluding an Annual General Meeting) constitutes a quorum for the conduct of the business of a General Meeting.

13.4.3. Twelve (12) members present (being members entitled under these Rules to vote at an Annual General Meeting) constitutes a quorum for the conduct of the business of an Annual General Meeting.

13.4.4. If, within half an hour after the appointed time for the commencement of a General Meeting or Annual 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.

13.4.5. 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.

13.5. Presiding at General Meetings

13.5.1. The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each General Meeting of the Association.

13.5.2. 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 to preside as Chairperson.

13.6. Adjournment of Meetings

13.6.1. 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.

13.6.2. No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.

13.6.3. If a meeting is adjourned for fourteen (14) days or more, notice of the adjourned meeting must be given in accordance with these Rules.

13.7. Voting at General Meetings

13.7.1. All Executive Committee Members 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.

13.7.2. No proxy or postal votes will be allowed at any meeting of the Association.

13.7.3. A member not physically present at a General meeting may be permitted to participate in the meeting by the use of technology that allows that member, and the members present at the meeting to clearly and simultaneously communicate with each other.

13.7.4. A member participating in a general meeting as permitted under sub rule (13.7.3) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

13.8. Manner of determining whether resolution carried

13.8.1. 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.

13.8.2. 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.

13.9. Poll at general meetings

13.9.1. 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.

13.9.2. 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.

14. Committee of Management

14.1. The affairs of the Association shall be managed by the Committee of Management.

The Committee of Management 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 Committee of Management to be essential for the proper management of the business and affairs of the Association.

14.2. Subject to section 23 of the Act, the Committee of Management shall consist of:

(a) the Office Bearers of the Association (Executive Committee) and;

(b) a minimum of five (5) and a maximum of nine (9) ordinary Committee members

(c) any co-opted Executive Committee Members.

14.3. A member is eligible to be elected or appointed as a Board member if the member

(a) is 18 years or over; and

(b) is a playing, ordinary or Life Member with voting rights,

(c) has a membership that is not suspended for any reason,

(d) is not a current employee of the Association

14.4. All Committee members are required to have a satisfactory Working with Children Check completed.

15. Executive Committee

15.1. The Office Bearers of the Association shall be -

(a) a President.

(b) a Vice-President.

(c) a Treasurer; and

(d) a Secretary.

15.2. The provisions of Rule 16, so far as they are applicable and with the necessary modifications, apply to and are in relation to the election of persons to any of the offices referred to in Rule 15.1.

15.3. Each Executive Committee member 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 he or she will relinquish the position at the end of the next annual general meeting two years after the date of his or her election. This person is eligible for re-election.

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

15.5. The President and Treasurer will be elected in each odd calendar year. The Vice President and Secretary will be elected in each even calendar year.

15.6. The Secretary of the Association is also the Public Officer.

16. Election of Executive Committee

16.1. Nominations of candidates for election as Executive Committee members of the Association must be:

(a) made in writing, signed by two members of the Association, and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and

(b) delivered to the Secretary of the Association not less than seven (7) days before the date fixed for the holding of the Annual General Meeting.

16.2. A candidate may only be nominated for one position prior to the Annual General Meeting.

(a) If no nomination is received for any vacancy, nominations may be called for at the meeting.

(b) If only one nomination is received for any vacancy to be filled, the candidate nominated shall be deemed elected.

(c) If the number of nominations for any vacancy exceeds one, a ballot shall be held. If a person nominated for a position as an Executive Committee member is defeated in that election, they may be nominated at the Annual General Meeting for any position that is at that time not determined.

16.3. The ballot for the election of an Executive Committee member must be conducted at the Annual General Meeting in such manner as the Committee directs.

17. Vacancies

The office of an Executive Committee Member of the Association becomes vacant if the Executive Committee Member:

(a) becomes subject to the provisions of the Bankruptcy Act; or

(b) resigns from office by notice in writing given to the Secretary or dies; or

(c) is removed from office under rule 18.8; or

(d) dies; or

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

18. Meetings of the Committee

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

18.2. Special meetings of the Committee may be convened by the President or by any four (4) Executive Committee Members.

18.3. Meetings of the Committee may be conducted electronically whereby each Executive Committee Member is able to hear and be heard by all other Executive Committee Members present. Executive Committee Members present in any such electronic meeting shall be deemed to be physically present for the meeting.

18.4. Notice of Committee Meetings

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

(b) Notice must be given to Executive Committee Members 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.

18.5. Quorum for Committee Meetings

(a) Any two (2) Executive Committee Members and three 3 General Committee members constitute a quorum for the conduct of the business of a General meeting of the Committee.

(b) No business may be conducted unless a quorum is present.

(c) If within half an hour of the time appointed for the meeting a quorum is not present:

(i) in the case of a special meeting - the meeting lapses;

(ii) in any other case - the meeting shall stand adjourned to the same place and the same time and day in the following week.

18.6. Presiding at Committee Meetings

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

18.7. Voting at Committee Meetings

(a) Questions arising at a meeting of the Committee, or at a meeting of any sub-committee appointed by the Committee, 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.

(b) Each Executive Committee Member present at a meeting of the Committee, or at a meeting of any sub-committee appointed by the Committee (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.

18.8. Removal of Committee Member

(a) The members may, by a resolution of 80% of the members present and eligible to vote at a general meeting remove a Committee Member from the Committee.

(b) A Committee Member who is the subject of a proposed resolution referred to in Rule 18.8.1 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.

(c) The Secretary may give a copy of the representations to each member of the Association or, if they are not so given, the Committee Member may require that they be read out at the meeting.

19. Committees

Subject to its overall supervision, the Committee may delegate the promotion and management of basketball to such committees on such terms and conditions as it considers appropriate from time to time.

20. Minutes of Meetings

The Secretary of the Association must keep minutes of the resolutions and proceedings of each General Meeting, and each Committee meeting, together with a record of the names of Executive Committee Members and other persons present at Committee meetings and of each person present at general meetings.

21. Funds

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.

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

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

22. Seal

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

22.2. The common seal must not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal must be attested by the signatures either of two Executive Committee Members or, of one Executive Committee Member and of one other authorised person.

23. Notice to Members

23.1. Except for the requirement in Rule 13.3, 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) sending it by email addressed to the member at the members email address shown in the register of members.

23.2. 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.

23.3. 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.

23.4. 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.

24. Procedural Irregularities

24.1. No decision of the Association or its Committee 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.

24.2. The Association or its Committee 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.

25. Unforeseen Matter.

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

26. 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 Greater South-East Region.

27. Custody and Inspection of Books and Records

27.1. Except as otherwise provided in this section, the Secretary must keep in his or her custody or under his or her control all books, documents, and securities of the Association.

27.2. 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 member of staff of the Association or would breach commercial confidence or an order of a Court.

27.3. 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 27.2.

27.4. 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.

28. Committee May Delegate Functions

28.1. The Committee may, by instrument in writing, create, establish, or appoint from amongst its own members, or otherwise, special committees, sub-committees, individual officers and consultants to carry out such duties and functions, and with such powers, as the Committee determines.

28.2. The Committee may in the establishing instrument delegate such functions as are specified in the instrument, other than:

(a) this power of delegation; and

(b) a function imposed on the Committee by the Act or any other law, or this Constitution or by resolution of XXXXXX in General Meeting.

(c) At any time, the Committee may by instrument in writing, revoke wholly or in part any delegation made under this clause and may amend or repeal any decision made by such body or person under this clause.

28.3. Exercise of Delegated Functions.

(a) A function, the exercise of which has been delegated under this clause, may whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

(b) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function or at the time or circumstances as may be specified in the delegation.

28.4. Procedure of Delegated Entity

(a) The procedures for any entity exercising delegated power shall, subject to this Constitution and with any necessary or incidental amendment, be the same as that applicable to meetings of the Committee under clause 21. This includes those rules governing conflicts of interest.

(b) The entity exercising delegated powers shall make decisions in accordance with the Objects, and it shall promptly provide the Committee with details of all material decisions.

(c) The entity shall also provide any other reports, minutes and information required by the Committee.

APPENDIX 1

APPLICATION FOR MEMBERSHIP OF THE MORWELL BASKETBALL ASSOCIATION INC.

I_____of_____

(name and occupation) (address)

Desire to become a member of the Morwell 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 / /