



SPRINGWOOD & DISTRICTS BASKETBALL ASSOCIATION Inc. CONSTITUTION 2010

The Constitution of the Springwood & District Basketball Association Inc. (S&DBA Inc.) is based on the Model Rules for Associations incorporated under the "Model Rules for incorporated Associations" under the Associations Incorporations Act 2009. These model rules have been modified to include memberships requirements of the NSW Basketball Association and its Registration system.

Mission Statement

- *The S&DBA Inc. is a non profit organisation that does not operate for the profit or gain of its individual members.*
- *To foster a safe & friendly environment for all players to play and develop skills in the sport of basketball with the emphasis on participation, fun and good sporting attitude.*
- *To create and maintain a representative and refereeing program as a pathway of opportunity for players and referees to progress and develop their skills.*
- *To promote an environment for players, coaches, managers, officials and spectators to participate under a Code of Conduct endorsed by the Australian Sports Commission and adopted by the Springwood and District Basketball Association Inc.*
- *To provide opportunities for coaches to develop their skills and knowledge through courses, training camps and support from the appointed Coaches Executive.*
- *To promote a tribunal system that allows a fair and just hearing for all parties and is conducted in a just and professional manner.*

***Model Rules for associations incorporated under the
Associations Incorporation Act, 2009***

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Part 1 Preliminary

Provisions of model constitution to apply if appropriate provision not otherwise made:

- (1) if an association's constitution fails to address a matter referred to in Schedule 1, the provisions of the model constitution with respect to the matter is taken to form part of the association's constitution;
- (2) for avoidance of doubt, an association's constitution may address a matter referred to in Schedule 1;
 - (a) by adopting the provisions of the model constitution with respect to the matter; or
 - (b) by adopting a modified version of the provisions of the model constitution with respect to the matter.
- (3) subsection (2) does not limit the way in which an association's constitution may otherwise address a matter referred to in Schedule 1;
- (4) a provision of an association's constitution is of no effect to the extent to which it is contrary to this or any other Act or law. Refer Associations Incorporation Act 2009 No 7.

1. Definitions

- (1) In this Constitution:

The name of the Association is Springwood and District Basketball Association Incorporated (S&D.B.A Inc. herein after called "the Association").

Board Member. This person may or may not be someone who is an office-bearer of the Association, as referred to in the constitution Part 4 – 18.

Secretary means the person holding office under the Constitution as Secretary of the Association, or if no such person holds that office – the Public Officer of the Association.

Board Meeting means a general meeting of The Board other than an Annual General Meeting.

Special General Meeting (S.G.M.) means a meeting held, in addition to an Annual General Meeting, for a specific purpose.

Annual General meeting (A.G.M) means an annual meeting designed to elect office bearers and for any other business as necessary.

The Act means the Associations Incorporation Act 2009 or successor legislation.

Absolute Majority means at least 75 percent of the total number of Board members.

- (2) The provisions of the Interpretation Act 1987 apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution were an instrument made under the Act.

Part 2 Object of the Association

2.1. Non-Profit purpose

The Association is a non-profit organisation formed for the purpose of the promotion and development of basketball.

2.2. Attaining Objects

The Association shall be empowered to do all things necessary which are incidental to, and necessary for, the attainment of the objects of the Association.

2.3. Property of the Association

The assets and income of the Association shall be applied solely in the furtherance of the above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the association.

2.4. On dissolution of the Association

If on the winding up of the Association, any property 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 shall be distributed:

- (1) to another incorporated association having objects similar to those of the Association; or
- (2) for charitable purposes, which incorporated association or purposes, as the case requires, shall be determined by resolution of the members.

Part 3 Memberships

3. Categories of Membership

The Association shall recognise four (4) categories of membership. Registered Members, Life Members, Affiliated Members and Community Members. A person may only have one category of membership at any one time:

- (a) Registered members must have their primary registration with the Association and be financial. These members will also include parents of junior players under the age of 18 and non-playing coaches, managers and referees who have their primary registration with the association;
- (b) Life members as appointed by the Board shall have all the advantages as per paragraph 6(3);
- (c) Affiliated members do not have primary registration with the Association and are not classified as a fully registered member. Affiliated members may apply to the Board to gain “Community Member” status; and
- (d) Community Members have neither primary registration nor affiliation with the Association. These members must contribute to the Association in some form with

their membership requiring approval by the Board. A reduced registration fee, as set down by the Board, shall apply to this type of registration.

4. Membership Qualifications

A person is qualified to be a member of the Association if:

- (i) they have been nominated for membership of the Association; and/or
- (ii) whom The Board of the Association has approved for membership.

5. Application for Membership

- (1) The registration of a person for membership of the Association:
 - (a) must be made by that person or parent/guardian in writing in the Association's approved format; and
 - (b) must be lodged with the person, nominated by The Board of the Association.

6. Life Membership

(1) Nomination for Life Membership

The nomination of a person for life membership of the Association:

- (a) must be made by a member of the Association in writing in the form set out in appendix 3 to these rules; and
- (b) must have provided valuable service to the Association for a minimum of 12, consecutive or non-consecutive, years.

(2) Process for Nomination

The Nomination Form as per Appendix 3:

- (a) must be submitted to a Board member no later than the November Board Meeting;
- (b) must be approved by a majority vote by The Board; and
- (c) will only be awarded at AGM

(3) Entitlements of a Life Member

- (a) will have their name added to a Perpetual Life Members Trophy;
- (b) will receive a Life Members Badge and Springwood Scorchers Supporters Shirt;
- (c) free entry to all S&DBA Inc basketball events;
- (d) may be invited to present awards at all basketball events;
- (e) the association will waiver all S&DBA Inc. components of Annual registration fees; and

- (f) shall have voting rights at the AGM.

7. Termination of membership

A person ceases to be a member of the Association if the person:

- (a) dies;
- (b) membership is not renewed; or
- (c) is expelled from the association. If a member is expelled no refund of any registration fee will be made.

8. Membership entitlements

A membership, which a person has by reason of being registered with the Association:

- (a) is not capable of being transferred or transmitted to another person;
- (b) terminates on cessation of the person's membership.

9. Register of members

- (1) The person appointed by the Board must establish and maintain a register of members of the Association specifying the name and address of each person who is a member of the Association together with the date on which the person became a member.

In the case of a member under the age of 18, the person appointed by the Board shall maintain a register of the Parent/Guardian whose name appears on the Registration form (Appendix 1 see also paragraph 40).

- (2) The register of members must be kept at the principal place of administration of the Association. It must be open for inspection, free of charge, by any member of the Association at any reasonable hour to view their own details. Request to view any other registered members details will not be permitted due to privacy issues.

10. Fees and subscriptions

A member of the Association must, based on their category of membership, pay to the Association a set registration fee as set by the Board.

11. Members' liabilities

The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount if any, unpaid by the individual members of the Association.

12. Resolution of internal disputes

Any disputes relating to the business of the Board:

- (1) (a) are to be referred in writing to the Secretary of the Board. Seven days notice must be provided for this referral whereby the matter will be presented at the next available Board meeting for discussion;
 - (b) if deemed necessary the Secretary may refer disputes/complaints directly to the Chairperson, or person delegated by the Board, who shall either:
 - (i) Form the Administrative or Disciplinary Tribunals of S&DBA and inform the Board at the next available meeting; or
 - (ii) Where no incident report was lodged refer the matter to the Board for adjudication.
 - (c) matters relating to child protection shall be noted by the Secretary as Correspondence Received and then forwarded immediately by the Secretary to the Child Protection Officer (CPO). Failure to resolve the issue will be referred to a Community Justice centre for mediation in accordance with the Community Justice Centres Act 1983.
- (2) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator, in cases where a disciplinary tribunal is required the timeframe and procedures as set down in the S&DBA Tribunal Procedures Manual shall apply.

13. Procedures for Complaints

- (1) A person may lodge a complaint either to the Secretary of the Board or the SADO via the Court Controller concerning any person who is associated with the Association who:
 - (a) Has persistently refused or neglected to comply with a provision or provisions of the rules and By-Laws of the Association; or
 - (b) Has persistently and/or wilfully acted in a manner prejudicial to the interests of the Association or a member of the Association.
- (2) All complaints are to be forwarded to the Secretary of the Board or person so delegated who shall determine the procedure for the complaint, who will:
 - (a) must inform the accused in writing, that a complaint has been lodged detailing the nature of the complaint; and
 - (b) must give written notice to the person lodging the complaint, acknowledging receipt of their letter and that the other party has been notified; and
 - (c) determines the appropriate avenue for the complaint to be processed. (i.e., Board or Administrative or Disciplinary Tribunal).

14. Disciplining of Members

- (1) The Board may, by absolute majority expel, suspend or caution the member of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the alleged facts have been proved.
- (2) The expulsion, suspension or caution takes effect immediately on resolution by the Board and/or after recommendation by the Administrative or Disciplinary Tribunal of S&DBA.
- (3) If the Board expels, suspends or cautions a member, the Secretary, or person nominated by the Board or Chairperson of the Administrative or Disciplinary

Tribunal must, within 7 days, give written notification to the member of the action to be taken. It shall include reasons given by the Board for having taken that action and of the member's right of appeal under rule 15.

15. Right of appeal of disciplined member

- (1) In the case of Administrative or Disciplinary Tribunal findings refer to the S&DBA Tribunal Procedure Manual.
- (2) For any appeals other than 15(1):
 - (a) a member may lodge an appeal to the Secretary of the Board against a decision by the Board under rule 15 (1) within 7 days after written notice is served on the member;
 - (b) the notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal; and
 - (c) on receipt of a notice of appeal from a member under clause 15.2.(a) the Secretary of the Board must:
 - (i) Notify the person in writing that the appeal has been received; and
 - (ii) Convene a Special General Meeting.The meeting must be held within 14 days after the date on which the Secretary receives the appeal from the member.
- (3) At the SGM of the Board convened under clause 15.2.(c)(ii):
 - (a) No business other than the question of the appeal is to be transacted; and
 - (b) The Board and the member must be given the opportunity to state their respective cases verbally or in writing, or both; and
 - (c) The members present are to vote by secret ballot on the question of whether the appeal should be confirmed or revoked.
- (4) The outcome of the vote shall be final and no further appeals may be lodged.

Part 4 The Board

16. Powers of the Management Committee

The Board of Management or Management Committee of the Association is to be referred to as The Board:

- (1) The Board is responsible for ensuring the day-to-day running of the Association, either directly or through delegated authorities, and shall have the power to:
 - (a) administer the finances, appoint bankers and direct the opening of banking accounts for specific purposes and to transfer funds from one account to another, and to close any such accounts;
 - (b) fix the manner in which such banking accounts shall be operated upon, providing the Board or its appointed representative passes all payments;

- (c) fix fees and subscriptions payable by members and decide such levies, fines and charges as is deemed necessary and advisable, and to enforce payment hereof;
- (d) adjudicate on all matters brought before it which in any way affect the Association;
- (e) cause minutes to be made of all proceedings at meetings of The Board, Annual General Meetings and Special General Meetings;
- (f) make, amend and rescind rulings and By-Laws;
- (g) have the power to form and appoint any sub committee/s as required for specific purposes;
- (h) may, at their discretion employ a person or persons to carry out certain duties required by the Association, at salaries or remunerations for such period of time, as may be deemed necessary;
- (i) should a vacancy occur on The Board during the season, The Board may appoint a successor until the next Annual General Meeting; and
- (j) appoint an officer/s or agent of The Board to have custody of the Association's records, documents and securities.

17. Constitution and membership

Only registered members of the Association can be elected to the Board

- (1) The Board is to consist of a maximum number of 10 members, unless voted otherwise by the Board, who are:
 - (a) the 4 executive members of the Association; and
 - (b) 6 non-executive members; and
 - (c) 3 or more of the above members must be over 18 years of age and 3 members must ordinarily reside in Australia each of whom is to be elected at the AGM of the Association.
- (2) The executive members of the Board are to be:
 - (a) the president
 - (b) the vice-president
 - (c) the treasurer, and
 - (d) the secretary
- (3) Each member of the Board is, subject to these rules, to hold office until the conclusion of the AGM following the date of the member's election, but is eligible for re-election.
- (4) In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a registered or affiliated member of the Association to fill the

vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the next AGM following the date of the appointment.

- (5) The Board has the power to invite ex officio members to attend Board meetings. Ex Officio members will not have voting rights and do not form part of the quorum.
- (6) No person shall hold more than one (1) position on The Board at any one time.
- (7) A person shall cease to be a member of The Board after positions are formally declared vacant at the AGM. New Board members are then elected and hold positions until the next AGM.
- (8) A register of Board Members must be kept in accordance with Association Incorporation Act 2009 at the S&DBA office and must be available for public viewing of registered members.

18. Election of Board members

- (1) Nominations of candidates for election as executive and non-executive members of the Board:
 - (a) Must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination);
 - (b) Must be delivered to the secretary, or person nominated by the Board of the Association at least 7 days before the date fixed for the holding of the AGM at which the election is to take place. The closing time for nominations on that day or the last available competition night shall be 9.00pm or as set out in a notice to the members by the Board; and
- (2) If insufficient nominations are received to fill all vacancies on The Board, may call for further nominations to be voted on at the next Board meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies.
- (4) If the number of nominations received exceeds the number of vacancies to be filled, a secret ballot is to be held.
- (5) The secret ballot will be conducted for the purpose of electing Board members at the Annual General Meeting.

19. President

The President shall be responsible for chairing all Board and Association meetings and shall have normal Board voting rights. In the event of an equality of votes on any decision, that person shall exercise a casting vote.

20. Vice President

The vice-president shall exercise all duties of the president in their absence.

21. Public Officer

In accordance with the Associations Incorporation Act 2009, S&DBA's Board must appoint a Public Officer. This position will be held by the President unless the Board votes another member of the committee to this position, being a person who is aged 18 years or more and is ordinarily a resident in New South Wales.

Note. An association's registration is liable to be cancelled if its public officer does not comply with this subsection.

The position of public officer may, but need not be, held by a committee member. The public officer's acts are valid despite any defect in his or her appointment.

Within 28 days after taking office as an association's Public Officer (other than its first public officer), a person must notify the Director-General, in the approved form, of:

- (a) the person's full name and date of birth; and
- (b) the person's address for service of notices, being either the person's residential address or some other address at which the person can generally be found; and
- (c) the fact that the person has taken office as public officer.

22. Vacation of office of Public Officer

An association's Public Officer may vacate their office in the circumstances according to the Associations Incorporation Act 2009, No. 7 (p. 21-22). Within 14 days after vacating office, a former public officer of an association must ensure that all documents in his or her possession that belong to the association are delivered to a committee member of the association.

An association's committee must fill any vacancy in the office of public officer within 28 days after the vacancy arises.

23. Authorised signatories

An association's Public Officer is, by virtue of that office, an authorised signatory for the Association. An association's committee may from time to time appoint additional authorised signatories from among such of its members as are ordinarily resident in Australia, and may at any time revoke any such appointment.

A person (other than the association's Public Officer) vacates office as an association's authorised signatory if:

- (a) his or her appointment as an authorised signatory is revoked; or
- (b) he or she ceases to be a committee member; or
- (c) he or she ceases to be ordinarily resident in Australia.

24. Secretary

- (1) The Secretary of the Association must, as soon as practicable after being appointed as Secretary, lodge notice with the S&DBA of his/her address.
- (2) It is the duty of the Secretary to keep minutes of:
 - (a) all appointments of office-bearers and members of the Board;
 - (b) the names of members of the Board present at a Board meeting or a SGM;
and
 - (c) all proceedings at Board meetings, AGM and SGM.
- (3) Minutes of proceedings at a meeting must be forwarded to all Board members at least 7 days prior to the next scheduled meeting. The majority of Board members at the next meeting must then vote to accept the minutes.

25. Treasurer

It is the duty of the treasurer of the association to ensure:

- (a) that all money due to the Association is collected and received and that all payments authorised by the Association are made;
- (b) that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the association;
- (c) the Board may from time to time require an assurance that the financial reports prepared by the Treasurer show true and fair view of the performance of the association and its net asset position;
- (d) any mandatory payments that do not require Board approval are made;
- (e) the Treasurer is responsible for lodging all financial records as required by the Associations Incorporation Act 2009 and Association Incorporation Regulation 2010 (effective 1 July 2010), and the Australian Taxation Office and complying with any other financial requirements of the Association; and
- (f) shall provide a financial report at all Board meetings.

26. Casual vacancies

For the purposes of these rules, a casual vacancy in the office of a Board member occurs if the member:

- (a) dies; or
- (b) ceases to be a member of the association; or
- (c) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth; or
- (d) resigns office by notice in writing given to the secretary; or
- (e) is removed from office under rule 29; or

- (f) becomes a mentally incapacitated person; or
- (g) is absent without the consent of the Board from 3 consecutive Board meetings; or
- (h) takes up a position on the Board of another Basketball association.

27. Disclosure of Interest

(1) If a committee member has a direct or indirect interest in a matter being considered or about to be considered at a committee meeting, and the interest appears to raise a conflict with the proper performance of the committee member's duties in relation to the consideration of the matter, the committee member must, as soon as possible after the relevant facts have come to the committee member's knowledge, disclose the nature of the interest at a committee meeting.

(2) A disclosure by a committee member at a committee meeting that the committee member:

(a) is a member, or is in the employment, of a specified company or other body;
or

(b) is a partner, or is in the employment, of a specified person; or

(c) has some other specified interest relating to a specified company or other body or to a specified person;

is a sufficient disclosure of the nature of the interest in any matter relating to that company or other body or to that person that may arise after the date of the disclosure and that is required to be disclosed under subsection (1) above.

(3) Particulars of any disclosure made under this section must be recorded by the committee in a book kept for that purpose and that book must be open at all reasonable hours to inspection by any member of the association.

(4) The book must be kept at the same address as the register of committee members.

(5) After a committee member has disclosed the nature of an interest in any matter, the committee member must not, unless the committee otherwise determines:

(a) Be present during any deliberation of the committee with respect to the matter; or

(b) Take part in any decision of the committee with respect to the matter.

(6) For the purposes of the making of a determination by the committee under subsection (5), a committee member who has a direct or indirect interest in a matter to which the disclosure relates must not:

(a) be present during any deliberation of the committee for the purpose of making the determination; or

(b) take part in the making by the committee of the determination.

(7) A contravention of this section does not invalidate any decision of the committee.

28. Dishonest use of position

A committee member of an association who uses his or her position as a committee member dishonestly with the intention of directly or indirectly:

- (a) gaining an advantage for himself or herself or for any other Person; or
- (b) causing detriment to the association

is guilty of an offence under the Associations Incorporation Act 2009.

29. Removal of a Board member

The Board may at a Board or Special General meeting, by absolute majority, remove any Board member from the Board before the expiration of that member's term of office. They may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

- (1) A member of The Board may be removed under rule 29(1) in the following circumstances:
 - (a) acting in a contrary manner which brings the association into disrepute;
 - (b) undermining duly resolved decisions of The Board and policies of the Association;
 - (c) not acting in accordance with the Association's code of conduct;
 - (d) being found guilty of any child protection matter;
 - (e) being found guilty in a court of law for any criminal behaviour; and
 - (f) for any other reason the Board feels the Association has been brought into disrepute.
- (2) If a member of The Board to whom a proposed resolution referred to in clause (1) makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representation be notified to the members of the Association, the Secretary or the President may send a copy of the representations to each member of the Board or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.
- (3) Any member of the Board who vacates their position willingly or otherwise is required to return any documentation regarding the Association within 14 days of their official vacancy date. Failure to do so will be reported to the Department of Fair Trading Part 4 Division 1 paragraph 28.

30. Meetings and quorum

- (1) The Board is recommended to meet at least 6 times in each period of 12 months at such place and time as the Board may determine.
- (2) Written notice of a meeting of The Board must be given by the Secretary to each member of the Board at least 48 hours (or such other period as may be

unanimously agreed on by the members of the board) before the time appointed for the holding of the meeting.

- (3) Notice of a meeting given under clause (2) must specify the general nature of the business to be transacted at the meeting.
- (4) At least 50% of The Board constitutes a quorum for the transaction of the business of a meeting of the Board.
- (5) While discussions may take place, no business is to be formally transacted by The Board unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (6) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (7) At a meeting of the Board:
 - (a) the President or, in the President's absence, the Vice-President is to preside; or
 - (b) if the President and the Vice-President are absent or unwilling to act, one of the remaining members of the board as may be chosen by the members present at the meeting is to preside.
- (8) A registered member desiring to bring any business before the Board must give notice, in writing, and more than 14 days of the next scheduled Board meeting to the Secretary. The Secretary must include that business in the next Board meeting agenda.

31. Formation of a Committee

- (1) The Board may establish a committee where it deems fit to exercise such functions as the Board specifies and may approach Association members to volunteer as committee members to assist the Board.
- (2) The Board may remove a committee or committee member at any time:
 - (a) All decisions by a committee must be ratified by the Board.
- (3) A responsibility, which has been delegated to a committee, may, while the delegation remains unrevoked, be exercised from time to time by the committee, according to the terms of the delegation:
 - (a) The Board may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (4) A committee must meet and adjourn, as set by the committee. Meetings of the committee must be carried out as per the rules for the Board in Paragraph 30, unless otherwise ratified by the Board.
- (5) Committees are to produce timely minutes for presentation at the next Board meeting.
- (6) Committees are to provide rules and procedures for their own operation however they must be approved by the Board.

32. Delegated Offices

- (1) In order to achieve the aims of the Association, to provide efficient administration or to meet statutory requirements, the Board may create and fill delegated offices on a paid or voluntary basis.
- (2) Holders of delegated offices, including volunteers, may claim expenses associated with the function of the office as determined by the Board.
- (3) Delegated offices may include, but are not limited to:
 - a) Stadium Administrator
 - b) Development Officer
 - c) Head Coach
 - d) Referee Educator
 - e) Court Controller
 - f) Referee Controller
 - g) Referees
 - h) Child Protection Officer
 - i) Publicity Officer
 - j) Web Master
- (4) The Board shall ensure that holders of delegated offices are aware of their duties and powers by providing a duty statement, a signed agreement, a letter of appointment or by providing ongoing mentoring and training.
- (5) The Board may remove a person from a paid or voluntary office if:
 - (a) The Board determines that the office is no longer necessary;
 - (b) The person holding the office becomes incapable of effectively discharging the duties of the office due to a conflict of interest, lack of qualification, incapacity or any other reason; and
 - (c) The person holding the office acts in a way that damages the reputation of the Association.

Removal of a person from a delegated office is by an absolute majority vote of the Board.

- (6) Notwithstanding any delegation, the Board has the authority to make decisions in any area of the Associations operations and may overrule any decision by a delegated officer.

Part 5 Meetings

The Associations Incorporation Act 2009 permits meetings to be held at more than one venue using technology that allows members in different places to participate. Should technology not be available, matters voted upon at the meeting will remain valid.

33. Annual General Meetings (AGM) – holding of

- (1) With the exception of the first AGM of the Association, the Association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the association, convene an AGM of its members.
- (2) The association must hold its first Annual General Meeting:
 - (a) within the period of 18 months after its incorporation under the Act; and
 - (b) within the period of 6 months after the expiration of the first financial year of the Association.
- (3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Director-General under section 26(3) of the Act.

34. Annual General Meetings – calling of and business at

- (1) The AGM of the Association is, subject to the Associations Incorporation Act 2009 and to rule 33, to be convened on such date and at such place and time as the Board thinks fit.
- (2) In addition to any other business which may be transacted at an AGM, the business of an AGM is to include the following:
 - (a) to report that the minutes of the previous AGM were accepted at the first board meeting following that AGM;
 - (b) to receive from the Board a summary of the main activities of the Association during the last 12 months;
 - (c) to elect executive or non-executive members of the Association and members of the Board;
 - (d) present the association's financial statements for the previous financial year; and
 - (e) provide an auditor's report for those statements, if the Association is classified, under the Associations Incorporation Act 2009, as a Tier 1 association.
- (3) All notices concerning the meeting must specify that it is an AGM.
- (4) Notice of an AGM must be publicly posted one month prior to the date of the AGM.

35. Special General Meetings (SGM) – calling of

- (1) The Board may, whenever it thinks fit, convene a Special General Meeting (S.G.M) of the Association.
- (2) The Board must, on the requisition in writing of at least 10 per cent of the total number of association registered members, convene a S.G.M. of the association.
- (3) A requisition of members for a S.G.M meeting:

- (a) must state the purpose or purposes of the meeting; and
 - (b) must be signed by the members making the requisition; and
 - (c) must be lodged with the secretary; and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) The Board must convene a SGM within 5 weeks after the date of receiving a requisition of registered members for the meeting.

36. Notice where Special General Meeting is called as a result of a requisition of registered members

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the Secretary must, at least 14 days before the date fixed for the holding of the SGM place a public notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting. A copy of this notice must also be forwarded to the representative of the registered members generating this meeting.
- (2) If the nature of the business proposed to be dealt with at a special general meeting requires a special resolution of the Association, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to the representative of the registered members generating the meeting specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice, convening a SGM is to be transacted at the meeting.
- (4) Proxy will not apply at SGM relating to expulsion or disciplining of members or for removal of Board members.

37. Special resolution

A resolution of the Association is a special resolution:

- (a) if it is passed by a majority which comprises at least three-quarters of such members of the Association as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules;
- (b) where it is made to appear to the Director-General that it is not practicable for the resolution to be passed in the manner specified in paragraph (a) if the resolution is passed in a manner specified by the Director-General; or
- (c) Subject to the Associations Incorporation Act 2009 postal ballot to pass any resolution is acceptable.

38. Adjournment

- (1) The person presiding at a Board meeting, at which a quorum is present, may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a Board meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the Board stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

39. Making of decisions

- (1) A question arising at a Board meeting is to be determined on a show of hands (unless a secret ballot has been previously requested). The person presiding will then declare that a resolution has been carried unanimously, carried by majority vote or lost by majority vote. The person presiding/Secretary must ensure that all votes are recorded in the minute book of the association. This will act as evidence of the vote for or against that resolution.
- (2) At a Board meeting of the Association, a secret ballot may be demanded by the person presiding or by at least 3 members present in person (or by proxy) at the meeting.
- (3) If a secret ballot is demanded at a Board meeting, the secret ballot must be taken:
 - (a) immediately in the case of a secret ballot which relates to the election of the person presiding of the meeting or to the question of an adjournment; or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the person presiding directs; and

the resolution of the secret ballot on the matter is taken to be the resolution of the meeting on that matter.

- (4) Any act or decision by the Board or committee recommendation, which has been ratified by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or committee.

40. Voting Rights

(1) Board and Committee Meetings

- (a) on any question arising at a Board or Committee meeting of the Association a Board or Committee member has one vote only;
- (b) votes must be given personally. In the case of a proxy no member may hold more than two (2). Each proxy must be submitted in writing and cannot be applied to an amended resolution;
- (c) in the case of equal votes on a motion at a Board meeting, the President or Vice President (in the president's absence) of the meeting is entitled to

exercise a casting vote. In the case of a Committee meeting the chairperson shall exercise a casting vote; and

- (d) subject to the Association Incorporation Act (2009) postal ballot to pass any resolution is acceptable.

(2) AGM's and SGM's

- (a) registered members over 18 years of age – these members each have one vote;
- (b) registered members under 18 years of age – one parent/guardian is entitled to one vote on behalf of each under 18 year old registered member. Should this parent/guardian also be a registered member in their own right they will not be allowed to carry more than one vote in total. In this case, another parent/guardian who is not a registered member in their own right may vote on the child's behalf. This person must then be registered in the register of members (see 9.1.a);
- (c) life members have voting rights;
- (d) affiliated members do not have voting rights (see 3c);
- (e) community members have voting rights;
- (f) registered and Community members must be financial members of the Association at the time the AGM and SGM is officially publicly announced to be eligible to vote.

41. Submission of proxies

- (1) Submission of proxies must occur no later than 24 hours before the time of the AGM.
- (2) The application for proxy is to be in the form set out in Appendix 3.
- (3) All proxies must be verified by the person nominated by the Board in accordance with paragraph 5.
- (4) No member shall carry more than two (2) proxies.
- (5) Proxy will not apply at SGM relating to expulsion or disciplining of members or for removal of Board members.

Part 6 Changes to the Constitution

42. Changes to the Constitution

Changes to the Constitution must be made public for 21 days prior to an SGM and must be approved by 75% majority of those attending.

Part 7 Miscellaneous

43. Insurance

The association must effect and maintain membership and employee insurance and superannuation.

44. Funds – Source

- (1) The funds of the association are to be derived from court fees, entrance fees and annual registration of members, other levies, donations, sponsorship remuneration and canteen takings. Subject to any resolution passed by the Association in general meeting, such other sources as the Board determines.

45. Funds – Management

- (1) Subject to any resolution passed by the Association in Board meetings, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Board determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by the Treasurer and at least one other nominated person authorised by the Board.
- (3) All money held at the end of the days trading by the association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- (4) The Association must, when applicable after receiving any money, issue an appropriate receipt.

46. Alteration of objects and rules

The statement of objects and constitution may be altered, rescinded or added to only by a resolution at a SGM of the Association.

47. Custody of books

Except as otherwise provided by these rules, the Stadium Administrator must keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

48. Inspection of books

The records, books and other documents of the association must be open to inspection, free of charge, upon request by a member of the association, at any reasonable hour. The Board must ensure member privacy when such a request is made.

49. Service of notices

- (1) For the purpose of the Constitution a notice may be served on or given to a person:
 - (a) by delivering it to the person personally; or

- (b) by sending it by pre-paid post to the address of the person; or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee; and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.



