



Belmont Saints Basketball Club Incorporated

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Constitution

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1. Name of Association

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

2. Definitions and Interpretation

(1) In these rules, unless the contrary intention appears:

“Annual General Meeting” is the meeting convened under Rule 30 and Rule 31;

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

"Committee member" means person referred to in rule 12;

“Convene” means to call together for a formal meeting;

"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 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;

“Local area” means the geographical area for which the Association is responsible as recognised by the regional organisation for basketball of which the Association is a member;

"Member" means member of the Association;

“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);

“Special general meeting” means a general meeting other than the Annual General Meeting;

"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.

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

"the Association" means the Association referred to in rule 1;

"the Committee" means the Management Committee of the Association referred to in rule 12 (1);

"the 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) otherwise 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;

"the Secretary" means the Secretary referred to in rule 12 (1);

"the Treasurer" means the Treasurer referred to in rule 12 (1);

"the Vice President" means the Vice President referred to in rule 12 (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. Objects of Association

(1) The objects of the Association are:

(a) to promote and develop basketball within the local area;

(b) act, at all times, on behalf of and in the interest of the members of the Association and basketball in the local area;

(c) affiliate and otherwise liaise with Southern Districts Basketball Association Ltd, Basketball Queensland and/or Basketball Australia and adopt their rule and policy frameworks to further these objects;

(d) advance the operations and activities of the Association throughout the local area;

(e) have regard to the public interest in its operations; and

(f) undertake and do all such things or activities which are necessary, incidental or conducive to the advancement of the objects.

(g) to operate as not-for-profit.

(2) The property and income of the Association shall be applied solely towards the promotion of the objects of the Association 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. Powers of Association

(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 inserted below, 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 –

(i) in any security in which trust monies may lawfully be invested; or

(ii) 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.

(2) As stated in the Act, a member of the Management 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

The membership of the Association shall consist of the following classes of members:

- (1) Ordinary members
- (2) Associate (non-playing) members
- (3) Life members

The number of members in each class shall not be limited.

5.1. Ordinary members

- (1) Ordinary members of the Association shall be those members actively participating in Basketball by either playing, refereeing, coaching, training, managing or acting in an official capacity.
- (2) Ordinary members are entitled to attend the annual and general meetings and have voting rights, subject to sub-rule (3).
- (3) Ordinary members under 18 years of age shall be entitled to attend Annual and General Meetings but they will not be entitled to vote and will not be eligible for Management Committee positions.

5.2. Associate members

- (1) Associates include parents/guardians of players under 18 years of age.
- (2) Parent/guardian must be nominated on the registration form of the junior player to have a voting right.
- (3) Members under 18 years of age will not be entitled to vote and will not be eligible for Management Committee positions.

5.3. Life members

- (1) Nominees for life membership must have rendered outstanding service in the furthering of the objects of the Association.
- (2) Only one life member can be appointed each year at Annual General Meeting.
- (3) Nominations for life membership must be approved by the Management Committee.

6. Application for Membership

- (1) A person who, on the day the Association is incorporated, was a member of the unincorporated association and who, on or before a day fixed by the Management Committee, agrees in writing to become a member of the incorporated association, must be admitted by the Management Committee:

- (a) to the equivalent class of membership of the Association as the member held in the unincorporated association; or
 - (b) if there is no equivalent class of membership, as an ordinary member.
- 2) An application for membership must be:
- (a) in writing on the form prescribed from time to time by the Association, or using the electronic application form published through the website of the Association from the applicant or their nominated representative and lodged with the Association; and
 - (b) accompanied by the appropriate fee (if any).
- (3) The Committee members must consider each application made under sub-rule (2) at a Committee meeting and must at the Committee meeting or the next Committee meeting accept or reject that application.
- (4) If a majority of the members of the Management Committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.
- (5) An applicant whose application for membership of the Association is rejected under sub-rule (3) 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) When a notice of intention to appeal is given under sub-rule (5):
- (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 sub-rule (6)(a) must be held within ninety (90) 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 Management 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. (7) 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 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

- (1) The Management Committee may from time to time at a general meeting determine the amount of the fees to be paid by each member, including but not limited to:
- (a) Association membership fee;
 - (b) singlet hire fee;

(c) fund raising fee; and

(d) game fees.

- (2) The manner of payment shall be as determined by the President and Treasurer.
- (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 sub-rule (2).
- (4) Subject to sub-rule (5), a member whose fees are not paid within 2 months after the relevant date fixed by or under sub-rule (2) ceases on the expiry of that period to be a member, unless the Committee decides otherwise.
- (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 sub-rule (3) or within 2 months thereafter, or such other time as the Committee allows.
- (6) All members (other than life members) must renew their membership annually in accordance with the procedures set by the Management Committee from time to time.
- (7) Membership or other fees paid by a discontinued member may be refunded on a pro-rata basis to the member upon termination at the discretion of the Management Committee.
- (8) A member of the incorporated association who, before becoming a member, has paid the members annual subscription for membership of the unincorporated association on or before a day fixed by the Management Committee, is not liable to pay a further amount of annual subscription for the period before the day fixed by the Management Committee as the day on which the next annual subscription is payable.

8. Effect of Membership

- (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 Management Committee or other entity with delegated authority;
 - (c) by submitting to this Constitution and Regulations they are subject to the jurisdiction of the Association, Southern Districts Basketball Association Ltd, Basketball Queensland and Basketball Australia;
 - (d) they shall comply with and observe all Codes of Conduct as published by the Association, Southern Districts Basketball Association Ltd, Basketball Queensland and Basketball Australia; and
 - (e) they are entitled to all benefits, advantages, privileges and services of Association membership.
- (2) A member who ceases to be a member for any reason under sub-rule (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.

9. Termination of Membership

(1) Membership of the Association may be terminated upon:

- (a) receipt by the Secretary or another Management 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 subscription within three (3) months of the date fixed by the Management Committee for subscriptions to be paid, unless the Management Committee decides otherwise in accordance with rule 7 (3); or
- (c) expulsion of a member in accordance with rule 10.

10. Suspension or Expulsion of Members

(1) If the Management 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 Management 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 suspension or expulsion will be decided; and
- (b) particulars of that conduct, not less than thirty (30) days before the date of the Committee meeting referred to in paragraph (a).

(2) At the Committee meeting referred to in a notice communicated under sub-rule (1), the Management 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.

(3) A member who is suspended or expelled under sub-rule (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 sub-rule (2).

(4) When notice of intention to appeal is given under sub-rule (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 sub-rule (4)(a) must be held within ninety (90) 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 Management 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.

(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 sub-rule (4).

11. Register of Members

(1) The Secretary, on behalf of the Association, must comply with the Act by keeping and maintaining in an up to date condition a register of the members of the Association and their particulars as defined in sub-rule (3).

(2) The register must be so kept and maintained by the Secretary in a place that the members at a general meeting decide.

(3) The register must include the following particulars for each member:

(a) the full name, email address, contact details and date of admission of the member;

(b) the date of death or time of resignation of the member;

(c) details about the termination or reinstatement of membership; and

(d) any other particulars the Management Committee or the members at a general meeting decide.

(4) Members shall provide notice of any change and required details to the Association within thirty (30) days of such change.

(5) The register must be open for inspection by the President, Treasurer and Secretary at all reasonable times.

12. Membership of Management Committee

(1) The affairs of the Association will be managed exclusively by a Management Committee, with a minimum membership of:

(a) a President;

(b) a Secretary; and

(c) a Treasurer.

(2) Additional members of the Management Committee may include:

(a) a Vice-President;

(b) a Registrar;

(c) a Uniform Co-ordinator; and

(d) any other positions the Association members elect at a general meeting.

(3) A member of the Management Committee, other than the Secretary, must be a member of the association.

(4) At each Annual General Meeting of the Association, the members of the Management Committee must retire from office, but are eligible, on nomination, for re-election.

(5) A member of the Association may be appointed to a casual vacancy on the Management Committee under rule 20.

13. Election of Management Committee

- (1) All members of the Management Committee must be members of the Association.
- (2) Committee members must be elected to membership of the Committee at an Annual General Meeting or appointed under sub-rule (6).
- (3) Subject to sub-rule (6), a Committee member's term will be from his or her election at an Annual General Meeting until the election referred to in sub-rule (2) 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.
- (4) Except for nominees under sub-rule (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 in writing of that nomination, signed by:
 - (a) the nominator; and
 - (b) the nominee to signify his or her willingness to stand for election, to the Secretary not less than fourteen (14) days before the day on which the Annual General Meeting concerned is to be held.
- (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.
- (6) If the number of persons nominated in accordance with sub-rule (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 Management Committee election must declare those persons to be duly elected as members of the Committee at the Annual General Meeting concerned.
- (7) If vacancies remain on the Committee after the declaration under sub-rule (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 Management 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.
- (8) If a vacancy remains on the Committee after the application of sub-rule (7), or when a casual vacancy within the meaning of rule 16 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 sub-rule will:
 - (i) hold office until the election referred to in sub-rule (2); and
 - (ii) be eligible for election to membership of the Committee, at the next following Annual General Meeting.

Note: In the event of 8 (a) and 8 (b) the appointed member must consent to the appointment and must be approved by the committee at a General Committee Meeting.

- (9) 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.

(10) Any delegation under sub-rule (9) 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.

(11) The Committee may, in writing, revoke wholly or in part any delegation under sub-rule (9).

14. Resignation or Removal of Management Committee Member

(1) A Management Committee member may resign from the Committee by giving written notice of resignation to the Secretary.

(2) 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.

(3) A 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 member.

(4) Before a vote of members is taken about removing the 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.

(5) A member has no right of appeal against the member's removal from office under this section.

(6) A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

15. President and Vice President

(1) Subject to this rule, the President must preside at all general meetings and committee meetings.

(2) In the event of the known absence of the President from a general meeting or committee meeting:

(a) the President may elect that the meeting be postponed or to ask the Vice President to chair the meeting; or

(b) If both the President and the Vice President cannot attend the meeting, they may elect for the meeting to be postponed or to ask another committee member to chair the meeting.

(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

(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 elected by the Association as Secretary; or

(b) any of the following persons appointed by the Management Committee as Secretary—

- (i) a member of the Association’s Management Committee;
- (ii) another member of the Association;
- (iii) another person.

- (2) If the Association has not elected an interim officer as Secretary for the Association before its incorporation, the members of the Management Committee must ensure a Secretary is appointed or elected for the association within thirty (30) days after incorporation.
- (3) If a vacancy happens in the office of Secretary, the members of the Management Committee must ensure a Secretary is appointed or elected for the Association within thirty (30) days after the vacancy happens.
- (4) If the Management Committee appoints a person mentioned in sub-rule (1)(b)(ii) as Secretary, other than to fill a casual vacancy on the Management Committee, the person does not become a member of the Management Committee.
- (5) However, if the Management Committee appoints a person mentioned in sub-rule (1)(b)(ii) as Secretary to fill a casual vacancy on the Management Committee, the person becomes a member of the Management Committee.
- (6) If the Management Committee appoints a person mentioned in sub-rule (1)(b)(iii) as Secretary, the person does not become a member of the Management Committee.
- (7) In this rule, casual vacancy on a Management Committee, means a vacancy that happens when an elected member of the Management Committee resigns, dies or otherwise stops holding office.

17. Removal of Secretary

- (1) The Management Committee of the Association may at any time remove a person appointed by the committee as the Secretary.
- (2) If the Management Committee removes a Secretary who is a person mentioned in rule 16(1)(b)(i), the person remains a member of the Management Committee.
- (3) If the Management 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 Management Committee under rule 16(5), the person remains a member of the Management Committee.

18. Functions of Secretary

- (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 meeting; and
 - (c) keeping copies of all correspondence and other documents relating to the Association; and
 - (d) maintaining the register of members of the Association.

19. Treasurer

(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 paragraph (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 (d) and (e); and
- (g) perform such other duties as are imposed by these rules on the Treasurer.

20. Vacancies in Membership of Committee

- (1) If a casual vacancy happens on the Management Committee, the continuing members of the Committee may appoint another member of the Association to fill the vacancy until the next Annual General Meeting.
- (2) The continuing members of the Management Committee may act despite a casual vacancy on the Management Committee.
- (3) However, if the number of Committee members is less than the number fixed under these rules as a quorum of the Management Committee under rule 23, the continuing members may act only to:
 - (a) increase the number of Management Committee members to the number required for a quorum; or
 - (b) call a general meeting of the Association.

21. Functions of Management Committee

- (1) Subject to these rules or a resolution of the Association members carried at a general meeting, the Management 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.
- (2) The Management 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 paragraph (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.
- (3) For sub-section (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.

22. Meetings of Management Committee

- (1) Subject to subsections (2) to (16), the Management Committee may meet and conduct its proceedings as it considers appropriate.
- (2) The Management Committee must meet at least once every four (4) months to exercise its functions.
- (3) The Committee must decide how a meeting is to be called.
- (4) Notice of a meeting is to be given in the way decided by the Committee.
- (5) If the Secretary receives a written request signed by at least 33% of the Management Committee members, the Secretary must call a special meeting of the committee.
- (6) A request for a special meeting must state:
 - (a) why the special meeting is being called; and
 - (b) the business to be conducted at the meeting.

- (7) At a Management Committee meeting, more than 50% of the members elected or appointed to the committee as at the close of the last general meeting of the members form a quorum.
- (8) 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.
- (9) A Management 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.
- (10) The Secretary must give each Management Committee member at least 14 days' notice of a special meeting of the committee.
- (11) A notice of a special meeting must state:
 - (a) the day, time and place of the meeting; and
 - (b) the business to be conducted at the meeting.
- (12) The President or, if there is no President or if the President is not present within 10 minutes after the time fixed for a Management Committee meeting, the Vice President is to preside as chairperson at the meeting.
- (13) If the President and the Vice-President are absent from a Management Committee meeting, the members may choose 1 of their number to preside as chairperson at the meeting.
- (14) If a quorum is not present within 30 minutes after the time fixed for a Management Committee meeting called on the request of committee members, the meeting lapses.
- (15) If a quorum is not present within 30 minutes after the time fixed for a Management Committee meeting called other than on the request of committee members, 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.
- (16) If, at the adjourned meeting mentioned in subsection (15), a quorum is not present within 30 minutes after the time fixed for the meeting, the meeting lapses.

23. Quorum for Management Committee Meeting

- (1) At a Management 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.
- (2) If there is no quorum within 30 minutes after the time fixed for a Management Committee meeting called on the request of members of the Committee, the meeting lapses.
- (3) If there is no quorum within 30 minutes after the time fixed for a Management Committee meeting called other than on the request of the members of the Committee:
 - (a) the meeting is to be adjourned for at least 1 day; and
 - (b) the members of the Management Committee who are present are to decide the day, time and place of the adjourned meeting.
- (4) If, at an adjourned meeting mentioned in sub-rule (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

24. Special Meeting of Management Committee

- (1) If the Secretary receives a written request signed by at least 33% of the members of the Management Committee, the Secretary must call a special meeting of the Committee by giving each member of the Committee notice of the meeting within fourteen (14) days after the Secretary receives the request.
- (2) If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.
- (3) A request for a special meeting must state:
 - (a) why the special meeting is called; and
 - (b) the business to be conducted at the meeting.
- (4) A notice of a special meeting must state:
 - (a) the day, time and place of the meeting; and
 - (b) the business to be conducted at the meeting.
- (5) A special meeting of the Management Committee must be held within fourteen (14) days after notice of the meeting is given to the members of the Management Committee.

25. Minutes of Management Committee

- (1) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Management Committee meeting are taken.
- (2) To ensure the accuracy of the minutes, the minutes of each Management Committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next Management Committee meeting, verifying their accuracy.
- (3) The minutes of the Meetings, must be emailed to all committee members in a timely manner.

26. Appointment of Subcommittees

- (1) The Management Committee may appoint a subcommittee consisting of members of the Association considered appropriate by the committee to help with the conduct of the Association's operations.
- (2) A member of the subcommittee who is not a member of the Management Committee is not entitled to vote at a Management Committee meeting.
- (3) A subcommittee may elect a chairperson of its meetings.
- (4) If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of the meeting.
- (5) A subcommittee may meet and adjourn as it considers appropriate.
- (6) A question arising at a subcommittee 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.

27. Resolutions of Management Committee Without Meeting

- (1) A written resolution signed by each member of the Management Committee is as valid and effectual as if it had been passed at a Committee meeting that was properly called and held.
- (2) A resolution mentioned in sub-rule (1) may consist of several documents in like form, each signed by 1 or more members of the Committee.

28. Acts Not Affected by Defects or Disqualifications

- (1) An act performed by the Management Committee, a subcommittee or a person acting as a member of the Management Committee is taken to have been validly performed.
- (2) Sub-rule (1) applies even if the act was performed when:
 - (a) there was a defect in the appointment of a member of the Management Committee, subcommittee or person acting as a member of the Management Committee; or
 - (b) a Management Committee member, subcommittee member or person acting as a member of the Management Committee was disqualified from being a member.

29. First Annual General Meeting

- (1) The first general meeting must be held not less than one (1) month, and not more than three (3) months, after the day the Association is incorporated.
- (2) The Management Committee must decide where the meeting is to be held.
- (3) The business to be conducted at the first general meeting must include the appointment of an auditor. 30. First Annual General Meeting The first Annual General Meeting must be held within eighteen (18) months after the day the Association is incorporated.

30. Subsequent Annual General Meetings

- (1) Each subsequent annual general meeting must be held:
 - (a) at least once each year; and
 - (b) within six (6) months after the end of the Association's previous financial year.

31. Notice of Annual General Meeting

- (1) The Secretary may call an annual general meeting of the Association.
- (2) The Secretary must give at least fourteen (14) days' notice of the meeting to each member of the Association.
- (3) If the Secretary is unable or unwilling to call the meeting, the President must call the meeting.
- (4) The Management Committee may decide the way in which the notice must be given.
- (5) However, notice of the following meetings must be given in writing:
 - (a) a meeting called to hear and decide the appeal of a person against the Management Committee's decision:
 - (i) to reject the person's application for membership of the Association; or
 - (ii) to terminate the person's membership of the Association;
 - (b) a meeting called to hear and decide a proposed special resolution of the Association.
- (6) A notice of a general meeting must state the business to be conducted at the meeting.

32. Quorum for Annual General Meeting

- (1) The quorum for a general meeting is at least double the number of members elected or appointed to the Management Committee at the close of the Association's last general meeting plus 1.
- (2) No business may be conducted at a general meeting unless a quorum of members is present when the meeting proceeds to business.
- (3) If a quorum is not present within thirty (30) minutes after the time fixed for a general meeting called on the request of members of the Management Committee or the Association, the meeting lapses.
- (4) If a quorum is not present within thirty (30) minutes after the time fixed for a general meeting called other than on the request of members of the Management Committee or the Association, 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 Management Committee.
- (5) If at an adjourned meeting, a quorum under subsection (1) is not present within thirty (30) minutes after the time fixed for the meeting, the members present form a quorum.
- (6) 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.
- (7) If a meeting is adjourned under subsection (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (8) 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 at least thirty (30) days.
- (9) If a meeting is adjourned for at least thirty (30) days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.
- (10) In this rule, "member" includes a person attending as a proxy or representing a corporation that is a member.

33. Procedure at Annual General Meeting

- (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.
- (2) A member who participates in a meeting as mentioned in sub-rule (1) is taken to be present at the meeting.
- (3) At each general meeting:
 - (a) the President is to preside as chairperson; and
 - (b) if there is no President or if the 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 1 of their number to be chairperson of the meeting; and
 - (c) the chairperson must conduct the meeting in a proper and orderly way.

34. Voting at Annual General Meeting

- (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.
- (2) Each member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.

- (3) A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.
- (4) The method of voting is to be decided by the Management Committee.
- (5) However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- (6) If a secret ballot is held, the chairperson must appoint two (2) members to conduct the secret ballot in the way the chairperson decides.
- (7) 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.

35. Special General Meeting

- (1) The Secretary must call a special general meeting by giving each member of the Association notice of the meeting within fourteen (14) days after:
 - (a) being directed to call the meeting by the Management Committee; or
 - (b) being given a written request signed by:
 - (i) at least 33% of the number of members of the Management Committee when the request is signed; or
 - (ii) at least the number of ordinary members of the Association equal to double the number of members of the Association on the Management Committee when the request is signed plus 1; or
 - (c) being given a written notice of an intention to appeal against the decision of the Management Committee:
 - (i) to reject an application for membership; or
 - (ii) to terminate a person's membership.
- (2) A request mentioned in sub-rule (1)(b) must state:
 - (a) why the special general meeting is being called; and
 - (b) the business to be conducted at the meeting.
- (3) A special general meeting must be held within three (3) months after the Secretary:
 - (a) is directed to call the meeting by the Management Committee; or
 - (b) is given the written request mentioned in sub-rule (1)(b); or (c) is given the written notice of an intention to appeal mentioned in sub-rule (1)(c).
- (4) If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.

36. Proxies

- (1) An instrument appointing a proxy must be in writing and be in the following or similar form:

Belmont Saints Basketball Club Inc:

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

Signed this day _____ of _____ 20____ .

Signature: _____

(2) The instrument appointing a proxy must:

(a) if the appointor is an individual - be signed by the appointor or the appointor's attorney properly authorised in writing; or

(b) if the appointor is a corporation:

(i) (be under seal; or

(ii) be signed by a properly authorised officer or attorney of the corporation.

(3) A proxy may be a member of the association or another person.

(4) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.

(5) 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.

(6) Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.

(7) If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form:

Belmont Saints Basketball Club Inc:

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

Signed this day _____ of _____ 20____ .

Signature: _____

This form is to be used *in favour of/*against [strike out whichever is not wanted] the following resolutions:
[List relevant resolutions]

37. Minutes of Annual General Meetings

- (1) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are taken.
- (2) To ensure the accuracy of the minutes:
 - (a) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
 - (b) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the Association that is a general meeting or Annual General Meeting, verifying their accuracy.
 - (c) The minutes of the Meetings, must be emailed to all committee members in a timely manner.
- (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.
- (4) The Association may require the member to pay the reasonable costs of providing copies of the minutes.

38. By-laws

- (1) The Management Committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Association.
- (2) A by-law may be set aside by a vote of members at a general meeting of the Association.

39. Alteration of Rules

- (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 sub-rule (1)(d) and (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 subrule (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 sub-rules (1)(a) to (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 sub-rules (1)(a) to (1)(c) are complied with and the approval of the Office of Fair Trading is given to the alteration of the objects or purposes.

(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.

40. Common Seal of Association

(1) The Management Committee must ensure the association has a common seal.

(2) The common seal must be:

(a) kept securely by the Management Committee; and

(b) used only under the authority of the Management Committee.

(3) Each instrument to which the seal is attached must be signed by a member of the Management Committee and countersigned by:

(a) the Secretary; or

(b) another member of the Management Committee; or

(c) someone appointed by the Management Committee.

41. Funds and Accounts

(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 Management Committee.

(2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.

(3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.

(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 Management Committee for the purpose.

(5) A petty cash account must be kept on the system, and the Management Committee must decide the amount of petty cash to be kept in the account.

(7) 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.

- (9) If the Association is incorporated within three (3) months before the end of the Association's financial year, sub-rule (8) does not apply for the financial year in which the Association is incorporated.
- (10) The auditor must examine the statement prepared under sub-rule (8) 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.
- (11) The income and property of the Association must be used solely in promoting the Association's objects and exercising the Association's powers.

42. Auditor

- (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 federal 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.
- (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.

43. Documents

- (1) The Management 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.

44. Financial Year

- (1) The financial year of the Association closes on 30 June in each year.

45. Distribution of Surplus Assets to Another Entity

- (1) This rule applies if the Association:
 - (a) is wound-up under Part 10 of the Act; and
 - (b) it has surplus assets.
- (2) The surplus assets must not be distributed among the Association members.
- (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.
- (4) In this rule, the meaning of "surplus assets" is as defined in section 92(3) of the Act.