

Brisbane Basketball Incorporated

CONSTITUTION

**Adopted at EGM held
23 November 2021**

RULES FOR BRISBANE BASKETBALL INCORPORATED

1. NAME

The name of the association shall be “Brisbane Basketball Incorporated” (in these Rules called “the Association”).

2. DEFINITIONS

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

Act	means the Associations Incorporation Act 1981.
Affiliation Agreement	means the Affiliation Agreement required to be agreed to by an Affiliated Club from time to time as prepared by the Management Committee.
Affiliated Club	means a Club which has executed an Affiliation Agreement and sponsors at least five (5) Affiliated Teams of at least seven (7) registered Playing Members registered with the Association to compete in any competitions conducted by the Association.
Affiliated Team	means a team of at least seven (7) registered Playing Members registered with the Association to compete in any competition conducted by the Association.
Appeals Panel	means a panel of 3 or more people chosen by the Management Committee as eligible members of such a panel PROVIDED THAT the number of persons on the panel must always be an uneven number.
BBRA Committee	means the Brisbane Basketball Referees Association sub-committee formed pursuant to Rule 14(4)D hereof
Chief Executive	means the government representative for the Office of Fair Trading responsible for managing approvals and compliance with the Act.
Common Seal	means the Common Seal provided for in Clause 25.
Executive Board	means the sub-committee formed pursuant to Rule 14(4)A hereof.
Finance Committee	means the sub-committee formed pursuant to Rule 14(4)B hereof.
Financial Statement	means the audited Statement of Performance, Statement of Position, Cash Flow Statement and Notes thereto and Statement by the Management

Committee or other statements produced for tabling at the Annual General Meeting of the Association.

General Manager means the person employed by the Association to manage the affairs of the Association however they are described.

General Meeting means the annual General Meeting or any special General Meeting of the Association.

Judiciary Committee means the sub-committee formed pursuant to Rule 14(4)C hereof.

Main Competition means the first competition of the year for each of Junior Playing Members and Senior Playing Members with a playoff series to decide the champion of the fixture in which teams compete.

Management Committee means the committee constituted under clause 9.

Office Bearers means the President, Vice-President, Secretary and Treasurer.

Playing Member means a Junior Playing Member or Senior Playing Member as defined in Rule 5(b) or 5(c) hereof.

- (2) Words importing the singular include the plural and vice versa.
- (3) Words importing any gender include other genders.
- (4) References to persons include corporations and bodies politic.
- (5) References to a person include the legal personal representatives, successors and permitted assigns of that person.
- (6) A reference to writing will, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form including messages sent by electronic mail.

3. OBJECTS

The objects for which the Association is established are:

- To encourage, promote and develop basketball at all levels in Brisbane;
- To promote and manage competitions amongst Affiliated Teams and Affiliated Clubs;
- To this end to acquire property to construct indoor stadiums for the playing of the game of basketball;
- To participate in events arranged by the governing bodies for basketball;
- To form and promote teams from the senior and junior men and women who play the game of basketball to represent the Association at both the intra and inter State levels;

- To hire competent administrators and managers to oversee the administration and management of the game of basketball in Brisbane;
- To hire competent coaches to instruct and educate players and other coaches in the conduct of the game;
- To organise tournaments, carnivals and representative fixtures for the promotion of the game of basketball in Brisbane;
- To assist Affiliated Clubs and others involved in the sport of basketball to achieve their objects;
- To be an affiliated member of the sport's recognised governing bodies for basketball within the state of Queensland; and
- To undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects

4. POWERS

- (1) The Association has the powers of an individual
- (2) The Association may, for example:
 - (a) enter into contracts; and
 - (b) acquire, hold, deal with and dispose of property; and
 - (c) make charges for services and facilities it supplies; and
 - (d) do other things necessary or convenient to be done in carrying out its affairs.
- (3) The Association may also issue secured and unsecured notes, debentures and debenture stock for the Association.

5. MEMBERSHIP

Membership of the Association will consist of:-

- (a) Life Members;
- (b) Junior Playing Members;
- (c) Senior Playing Members;
- (d) Honorary Members;
- (e) Affiliated Teams;
- (f) Affiliated Clubs;
- (g) Corporate Members; and
- (h) Ordinary Members

each having rights and privileges as described herein.

(a) Life Members

- i. A Life Member is any person who has been elected as such at any Annual General Meeting of the Association.
- ii. The name of any person deemed eligible to become a life member must, together with that person's history of service, be submitted to the meeting of the Management Committee immediately preceding the issue of the notice of the Annual General Meeting of the Association for consideration. If a majority of at least two thirds (2/3) of those attending and entitled to vote at the meeting of the Management Committee so approve, the name of the person must be

notified in the notice of the Annual General Meeting. If a majority of at least two thirds (2/3) of those attending and entitled to vote at the Annual General Meeting of the Association approve, the person will be elected a Life Member of the Association.

- iii. Life Members are exempt from payment of membership fees.
- iv. Life Members are not subject to annual renewal of their membership.
- v. Life Members are, subject to completing a valid nomination, entitled to stand for election or appointment to the Management Committee.
- vi. Life Members are entitled to attend any General Meeting of the Association, and may speak, move or second motions and vote in accordance with their voting rights at any General Meeting.
- vii. Life Members exercise one vote at any General Meeting of the Association **PROVIDED THAT** they may not exercise any voting rights in respect of the election of members of the Management Committee.
- viii. Life Members must be considered for quorum purposes at any General Meeting.
- ix. Life Members will be entitled to attend, free of charge, any event organised by the Association.
- x. The number of Life Members will be unlimited **PROVIDED HOWEVER** that only two life members may be elected at each Annual General Meeting.

(b) Junior Playing Members

- i. A Junior Playing Member is a person under the age of 18 registered with the Association to play basketball in any team playing in any competition conducted by the Association.
- ii. A Junior Playing Member must be admitted as a member of the Association upon completing the stipulated application for membership or renewal of membership and payment of the required membership fees **PROVIDED THAT** the Management Committee may, by resolution passed at its meeting next following submission of the application, reject the Junior Playing Member's application without assigning any reason thereto in which case any membership fees paid must be refunded in full forthwith.
- iii. Junior Playing Members are required to pay membership fees determined by the Management Committee.
- iv. Junior Playing Members are subject to annual renewal of their membership which, if not renewed, expires on the anniversary of their admission.
- v. Junior Playing Members are not entitled to stand for election or appointment to the Management Committee.
- vi. Junior Playing Members are not entitled to attend any General Meeting of the Association, nor speak, move or second motions or vote in accordance with their voting rights stipulated herein at any General Meeting.
- vii. Junior Playing Members exercise no votes at any General Meeting of the Association.
- viii. Junior Playing Members must not be considered for quorum purposes at any General Meeting.

- ix. Junior Playing Members will be entitled to attend any event organised by the Association subject to any conditions determined by the Management Committee.
- x. The number of Junior Playing Members will be unlimited.

(c) Senior Playing Members

- i. A Senior Playing Member is a person aged 18 or over registered with the Association to play basketball in any team playing in any competition conducted by the Association.
- ii. A Senior Playing Member must be admitted as a member of the Association upon completing the stipulated application for membership or renewal of membership and payment of the required membership fees **PROVIDED THAT** the Management Committee may, by resolution passed at its meeting next following submission of the application, reject the Senior Playing Member's application without assigning any reason thereto in which case any membership fees paid must be refunded in full forthwith.
- iii. Senior Playing Members are required to pay membership fees determined by the Management Committee.
- iv. Senior Playing Members are subject to annual renewal of their membership which, if not renewed, expires on the anniversary of their admission.
- v. Senior Playing Members are, subject to completing a valid nomination, entitled to stand for election or appointment to the Management Committee.
- vi. Senior Playing Members are entitled to attend any General Meeting of the Association, but may not move or second motions or vote in accordance with their voting rights stipulated herein at any General Meeting. Senior Playing Members may speak in respect of a motion with the permission of the chair.
- vii. Senior Playing Members exercise no votes at any General Meeting of the Association.
- viii. Senior Playing Members must not be considered for quorum purposes at any General Meeting.
- ix. Senior Playing Members will be entitled to attend any event organised by the Association subject to any conditions determined by the Management Committee.
- x. The number of Senior Playing Members will be unlimited.

(d) Honorary Members

- i. An Honorary Member means any of the following:
 - a parent or guardian of a registered Junior Playing Member; or
 - a coach or manager of a team competing in any competition conducted by the Association; or
 - a coach or manager of any representative team of the Association; or
 - a referee acting as such in any competition conducted by the Association; or
 - any scorebench official; or

- a registered volunteer; or
 - any other person.
- ii. An Honorary Member must be admitted as a member of the Association upon completing the stipulated application for membership or renewal of membership **PROVIDED THAT** the Management Committee may, by resolution passed at its meeting next following submission of the application, reject the Honorary Member's application without assigning any reason.
 - iii. Honorary Members are exempt from payment of membership fees.
 - iv. Unless otherwise stipulated by the Management Committee, the membership of an Honorary Member must, unless otherwise renewed, cease on the anniversary of their admission **PROVIDED HOWEVER** that if the Honorary Member holds office on the Management Committee their membership will expire (unless otherwise renewed) when they cease holding their position on the Management Committee.
 - v. Honorary Members are, subject to completing a valid nomination, entitled to stand for election or appointment to the Management Committee.
 - vi. Honorary Members are entitled to attend any General Meeting of the Association, but may not move or second motions or vote in accordance with their voting rights stipulated herein at any General Meeting. Honorary Members may speak in respect of a motion with the permission of the chair.
 - vii. Honorary Members exercise no votes at any General Meeting of the Association.
 - viii. Honorary Members must not be considered for quorum purposes at any General Meeting.
 - ix. Honorary Members will be entitled to attend any event organised by the Association subject to any conditions determined by the Management Committee.
 - x. The number of Honorary Members will be unlimited.

(e) Affiliated Teams

- i. An Affiliated Team is a team of at least seven (7) registered Playing Members registered with the Association to compete in any competition conducted by the Association.
- ii. An Affiliated Team must be admitted as a member of the Association upon completing the stipulated application for membership or renewal of membership and payment of the required membership fees **PROVIDED THAT** the Management Committee may, by resolution passed at its meeting next following submission of the application, reject the Affiliated Team's application without assigning any reason thereto in which case any membership fees paid must be refunded in full forthwith.
- iii. An Affiliated Team is required to pay membership fees determined by the Management Committee.
- iv. An Affiliated Team is subject to renewal of its membership which, if not renewed, expires on the first day of the Competition following the Competition in which it was registered to play.
- v. An Affiliated Team is not entitled to stand for election or appointment to the Management Committee.

- vi. An Affiliated Team may appoint a duly authorised representative to attend any General Meeting of the Association on its behalf by using a notice in the form prescribed in Schedule B or similar form. Only one duly authorised representative of an Affiliated Team may speak, move or second motions and vote in accordance with its voting rights at any General Meeting.
- vii. An Affiliated Team exercises one vote at any General Meeting of the Association **PROVIDED THAT** teams which are sponsored by an Affiliated Club carry no voting rights.
- viii. An Affiliated Team must be considered for quorum purposes at any General Meeting.
- ix. An Affiliated Team will be entitled to attend any event organised by the Association subject to any conditions determined by the Management Committee.
- x. The number of Affiliated Teams will be unlimited.

(f) Affiliated Clubs

- i. An Affiliated Club is a Club which has executed an Affiliation Agreement and sponsors at least five (5) Affiliated Teams of at least seven (7) registered Playing Members registered with the Association to compete in any competitions conducted by the Association.
- ii. An Affiliated Club must be admitted as a member of the Association upon completing the stipulated application for membership or renewal of membership and payment of the required membership fees **PROVIDED THAT** the Management Committee may, by resolution passed at its meeting next following submission of the application, reject the Affiliated Club's application without assigning any reason thereto in which case any membership fees paid must be refunded in full forthwith.
- iii. An Affiliated Club is required to pay membership fees for its teams as determined by the Management Committee.
- iv. An Affiliated Club is subject to renewal of its membership which, if not renewed, expires on the first day of the Competition following the Competition in which its teams were registered to play.
- v. An Affiliated Club is not entitled to stand for election or appointment to the Management Committee.
- vi. An Affiliated Club may appoint one or more duly authorised representatives to attend any General Meeting of the Association on its behalf by using a notice in the form prescribed in Schedule C or similar form. Any duly authorised representative of an Affiliated Club may speak, move or second motions and vote in accordance with the voting rights delegated to them at any General Meeting.
- vii. An Affiliated Club exercises one vote for each of its Affiliated Teams at any General Meeting of the Association.
- viii. An Affiliated Club must be considered for quorum purposes at any General Meeting based on the number of votes it may exercise.
- ix. An Affiliated Club will be entitled to attend any event organised by the Association subject to any conditions determined by the Management Committee.

- x. The number of Affiliated Clubs will be unlimited.

(g) Corporate Members

- i. A Corporate Member means any person, business, company or incorporated organisation which supports the objects of the Association as a sponsor or otherwise and admitted as such as a member of the Association.
- ii. A Corporate Member must be admitted as a member of the Association upon completing the stipulated application for membership or renewal of membership and payment of the required membership fees **PROVIDED THAT** the Management Committee may, by resolution passed at its meeting next following submission of the application, reject the Corporate Member's application without assigning any reason thereto in which case any membership fees paid must be refunded in full forthwith.
- iii. Corporate Members are required to pay membership fees as determined by the Management Committee.
- iv. Corporate Members are subject to renewal of their membership which, if not renewed, expires on the last day of their sponsorship or such other agreed time.
- v. Corporate Members are not entitled to stand for election or appointment to the Management Committee.
- vi. Corporate Members are not entitled to attend any General Meeting of the Association, nor speak, move or second motions and vote in accordance with their voting rights stipulated herein at any General Meeting.
- vii. Corporate Members exercise no votes at any General Meeting of the Association.
- viii. Corporate Members must not be considered for quorum purposes at any General Meeting.
- ix. Corporate Members will be entitled to attend any event organised by the Association subject to any conditions determined by the Management Committee.
- x. The number of Corporate Members will be unlimited.

(h) Ordinary Members

- i. An Ordinary Member is a person admitted as such as a member of the Association.
- ii. An Ordinary Member must be admitted as a member of the Association upon completing the stipulated application for membership or renewal of membership and payment of the required membership fees **PROVIDED THAT** the Management Committee may, by resolution passed at its meeting next following submission of the application, reject the Ordinary Member's application without assigning any reason thereto in which case any membership fees paid must be refunded in full forthwith.
- iii. Ordinary Members are required to pay membership fees determined by the Management Committee from time to time.
- iv. Ordinary Members are subject to annual renewal of their membership which, if not renewed, expires on the anniversary of their admission.

- v. Ordinary Members are, subject to completing a valid nomination, entitled to stand for election or appointment to the Management Committee.
- vi. Ordinary Members are entitled to attend any General Meeting of the Association, but may not move or second motions or vote in accordance with their voting rights stipulated herein at any General Meeting. Ordinary Members may speak in respect of a motion with the permission of the chair.
- vii. Ordinary Members exercise no votes at any General Meeting of the Association.
- viii. Ordinary Members must not be considered for quorum purposes at any General Meeting.
- ix. Ordinary Members will be entitled to attend any event organised by the Association subject to any conditions determined by the Management Committee.
- x. The number of Ordinary Members will be unlimited.

6. TERMINATION OF MEMBERSHIP

- (1) Any member may resign or withdraw from the Association by giving notice in writing to the Secretary and by discharging all debts and/or liabilities then due to the Association.
- (2) The resignation takes effect at:
 - (a) the time the notice is received by the Secretary or Association; or
 - (b) the date stipulated in the notice
- (3) The Management Committee may terminate a members membership if the member:
 - (a) is convicted of an indictable offence; or
 - (b) does not comply with the provisions of these Rules or the by-laws; or
 - (c) has membership fees in arrears for at least two (2) months; or
 - (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Association including but not limited to
 - i. the member engages in, condones or does not take effective measures to prevent conduct that is injurious or prejudicial to the Association, its character or interest or the sport of basketball generally; or
 - ii. the member brings the game into disrepute; or
 - iii. the member is not a fit and proper person or entity to be a member of the Association; or
 - (e) a person makes a complaint to the General Manager to the effect that there are grounds for expulsion of the member; or
 - (f) the Management Committee considers, on its own initiative, that there is an arguable case that there are grounds for expulsion of the member.

- (4) Before the Management Committee terminates a member's membership, the Management Committee must give the member a full and fair opportunity to show why their membership should not be terminated.
- (5) If, after considering all representations made by the member, the Management Committee decides to terminate the membership, the Secretary must give the member written notice of the decision.

7. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

- (1) A person, team, club or other entity whose application for membership has been rejected or whose membership has been terminated may, within one (1) month of receiving written notification thereof, lodge with the Secretary written notice of their intention to appeal against the decision of the Management Committee.
- (2) Upon receipt of notification of intention of appeal against rejection or termination of membership, the Secretary must convene, within one (1) month of the date of receipt of such notice, a meeting of an Appeals Panel to determine the appeal. At any such meeting the applicant must be given the opportunity to fully present their case. The Management Committee or those members thereof who rejected the application for membership or subsequently terminated the membership must likewise have the opportunity of presenting their case. The appeal must be determined by a simple majority vote of the members of the Appeals Panel
- (3) Where a person whose application is rejected does not appeal against the decision of the Management Committee within the time prescribed by these Rules or so appeals but the appeal is unsuccessful, the Secretary must forthwith refund the amount of any membership fee previously paid.

8. REGISTER OF MEMBERS

- (1) The Management Committee must keep a register of members.
- (2) The register must include the following particulars for each member:
 - i. the full name of the member;
 - ii. the postal or residential address of the member;
 - iii. the date of admission as a member;
 - iv. the date of resignation of the member;
 - v. details about the termination or reinstatement of membership; and
 - vi. any other particulars the Management Committee decides.
- (3) The register must be open for inspection at all reasonable times by any member who has previously applied to the Secretary for such inspection. However, only the name of the member and the date of admission to membership must be available for inspection.
- (4) Subject to the Act, confidentially considerations and privacy laws, the register may be used to further these objects in such manner as the Management Committee considers appropriate.

9. MEMBERSHIP OF THE MANAGEMENT COMMITTEE

- (1) The Management Committee of the Association will consist of:
 - (a) President;
 - (b) Vice-President;
 - (c) Secretary;
 - (d) Treasurer; and
 - (e) any other members elected by the members of the Association at a General Meeting.

all of whom must be members of the Association **PROVIDED THAT** the total number of members of the Management Committee (excluding the General Manager) may not exceed 11. A member of the Management Committee must not be a member of the Management Committee of any other Basketball Association. The General Manager appointed by the Management Committee must be an Ex-officio member of the Management Committee but has no vote on resolutions considered by the Management Committee.

- (2) The President and Treasurer of the Association must retire from office at every Annual General Meeting held in an odd year but will be eligible, on nomination, for re-election. Where the position of President or Treasurer is vacated other than at an Annual General Meeting in an odd year, the member appointed to fill the vacancy will hold office until the next Annual General Meeting whether held in an odd or even year but will be eligible, on nomination, for re-election.
- (3) The Vice President and Secretary of the Association must retire from office at every Annual General Meeting held in an even year but will be eligible, on nomination, for re-election. Where the position of Vice President or Secretary is vacated other than at an Annual General Meeting in an even year, the member appointed to fill the vacancy will hold office until the next Annual General Meeting whether held in an odd or even year but will be eligible, on nomination, for re-election.
- (4) At the Annual General Meeting of the Association, one half of the remaining members of the Management Committee must retire from office, but are eligible, upon nomination, for re-election **PROVIDED THAT** where the number of remaining members of the Management Committee consists of an odd number, the number of members to retire (the requisite number) is rounded up to the number which is the next greater than half of the members. The members who are required to retire must be those appointed to fill a casual vacancy. If the number of members appointed to fill a casual vacancy is less than the requisite number, the balance of the retiring members must be selected from those who have been in office for the longest period of time. Unless members volunteer to retire to achieve the requisite number, the Management Committee must decide the retiring members by secret ballot.
- (5) The election of Office Bearers and other members of the Management Committee must take place in the following manner:

- i. any two members of the Association will be at liberty to nominate any other member to serve as an officer or other member of the Management Committee;
- ii. the nomination, which must be in writing in the form prescribed in Schedule A or similar form and signed by the member and their proposer and seconder, must be lodged with the Secretary at least fourteen (14) days before the Annual General Meeting at which the election is to take place;
- iii. a list of the candidates' names in alphabetical order, with the proposers' and seconders' names, must be posted in a conspicuous place in the office or usual place of meeting of the Association and on the website of the Association for at least seven (7) days immediately preceding the Annual General Meeting;
- iv. balloting lists must be prepared (if necessary) containing the names of the candidates in alphabetical order, and each member present at the Annual General Meeting will be entitled to vote for any number of such candidates not exceeding the number of vacancies; and
- v. if, at the commencement of the Annual General Meeting, there is not a candidate nominated for a position up for election, then nominations may be taken from the floor of the meeting.

10. RESIGNATION, REMOVAL OR VACATION FROM OFFICE OF MANAGEMENT COMMITTEE MEMBER

- (a) A member of the Management Committee may resign from membership of the Management Committee by giving notice in writing to the Secretary.
- (b) The resignation takes effect at the time such notice is received by the Secretary unless a later date is specified in the notice in which case it will take effect on that later date.
- (c) A member of the Management Committee may be removed from office at a General Meeting of the Association if a two thirds (2/3) majority of the members present and entitled to vote at the meeting vote in favour of removing the member.
- (d) Before a vote of members is taken about removing the member from their office on the Management Committee, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (e) A member has no right of appeal against their removal from office under this rule.
- (f) If a member of the Management Committee fails to attend three (3) consecutive meetings of the Management Committee without reasonable excuse, the Secretary must serve notice on the member requiring the member to show cause to the President within one (1) week of service of such notice as to why they should not be removed from their office on the Management Committee. The question of whether a member's excuse is reasonable must firstly be

determined at the sole discretion of the President. The question of removal of the member must be decided by a simple majority vote of the Management Committee at the meeting of the committee next following the service of notice.

- (g) A member of the Management Committee immediately vacates their position on the committee:
 - i. if they are removed as a member of the Association; or
 - ii. in the circumstances described in section 64 of the Act.
- (h) Two (2) or more Affiliated Clubs may petition the President requesting the removal of a member of the Management Committee from their office on the committee. Any such petition must specify the grounds upon which the removal of the member of the Management Committee is sought. Upon receipt of the petition, the President must forthwith instruct the Secretary to:
 - i. convene a General Meeting of the Association; and
 - ii. serve upon the member of the Management Committee whose removal is sought a Notice to Show Cause specifying the grounds contained in the petition together with the time and place of the meeting.

At the meeting, the question of removal of the member must be determined by a two thirds (2/3) majority vote of those in attendance and entitled to vote.

11. VACANCIES ON MANAGEMENT COMMITTEE

- (1) The Management Committee has the power at any time to appoint any member of the Association to fill a casual vacancy on the Management Committee. The member so appointed holds office until the next Annual General Meeting.
- (2) The continuing members of the Management Committee may act despite any casual vacancy on the Management Committee.
- (3) However, if the number of committee members falls below the number fixed by these Rules as the quorum of the Management Committee, the continuing member or members may only act to
 - i. increase the number of members of the Management Committee to the number required for a quorum; or
 - ii. call a General Meeting of the Association

but for no other purpose.

12. FUNCTIONS OF THE MANAGEMENT COMMITTEE

- (1) Except as otherwise provided by these Rules and subject to resolutions of the members of the Association carried at any General Meeting, the Management Committee:
 - (a) has the primary role of formulating policy and the overall supervision of the Executive Board of the Management Committee; and

- (b) has the authority to interpret the meaning of these Rules and any matter relating to the Association on which these Rules are silent, but any interpretation must have regard to the Act including any regulation made under the Act.
- (2) The Management Committee may exercise all the powers of the Association:
- (a) to borrow, raise or secure the payment of amounts in a way the members of the Management Committee decide; and
 - (b) to secure the same 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 all or any 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 at a rate of interest not exceeding interest at the rate for the time being charged by the principal financial institution for the Association for overdrawn accounts on money lent, whether the term of the loan be short or long; and
 - (e) to mortgage or charge its property or any part thereof; 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 such manner as the members of the Association may from time to time determine **PROVIDED THAT** the Management Committee may invest surplus cash in interest bearing term deposits or accounts with its financial institution without the approval of the members.

13. MEETINGS OF THE MANAGEMENT COMMITTEE

- (1) The Management Committee must meet and conduct its proceedings as it considers appropriate and must meet at least once every two (2) months to exercise its functions.
- (2) The Management Committee must decide how a meeting is to be called, the notice period and method of providing notice.
- (3) The Management Committee may hold meetings, or permit a committee member to take part in its meetings, by using technology that reasonably allows the member to hear and take part in discussions as they happen. A committee member participating in the meeting in this fashion is taken to be present at the meeting.
- (4) At every meeting of the Management Committee, a simple majority of a number equal to the number of members elected and/or appointed to the Management Committee as at the close of the last General Meeting of the members, shall constitute a quorum.
- (5) Subject as previously provided in this rule, the Management Committee may meet together and regulate its proceedings as it thinks fit **PROVIDED THAT**

questions arising at any meeting of the Management Committee will be decided by a majority of votes and, in the case of equality votes, the Chairperson of the meeting will have a casting vote.

- (6) A member of the Management Committee will declare any interest in respect of a contract or proposed contract with the Association immediately that member becomes aware of the interest.
- (7) A member of the Management Committee must not vote in respect of any contract or proposed contract with the Association in which they are interested, or any matter arising therefrom, and if they do vote their vote must not be counted.
- (8) A member of the Management Committee who is a member of the Judiciary Committee will be excluded from that part of any Management Committee meeting that considers a matter arising from their membership of the Judiciary Committee
- (9) Voting at a meeting of the Management Committee in respect of a contract being considered which involves an interest by a member of the Management Committee shall be by secret ballot.
- (10) A special meeting of the Management Committee must be convened by the Secretary on the requisition in writing signed by not less than one-third (1/3) of the members of the Management Committee. The request for a special meeting must clearly state:
 - i. the reasons why the special meeting is being convened; and
 - ii. the nature of the business to be transacted at the meeting.
- (11) Not less than fourteen (14) days notice must be given by the Secretary to the members of the Management Committee of any special meeting of the Management Committee. Such notice must clearly state the nature of the business to be discussed at the meeting.
- (12) The President must preside as Chairperson at every meeting of the Management Committee. If there is no President, or if at any meeting the President is not present within ten (10) minutes after the time appointed for holding the meeting, the Vice-President must be Chairperson. If the Vice-President is not present at the meeting, the members will choose one of their number to be Chairperson of the meeting.
- (13) If there is no quorum present within thirty (30) minutes after the time fixed for a Management Committee meeting called on the requisition of members of the committee, the meeting lapses.
- (14) If there is no quorum present within thirty (30) minutes after the time fixed for a Management Committee meeting called other than on the requisition of members of the committee, the meeting is to be adjourned for at least one (1) day to a date and time as set by the committee members present. If at the adjourned meeting a quorum is not present after thirty (30) minutes from the time appointed for the meeting, the meeting will lapse.

- (15) Absent committee members cannot delegate their voting power to another committee member or representative.
- (16) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Management Committee meeting are recorded. To ensure the accuracy of the minutes, the minutes of each Management Committee must be signed by the chairperson of the meeting or the chairperson of the next succeeding Management Committee meeting, verifying their accuracy.
- (17) The minutes of the Management Committee are not to be copied or disseminated in full or part without the prior consent of the Management Committee.

14. SUB-COMMITTEES

- (1) The Management Committee may delegate any of its powers to a sub-committee comprised of such members of the Association as the Management Committee thinks fit. Any sub-committee so formed must, in exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Management Committee. A member of a sub-committee who is not a member of the Management Committee is not entitled to vote at a Management Committee meeting.
- (2) Unless otherwise provided in these rules, a sub-committee may elect a Chairperson of its committee. If no such Chairperson is elected or, if at any meeting the Chairperson is not present within ten (10) minutes after the time appointed for holding the meeting, the members may choose one of their number to be Chairperson of the meeting.
- (3) A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting must be determined by a majority of votes of the members present, and in the case of an equality of votes, the question must be referred to the Management Committee for resolution.
- (4) At its first meeting after the Annual General Meeting, the Management Committee may form the following sub-committees:

A. Executive Board

- i. Members of the Executive Board must consist of the President plus two other members of the Management Committee as elected by the Management Committee.
- ii. The General Manager appointed by the Association must be an Ex-officio member of the Executive Board but will have no vote on resolutions considered by the Executive Board.
- iii. The Executive Board will have the day to day control and management of the administration of the affairs, property and funds of the Association.
- iv. The Executive Board may convene in camera meetings as required without the presence of the General Manager.

B. Finance Committee

- i. Members of the Finance Committee must consist of the President, Vice President, Treasurer, Secretary and up to two (2) other members of the Management Committee.
- ii. The General Manager appointed by the Association must be an Ex-officio member of the Finance Committee but will have no vote on resolutions considered by the Finance Committee.
- iii. The Finance Committee will oversee the finances of the Association approving all expenditure and monitoring cash flows and budgets.

C. Judiciary Committee

- i. The chairperson of the Judiciary Committee will be appointed by the Management Committee.
- ii. The chairperson of the Judiciary Committee will appoint additional members of the Judiciary Committee from time to time **PROVIDED THAT** if any member of the Management Committee is a member of the Judiciary Committee that person will be excluded from any discussion at a Management Committee meeting concerning any matters they have considered as a member of the Judiciary Committee.
- iii. The chairperson of the Judiciary Committee may appoint a representative as an Ex-officio member of the Management Committee but has no vote on resolutions considered by the Management Committee.
- iv. The Judiciary Committee will meet and conduct its business in accordance with By-Laws established by the Management Committee.

D. BBRA Committee

- i. The chairperson of the BBRA Committee will be appointed by the Management Committee.
- ii. The chairperson of the BBRA Committee will appoint additional members of the BBRA Committee from time to time **PROVIDED THAT** if any member of the Management Committee is a member of the BBRA Committee that person will be excluded from any discussion at a Management Committee meeting concerning any matters they have considered as a member of the BBRA Committee.
- iii. The chairperson of the BBRA Committee may appoint a representative as an Ex-officio member of the Management Committee but has no vote on resolutions considered by the Management Committee.
- iv. The BBRA Committee will meet and conduct its business in accordance with By-Laws established by the Management Committee.

15. VALIDITY OF DECISIONS

All acts done by any meeting of the Management Committee or of a sub-committee or by any person acting as a member of the Management Committee will, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Management Committee or person acting as aforesaid, or that the members of the Management Committee or any of them were disqualified, be as valid as if every person had been duly appointed and was qualified to be a member of the Management Committee.

16. RESOLUTIONS

A resolution in writing, scan or facsimile signed by a majority of members of the Management Committee for the time being entitled to receive notice of a meeting of the Management Committee will be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Management Committee and may be lodged with the Secretary electronically.

17. INITIAL GENERAL MEETING

The first General Meeting must be held at such time, not less than one (1) month or more than three (3) months after the incorporation of the Association, and at such place as the Management Committee may determine.

18. ANNUAL GENERAL MEETING

- (1) The Annual General Meeting must be held no earlier than the start of the Main Competition in the year following the close of the financial year and no later than six (6) months after the close of the financial year.
- (2) The business to be transacted at every Annual General Meeting must be:
 - (a) the receiving of the Management Committee's report and the financial statement of the Association for the preceding financial year;
 - (b) the receiving of the auditor's report upon the books and accounts for the preceding financial year;
 - (c) the election of Office Bearers and other members of the Management Committee; and
 - (d) the appointment of an auditor.

19. SPECIAL GENERAL MEETING

The Secretary must convene a Special General Meeting:

- (a) when directed to do so by the Management Committee; or
- (b) on the requisition in writing stating clearly why the Special General Meeting is being called and the business to be conducted at the meeting and signed by:
 - i. not less than one-third (1/3) of the members on the Management Committee when the request is signed; or
 - ii. representatives of two (2) Affiliated Clubs of the Association; or
 - iii. representatives of five (5) Affiliated Teams not sponsored by an Affiliated Club.

Upon receipt of such direction, requisition or notice, the Secretary must, within seven (7) days, issue notices convening the meeting stating the nature of the business to be dealt with and no other business must be discussed.

20. QUORUM

- (1) The quorum for any General Meeting will be one half of the total voting power of all the members of the Association who are entitled to vote.
- (2) If a quorum is not present within half an hour after the time appointed for the commencement of a General Meeting, the meeting, if convened upon the requisition of members of the Management Committee or the Association, will lapse.
- (3) If a quorum is not present in any other case, the meeting is to be adjourned to the same day in the next week at the same time and place, or to such other day and to such other time and place as the Management Committee may determine. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for holding the meeting, voting members and representatives of Affiliated Bodies present will be deemed to be quorum and all business transacted at the meeting will be as good and valid as if the quorum had been present.
- (4) The Chairperson may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place.
- (5) If a meeting is adjourned under Rule 20(4), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (6) The Secretary is not required to give members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for thirty (30) days or more.
- (7) 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 of an original meeting.

21. NOTICE OF MEETING

- (1) The Secretary must convene all General Meetings of the Association by giving not less than twenty one (21) days notice of any such meeting to the members of the Association.
- (2) The manner by which such notice must be given will be determined by the Management Committee. Notice of a General Meeting must clearly state the nature of the business to be discussed at the meeting.
- (3) Copies of the accounts, reports and statements referred to in Clause 18(2)(a) hereof must be made available to members at the Annual General Meeting.

22. CONDUCT OF MEETINGS

Unless otherwise provided by these Rules, at every General Meeting:

- (1) The President must preside as Chairperson or, if there is no President, or if the President is not present within ten (10) minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President must be Chairperson or if the Vice-President is not present or is unwilling to act then the members present must elect one of their number to be Chairperson of the meeting;
- (2) The Chairperson must maintain order and conduct the meeting in a proper and orderly manner;
- (3) Every question, matter or resolution must be decided by a simple majority of votes of the members present;
- (4) The voting and other rights of members at any General Meeting are stipulated in Clause 5 hereof;
- (5) Notwithstanding that they may not have the right to vote, in the case of an equality of votes the Chairperson will have a casting vote;
- (6) Any individual entitled to vote will not be entitled to their vote if they also act as a representative for an Affiliated Club;
- (7) Voting power is based on teams and clubs nominated in all competitions being conducted at the time of calling of the meeting;
- (8) Voting must be by show of hands on subjects of a general nature but by secret ballot when of a personal nature (election of Office Bearers or other members of the Management Committee etc.);
- (9) A simple majority of members present and entitled to vote may demand a secret ballot be conducted for any or all matters at that meeting;
- (10) Except in the case of a decision by a ballot, the Chairperson's declaration shall be conclusive evidence of the result of a resolution decided by a show of hands. The declaration does not need to record the number of votes in favour or against the resolution. The result of the resolution must be recorded in the Association's minutes of the General Meeting;
- (11) The Chairperson must direct the manner and interval or adjournment in which a ballot is taken. The result of the ballot will be the resolution of the meeting and must be recorded in the Association's minutes of the General Meeting;
- (12) A member other than an Affiliated Team or Affiliated Club who is entitled to vote may vote in person or by proxy or by attorney.
- (13) An instrument appointing a proxy must be in writing, the common or usual form under the hand of the appointed or of their attorney duly authorised in writing or, if the appointed is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy may, but need not be, a member of the Association. The instrument appointing a proxy will be deemed to confer authority to demand or join in demanding a secret ballot;

- (14) Where it is desired to afford members an opportunity of voting for or against a resolution, the instrument appointing a proxy must be in the form prescribed in Schedule D or a form as near as thereto as circumstances permit;
- (15) The instrument appointing a proxy must be deposited with the Secretary prior to the commencement of any meeting at which the person named in the instrument proposes to vote; and
- (16) The Secretary must cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every General Meeting to be entered in a minute book. The minute book is to be open for inspection at all reasonable times prescribed by the Secretary by any financial member who applies to the Secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every General Meeting must be signed by the Chairperson of the next succeeding General Meeting **PROVIDED THAT** the minutes of any Annual General Meeting must be signed by the Chairperson of that meeting or the Chairperson of the next succeeding General Meeting.

23. BY-LAWS

The Management Committee may from time to time make, amend or repeal By-Laws, not inconsistent with these Rules, for the internal management of the Association and any By-Law may be set aside by a vote of members at a General Meeting of the Association.

24. ALTERATION OF RULES

Subject to the provisions of the Act, these Rules may be amended, rescinded or added to from time to time by a special resolution carried at any General Meeting **PROVIDED THAT** no such amendment, rescission or addition will be valid unless it is registered by the Chief Executive.

25. COMMON SEAL

The Management Committee must provide for a Common Seal and for its safe custody. The Common Seal must only be used by the authority of the Management Committee. Every instrument to which the seal is affixed must be signed by a member of the Management Committee and must be countersigned by:

- (a) the Secretary; or
- (b) a second member of the Management Committee; or
- (c) by some other person appointed by the Management Committee for the purpose.

26. FUNDS AND ACCOUNTS

- (1) The funds of the Association must be banked in the name of the Association in such financial institution decided by the Management Committee.
- (2) Records and accounts must be kept in English showing full and accurate particulars of the financial affairs of the Association.

- (3) All amounts must be deposited in the financial institution as soon as practicable after receipt.
- (4) A payment of \$100 or more must be made by cheque or electronic funds transfer.
- (5) If a payment is made by cheque, the cheque must be signed by any two of:
 - (a) the President;
 - (b) the Secretary;
 - (c) the Treasurer;
 - (d) the General Manager, or
 - (e) any other member authorised from time to time by the Management Committee.
- (6) Cheques must be crossed "not negotiable" except those in payment of wages, allowances or petty cash recouplements which may be open.
- (7) Any payments made by electronic funds transfer must be made in accordance with security policies established by the Management Committee.
- (8) The Management Committee must determine the amount of petty cash which must be kept on the imprest system.
- (9) All expenditure must be approved or ratified at Management Committee meeting or by the Finance Committee in accordance with policies established by the Management Committee.
- (10) As soon as practicable after the end of each financial year the Treasurer and General Manager, must cause to be prepared a Financial Statement for its last reportable financial year.
- (11) The Financial Statement must be examined by the auditor who must present a report upon such audit to the Secretary prior to the holding of the Annual General Meeting next following the financial year for which such audit was made.
- (12) The income and property of the Association however it is derived must be used and applied solely in promoting the Association's objects and in exercising its powers as set out herein.
- (13) No portion of the income and property of the Association may be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association **PROVIDED THAT** nothing contained herein will prevent the payment in good faith:
 - (a) of interest to any member in respect of moneys advanced to the Association; or
 - (b) to any member of the Association or other person in return for any services actually rendered to the Association

PROVIDED FURTHER that nothing contained herein will be construed so as to prevent the payment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association or prevent the payment of the Honoraria provided in Clause 33 hereof.

27. DOCUMENTS

The Management Committee must ensure the safe custody of books, documents, instruments of title and securities of the Association.

28. FINANCIAL YEAR

The financial year of the Association will close on the Thirty-first day of December in each year.

29. DISTRIBUTION OF SURPLUS ASSETS

If the Association is wound up in accordance with the provisions of the Act, and there remains, after satisfaction of all its debts and liabilities, any assets or property whatsoever, the same must not be paid to or distributed among the members of the Association, but must be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Rule 26 (13). The institution or institutions to receive the assets or property must be determined by the members of the Association.

30. INDEMNITY

The Management Committee and each member thereof will be indemnified out of the assets of the Association against all actions, proceedings, claims, costs and expenses for which they or any one or more of them may be liable for or arising in the course of their duties as members of the Management Committee of the Association and the foregoing provisions of this section must be in addition to any other right or remedy to which the Management Committee and each member thereof are entitled.

31. ACCREDITED ASSOCIATION TEAMS

Any team of Association members wishing to play in the name of the Association but outside the control of the Management Committee must obtain approval of the Management Committee. The request for approval must be submitted in writing to the Secretary at least seven (7) days before the first match and must set out:-

- (a) the names of the players of the team;
- (b) place and date of matches to be played;
- (c) the name of the body organising the matches;
- (d) the names of the other teams competing.

32. CAPTAIN, VICE CAPTAIN, AND COACH OF REPRESENTATIVE TEAMS

- (1) The Captain and Vice-Captain of representative teams must be chosen by the Coach.
- (2) The Coach of representative teams must be appointed by the Management Committee and the Management Committee must call nominations for these positions from all affiliated bodies and members.

33. HONORARIA

Honoraria may be granted to any official or member by the Management Committee of the Association.

Nomination form

To: The Secretary
 Brisbane Basketball Incorporated
 16 Dixon Street
 AUCHENFLOWER QLD 4066

The following candidate is nominated for election to the following position on the Management Committee:

- President
- Vice President
- Treasurer
- Secretary
- Ordinary Management Committee member
- Sub Committee member

A resume of the candidate is attached.

Full name of candidate:			
Address:			
Phone:			
Signature of candidate:		Date signed:	

Proposed by:

Name of member:			
Signature:		Date signed:	
Details of person signing above if signing for an affiliated club/team			

Seconded by:

Name of member:			
Signature:		Date signed:	
Details of person signing above if signing for an affiliated club/team			

SCHEDULE C

Appointment of representative(s) for Affiliated Club

To: The Secretary
Brisbane Basketball Incorporated
16 Dixon Street
AUCHENFLOWER QLD 4066

Name of Affiliated Club:

--

This is to certify that the management committee of the Affiliated Club named above has met in accordance with the rules or constitution of the Affiliated Club and resolved to appoint the representatives named below to exercise the numbers of votes specified for the Affiliated Club at the Annual/Special General Meeting of Brisbane Basketball Incorporated to be held on _____ day of _____ 2

(If only one representative is named, the number of votes need not be specified and in that case the representative exercises all of the votes for the Affiliated Club.)

Names of representatives:

Number of votes:

Names of representatives:	Number of votes:

Signature of member of
management committee of
Affiliated Club:

Name:

Position:

Date signed:

SCHEDULE D

Form of proxy

To: The Secretary
Brisbane Basketball Incorporated
16 Dixon Street
AUCHENFLOWER QLD 4066

I (name)

of (address)

being a member of the above mentioned Association, hereby appoint

(name of proxy)

as my proxy to vote for me on my behalf at the Annual/Special General Meeting of the Association, to be held on day of 2 and at any adjournment thereof.

Signed on (date)

Signature

This form is to be used in favour of/against the resolutions below. *Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as he or she thinks fit.)

Motion	How vote to be exercised
That the minutes of the previous Annual General Meeting be confirmed	* in favour of * against
That the Financial Report and Auditor's Report be adopted	* in favour of * against
That an Auditor be appointed as the Association's Auditor	* in favour of * against

	Life Members	Junior Playing Members	Senior Playing Members	Honorary Members	Affiliated Teams	Affiliated Clubs	Corporate	Ordinary
Admission	Up to 2 admitted by two thirds majority at AGM	Upon completing appropriate application and not rejected by the Management Committee	Upon completing appropriate application and not rejected by the Management Committee	Upon completing appropriate application and not rejected by the Management Committee	Upon completing appropriate application and not rejected by the Management Committee	Upon completing appropriate application and not rejected by the Management Committee	Upon completing appropriate application and not rejected by the Management Committee	Upon completing appropriate application and not rejected by the Management Committee
Membership fees	Exempt	As determined by Management Committee	As determined by Management Committee	Exempt	As determined by Management Committee	As determined by Management Committee	As determined by Management Committee	As determined by Management Committee
Membership Duration	Perpetual	Expires on the anniversary of admission	Expires on the anniversary of admission	Unless otherwise stipulated expires on anniversary of admission	Expires on first day of next succeeding competition in which they are registered	Expires on first day of next succeeding competition in which their teams are registered	Expires on cessation of sponsorship or other agreed date	Expires on the anniversary of admission
Able to stand for Committee positions	Yes subject to valid nomination	No	Yes subject to valid nomination	Yes subject to valid nomination	No	No	No	Yes subject to valid nomination
Attend at General Meeting	Yes	No	Yes	Yes	Yes by authorised representative	Yes by authorised representative	No	Yes
Speak at General Meetings	Yes	No	Yes with permission of the chair	Yes with permission of the chair	Yes by one authorised representative	Yes by one authorised representative	No	Yes with permission of the chair
Move or second motions at General Meetings	Yes	No	No	No	Yes by one authorised representative	Yes by one authorised representative	No	No
Voting entitlement at General Meetings	1 Vote (none for Management Committee)	None	None	None	1 Vote (none where sponsored by an Affiliated Club)	1 Vote per sponsored Affiliated Team	None	None
Voting entitlement for Management Committee Members	None	None	None	None	1 Vote (none where sponsored by an Affiliated Club)	1 Vote per sponsored Affiliated Team	None	None
Considered for quorum	Yes	No	No	No	Yes	Yes	No	No
Number of members	Unlimited	Unlimited	Unlimited	Unlimited	Unlimited	Unlimited	Unlimited	Unlimited

SCHEDULE E – Summary of Membership Rights

Where there is a conflict between this table and the provisions of the Constitution, the provisions of the Constitution will take precedence.