

ASSOCIATIONS INCORPORATION ACT, 2009

**CONSTITUTION**

**OF**

**SUTHERLAND DISTRICT**

**BASKETBALL ASSOCIATION**

**INCORPORATED**

Amended 13th October 2020

## CONTENTS

### ***PART 1 – PRELIMINARY***

1. DEFINITIONS
2. STATEMENT OF OBJECTS OF SUTHERLAND DISTRICT BASKETBALL ASSOCIATION INCORPORATED

### ***PART 2 – MEMBERSHIP***

3. MEMBERSHIP QUALIFICATIONS
4. APPLICATION FOR MEMBERSHIP
5. CESSATION OF MEMBERSHIP
6. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE
7. RESIGNATION OF MEMBERSHIP
8. REGISTER OF MEMBERS
9. FEES AND SUBSCRIPTIONS
10. MEMBERS' LIABILITIES
11. RESOLUTION OF INTERNAL DISPUTES
12. DISCIPLINING OF MEMBERS
13. RIGHT OF APPEAL OF DISCIPLINED MEMBER

### ***PART 3 - THE COMMITTEE***

14. POWERS OF THE COMMITTEE
15. CONSTITUTION AND MEMBERSHIP
16. ELECTION OF MEMBERS
17. PUBLIC OFFICER
18. PRESIDENT
19. FINANCIAL DIRECTOR
20. CASUAL VACANCIES
21. REMOVAL OF MEMBER
22. MEETINGS AND QUORUM
23. DELEGATION OF COMMITTEE TO SUB-COMMITTEE
24. VOTING AND DECISIONS

### ***PART 4 – GENERAL MEETING***

25. ANNUAL GENERAL MEETINGS –HOLDING OF
26. ANNUAL GENERAL MEETINGS
27. SPECIAL GENERAL MEETINGS –CALLING OF
28. NOTICE
29. PROCEDURE

**30. PRESIDING MEMBER**

**31. ADJOURNMENT**

**31. MAKING OF DECISIONS**

**33. SPECIAL RESOLUTION**

**34. VOTING**

***PART 5 – MISCELLANEOUS***

**35. GRIEVANCE PROCEDURES**

**36. CONFLICT OF INTEREST**

**37. INSURANCE**

**38. FUNDS – SOURCE**

**39. FUNDS MANAGEMENT**

**40. AUDITOR**

**41. ALTERATION OF CONSTITUTION**

**42. COMMON SEAL**

**43. CUSTODY OF BOOKS**

**44. INSPECTION OF REGISTER**

**45. SERVICE OF NOTICES**

**46. INDEMNITY**

# ASSOCIATIONS INCORPORATION ACT, 2009

## RULES OF SUTHERLAND DISTRICT BASKETBALL ASSOCIATION

### PART 1 – PRELIMINARY

#### 1. DEFINITIONS

(1) In these rules:

- **Commissioner** means the Commissioner of Fair Trading.
- **Ordinary member** means a member of the committee who is not an office bearer of the association, as referred to in rule 15 (2).
- **The Act** means the Associations Incorporations Act 2009.
- **The Regulation** means the Associations Incorporation Regulation 1999.
- **The Association** means the Sutherland District Basketball Association Incorporated.
- **The Incorporated Association** means the incorporated body known as Sutherland District Basketball Association Limited whose funds and other assets and liabilities the Association is authorised to take over by clause 2 iv of the Statement of Objects.
- **Public Officer** of the Association means the person appointed by the Board to meet the regulations of the Act.
- **Committee** means the Board of Directors and governing Council of the Association.
- **Special General Meeting** means a general meeting of the Association other than the Annual General Meeting.
- **New South Wales Basketball Association Limited** means the State Body governing basketball in the state of New South Wales.
- **Financial year** means 1<sup>st</sup> January to 31<sup>st</sup> December.
- **Senior Member** means a member who is over 18 years of age.
- **Junior Member** means a member who is under 18 years of age.
- **Association Manager** means the person appointed by the board to conduct the day-to-day business of the Association.
- **Register** means the register of Members kept and maintained by the Association

(2) In these rules:

- (a) a reference to a function includes a reference to a power, authority and duty; and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the Interpretation Act, 1987 apply to and in respect of these rules in the same manner as those were an instrument made under the Act.

#### 2. STATEMENT OF OBJECTS OF SUTHERLAND DISTRICT BASKETBALL ASSOCIATION INCORPORATED

(1) The name of the Association is

“Sutherland District Basketball Association Incorporated”  
(Herein after called “the Association”)

- (2) The objects for which the Association is established are:
- i. To control, promote, integrate, and foster participation and development at all levels of basketball within New South Wales.
  - ii. To promote recognition of basketball as a leading participative sport.
  - iii. To encourage the provision of appropriate facilities for participation in basketball within the State of New South Wales.
  - iv. To take over the funds and other assets and liabilities of the incorporated company known as Sutherland District Basketball Association Limited
  - v. Solely for the purposes of carrying out the aforesaid objects and not otherwise:
  - vi. To establish uniform regulations for the management and playing of basketball.
  - vii. To hear and adjudicate upon appeals from the decisions of officials of the Association and of affiliated and subsidiary bodies or of officials thereof.
  - viii. To suspend, impose and enforce penalties, disqualify or otherwise deal with any affiliated body and/or member or officer thereof who has committed any breach of the aforementioned objects or the rules and by-laws made thereunder or who has practised, counselled or sanctioned any conduct arising out of or in connection with basketball or otherwise which conduct is in the opinion of the Association unfair, unbecoming or contrary to the interest of basketball;
  - ix. To appoint delegates to represent the Association, to select teams, players, and officials and to send them to represent the Association or for other such purposes as the Association thinks fit.
  - x. To make rules or by-laws on matters, authorised by or necessary or convenient to give effect to the objects, in so far as such rules or by-laws are not inconsistent with such objects.
  - xi. To call for, receive and deal with reports from the Board and other committees, affiliated bodies, subsidiary bodies, officers and officials.
  - xii. To keep authentic records of all matters pertaining to basketball and to keep records of members of the Association.
  - xiii. To regulate its own procedures, to create, nominate and appoint committees to administer specific areas of responsibility as the needs arise and with such powers not inconsistent with the objects as may be deemed desirable and to withdraw such powers when deemed necessary.
  - xiv. To hold or arrange competitions and provide or contribute towards the provision of prizes, awards and distinctions in connection therewith.  
**Provided that** no members of the Association shall receive any prize, award of distinction of monetary value except as a successful competitor at any competition held or promoted by the Association.
  - xv. To subscribe to, become a member of and co-operate with or amalgamate with any other association or organisation, whether incorporated or not, whose objects are like those of the Association.  
**Provided that** the Association shall not subscribe to or support with its funds or amalgamate with any association or organisation which does not prohibit the distribution of its income and property among its members to

an extent at least as great as that imposed on the Association under or by virtue of clause 3 of these objects.

- xvi. To buy, sell and deal in all kinds of apparatus and all kinds of provisions, liquid and solid, required by the members of the Association or persons frequenting the Council's premises.
- xvii. To purchase, take on lease or in exchange, hire and otherwise acquire any lands, building, easement of property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with any of the objects of the Association **Provided that** in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- xviii. To enter any arrangements with any Government or authority, supreme municipal, local or otherwise, that may seem conducive to the Association's objects or any of them and to obtain from any such Government or authority any rights, privileges, and concessions which the Association may think is desirable to obtain, to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- xix. To appoint, employ, remove, or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary for the purposes of the Association.
- xx. To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Association or the dependants or connections of any such persons; and to grant pensions and allowances; and to make payments towards insurance; and subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object;
- xxi. To construct, improve, maintain, develop, work, manage, carry out, alter, or control any houses, buildings, ground works or conveniences to advance the Association's interests and to contribute to subsidise or otherwise assist and take part in the construction, improvements, maintenance, development, working, management, carrying out, alteration or control thereof.
- xxii. To invest and deal with the money of the Association not immediately required in such manner as the committee thinks fit.
- xxiii. To borrow or raise or secure the payment of money in such manner as the Association may think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Association's property (both present and future); and to purchase, redeem or pay off such securities;
- xxiv. To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- xxv. To sell, improve, manage, develop, exchange, lease, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the Association.
- xxvi. To take or hold mortgages, loans, and charges to secure payment of the purchase price or any unpaid balance of the Association's property of

whatsoever kind sold by the Association or any money due to the Association from purchasers and others.

- xxvii. To take any gift of property whether subject to any special trust or not for any one or more of the objects of the Association but subject always to the proviso in paragraph (xiii) of this clause (2)
- xxviii. To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association in the shape of donations, annual subscriptions or otherwise.
- xxix. To print and publish any newspapers, periodicals, books, or leaflets that the Association may think desirable for the promotion of its objects.
- xxx. To purchase or otherwise acquire and undertake all or any part of the property assets, liabilities, and engagements of any one or more of the companies, institutions, societies, or associations with which the Association is authorised to amalgamate.
- xxxi. To transfer all or any part of the property, assets, liabilities, and engagements of any one or more of the companies, institutions, societies, or associations with which the Association is authorised to amalgamate.
- xxxii. To make donations for patriotic or charitable purposes.
- xxxiii. To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged; **Provided that** the Association shall not support with its funds any activity or endeavour to impose on or procure to be served by its members or others any regulations or restrictions which if an object of the Association would make it a trade union within the meaning of the Trade Union Act.

- (3) The income and property of the Association whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Constitution, and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise, to the Members of the Association. **Provided that** this clause does not prevent payment:
- (a) In good faith of remuneration to any officers or employees of the Association or to any Members of the Association in return for any services actually rendered to the Association or any out-of-pocket expenses incurred on behalf of the Association.
  - (b) for goods supplied in the ordinary and usual way of business.
  - (c) Of interest at a rate not exceeding the rate for the time being fixed by resolution of Members (which is not to exceed the lowest rate paid for the time being by banks in the State for term deposits) on money borrowed from any Members of the Association; or
  - (d) Of reasonable and proper rent for premises let by any Members to the Association.
  - (e) The Board may appoint any person other than a Board Member to be the Association Manager. The Association Manager is entitled to attend (but not vote at) meetings of the Board, but only for so long as he or she holds that office.
- (4) If upon the winding up or dissolution of the Association, there remains, after satisfaction of debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given to some other institution or institutions whose Statement of Objects or constitution shall 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 clause (3) hereof, such institution or

institutions to be determined by the members of the Association at or before the time of dissolution.

- (5) True accounts shall be kept of the sums of money received and expended by the Association and the matter in respect of which such receipt and expenditure takes place, and of the property. Credits and liabilities of the Association and subject to any reasonable restrictions as to the time and manner of inspecting the same may be imposed in accordance with the Rules for the time being shall be open to the inspection of the members. Once at least in every year the accounts of the Association shall be examined by one or more properly qualified Auditor or Auditors who shall report to the members.

## **PART 2 – MEMBERSHIP**

### **3. MEMBERSHIP QUALIFICATIONS**

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

- (1) The person is a person referred to in section 15 (1) (a), (b), or (c) of the Act and has not ceased to be a member of the Association at any time after incorporation of the Association under the Act, or
- (2) the person is a natural person who has made application for membership of the Association as provided by rule (4)
- (3) Any life members admitted to membership in accordance with these rules.

### **4. APPLICATION FOR MEMBERSHIP**

- (1) A application of a person for membership of the Association:
  - (a) Must be made in writing (including by email or other electronic means, if the Board so determines) in the form determined by the committee, and
  - (b) Must be lodged (including by email or other electronic means, if the Board so determines) with the Association Manager accompanied by the appropriate fee as set by the Committee each year.
  - (c) The Association Manager must enter the applicants name and details in the register of members, and on being so entered, the applicant becomes a member of the Association.
  
- (2) Election of Life Members:
 

Life members may be elected at each annual general meeting of the Association on the following basis:

  - (a) Life membership is restricted to those who have contributed to the control, promotion, integration or fostering of participation and development of basketball by their participation in activities of Sutherland District Basketball Association Incorporated for a total period of ten (10) years and who are nominated by a member for election at an annual general meeting of the Association.
  - (b) Names of the nominees for life membership shall be submitted to the Association Manager at least twenty-one (21) days prior to the annual general meeting at which such nominees are to be proposed as life members.



- (c) Nominees for election as life members to be elected must obtain the votes of at least three-fourths of those members attending and eligible to vote at the annual general meeting.
- (d) Not more than two life members shall be elected at any one annual general meeting.
- (e) A history of the service of each nominee for election as a life member shall accompany the application/s.
- (f) Life members will be awarded a badge of a design to be approved; and
- (g) Life members will be entitled to attend and to vote at all general meetings of the Association.

## **5. CESSATION OF MEMBERSHIP**

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

- (1) Dies.
- (2) Resigns membership.
- (3) Is expelled from the Association; or
- (4) Fails to renew their membership by the due date.

## **6. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE**

A right, privilege, or obligation which a person has by reason of being a member of the Association:

- (1) Is not capable of being transferred or transmitted to another person; and
- (2) terminates on cessation of the person's membership.

## **7. RESIGNATION OF MEMBERSHIP**

- (1) A member of the Association is not entitled to resign that membership except in accordance with this rule.
- (2) A member of the Association who has paid all amounts payable by the member to the Association in respect of the member's membership and any other fees due may resign from membership of the Association.
- (3) If a member of the Association ceases to be a member under clause (2), and in every other case where a member ceases to hold membership the Association Manager must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

## **8. REGISTER OF MEMBERS**

- (1) The public officer of the Association must establish and maintain a register of members of the Association specifying the name, address, and email address (if applicable) of each person who is a member of the Association together with the date on which the person became a member.

- (2) The register of members must be kept at the principal place of administration of the Association.

## **9. FEES AND SUBSCRIPTIONS**

- (1) A member of the Association must pay the membership fee as set by the Committee each year.
- (2) Upon payment of the membership fee each year the member will become a member for a calendar year.

## **10. MEMBERS' LIABILITIES**

The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges, and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by rule 9.

## **11. RESOLUTION OF INTERNAL DISPUTES**

- (1) Disputes between members (in their capacity as members) of the Association, and disputes between members and the Association, are to be referred to the Committee of the Association for mediation.
- (2) At least 7 days before mediation the parties are to exchange statements of the issues that are in dispute between them and supply copies to the Committee.

## **12. DISCIPLINING OF MEMBERS**

- (1) A complaint may be made to the Committee by any person that a member of the Association:
  - (a) has persistently refused or neglected to comply with a provision or provisions of these rules, or
  - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association.
  - (c) makes public statements which in the opinion of the Committee are damaging to the reputation of the Association.
  - (d) fails to pay to the Association any monies due by the member to the Association after due notice is given; or
  - (e) wilfully refuses or neglects to register with New South Wales Basketball Association.
- (2) On receiving such a complaint, the Committee:
  - (a) must cause notice of the complaint to be served on the member concerned.
  - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the Committee in connection with the complaint:  
and

- (c) must take into consideration any submissions made by the member in connection with the complaint.
- (3) The Committee may, by resolution, expel the member from the Association or suspend the member from the membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- (4) If the Committee expels or suspends a member, the Association Manager must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Committee for having taken that action and of the member's right of appeal under rule 13.
- (5) The expulsion or suspension does not take effect:
  - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
  - (b) if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under rule 13 (5), whichever is the latter.

### **13. RIGHT OF APPEAL OF DISCIPLINED MEMBER**

- (1) A member may appeal to the Association in general meeting against a resolution of the Committee under rule 11, within 7 days after notice of the resolution is served on the member, by lodging with the Association Manager a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under clause (1), the Association Manager must notify the Committee which is to convene a general meeting of the Association to be held within 28 days after the date on which the Association Manager received the notice.
- (4) At a general meeting of the Association convened under clause (3):
  - (a) no business other than the question of the appeal is to be transacted.
  - (b) the Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) If at the general meeting the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

## **PART 3 - THE COMMITTEE**

### **14. POWERS OF THE COMMITTEE**

The Committee is to be called the Board of Directors of the Association and, subject to the Act, the Regulation, and these rules and to any resolution passed by the Association in the general meeting:

- (1) is to control and manage the affairs of the Association.
- (2) may exercise all such functions as may be exercised by the Association, other than those functions that are required by these rules to be exercised by a general meeting of members of the Association; and
- (3) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the Association.

## 15. CONSTITUTION AND MEMBERSHIP

- (1) Subject in the case of the first members of the Committee to section 21 of the Act, the Committee is to consist of :
  - (a) seven ordinary members, each of whom is to be elected at the annual general meeting of the Association under rule 16.
- (2) The office-bearers of the Association are to be:
  - (a) the President, and
  - (b) the Financial Director
- (3) Office bearers will be appointed from the elected Board of Directors by the Board
- (4) Directors elected under clause 15 shall be elected for a term of two years. Subject to provisions in this Constitution relating to early retirement or removal of Directors of the Board, elected Directors shall remain in office from the conclusion of the annual general meeting at which the election occurred until the conclusion of the second annual general meeting following.
- (5) At the first annual general meeting following the adoption of this Constitution the Board of Directors shall be elected in two groups – group 1 comprising three Board of Directors will be elected for (2) two years and group 2 comprising four Board of Directors shall be elected for (1) one year. At the second annual general meeting position in group (2) two shall be open for election and will hold office for (2) two years. For the first annual general meeting groups will be determined by alphabetic listing.
- (6) In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the Association to fill the vacancy. The casual vacancy may only be filled for the remainder of the Director’s term under this Constitution.
- (7) The elected Board may from time to time appoint not more than two Directors who have specific skills to complement the composition of the Board.

## **16. ELECTION OF MEMBERS**

- (1) Nominations of candidates for election as office-bearers of the Association or as ordinary members of the Committee:
  - (a) must be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
  - (b) must be delivered to the Association Manager at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If sufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected.
- (3) If insufficient nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of ordinary members of the Committee is to be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.
- (7) A nominated person cannot be an employee of the Association.

## **17. PUBLIC OFFICER**

The Public Officer will be appointed by the Board and as soon as practical after being appointed lodge notice with the Association of his or her address.

## **18. PRESIDENT**

The President will be appointed by the Board from its elected members and will act as Chair of any meeting of the Association at which he/she is present

## **19. FINANCIAL DIRECTOR**

The Financial Director will be appointed from the elected Directors. It is the duty of the Financial Director of the Association to ensure:

- (1) that all money due to the Association is collected and received and that all payments authorised by the Association are made; and

- (2) that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

## **20. CASUAL VACANCIES**

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

- (1) dies.
- (2) ceases to be a member of the association.
- (3) becomes insolvent under administration within the meaning of the Corporations Act of 2001 of the Commonwealth.
- (4) resigns office by notice in writing given to the Association Manager.
- (5) is removed from office under rule 21.
- (6) becomes a mentally incapacitated person; or
- (7) is absent without the consent of the Committee from all meetings of the Committee held during a period of 6 months.

## **21. REMOVAL OF MEMBER**

- (1) The Association in general meeting may by resolution remove any member of the Committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (3) If a member of the Committee to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the Association Manager or president (not exceeding a reasonable length) and requests that the representation be notified to the members of the Association, the Association Manager or the president may send a copy of the representations to each member of the Association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution of considered.
- (4) Membership may be re-instated at the discretion of the Board with such conditions as the Board deems appropriate.

## **22. MEETINGS AND QUORUM**

- (1) The Committee must meet at least three times in each period of 12 months at such place and time as the Committee may determine.

- (2) Additional meetings of the Committee may be convened by the president or by any member of the Committee.
  - (3) Oral or written notice of a meeting of the Committee must be given by the Association Manager to each member of the Committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any four members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- (6) No business is to be transacted by the Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is dissolved.
- (8) At a meeting of the Committee:
  - (a) the president is to preside; or
  - (b) if the president is absent or unwilling to act, one of the remaining members of the Committee, as may be chosen by the members present at the meeting is to preside.
- (9) A meeting may be held at 2 or more venues using any technology approved by the Board that gives each Director of the Board a reasonable opportunity to participate.
- (10) A Director who participates in a meeting using that technology is taken to be present at the meeting and, if the Director votes at the meeting, is taken to have voted in person.

### **23. DELEGATION OF COMMITTEE TO SUB-COMMITTEE**

- (1) The Committee may, by instrument in writing, delegate to one or more subcommittees (consisting of such member or members of the Association as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than:
  - (a) this power of delegation, and
  - (b) a function which is a duty imposed on the Committee by the Act or by any other law.
- (2) A function, the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of delegation.

- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this rule, the Committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of delegation under this rule has the same force and effect as it would have if it had been done suffered by the Committee.
- (6) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) The sub-committee may meet and adjourn, as it thinks proper.

## **24. VOTING AND DECISIONS**

- (1) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee are to be determined by a majority of the votes of members of the Committee or subcommittee present at the meeting.
- (2) Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the vote is lost.
- (3) Subject to rule 21 (5) the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-committee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or subcommittee.

## **PART 4 – GENERAL MEETING**

### **25. ANNUAL GENERAL MEETINGS –HOLDING OF**

- (1) Except for the first annual general meeting of the Association, the Association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Association, convene an annual general meeting of its members.
- (2) The Association must hold its first annual general meeting:
  - (a) within the period of 18 months after its incorporation under the Act, and



- (b) within a period of 6 months after the expiration of the first financial year of the Association.
- (3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Commissioner under section 26(3) of the Act.

## **26. ANNUAL GENERAL MEETINGS**

### **– CALLING OF AND BUSINESS AT**

- (1) The annual general meeting of the Association is, subject to the Act and to rule 24, to be convened on such date and at such place and time as the Committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
  - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting.
  - (b) to receive from the Committee reports on the activities of the Association during the last preceding financial year.
  - (c) to elect office-bearers of the Association and ordinary members of the Committee.
  - (d) to receive and consider the statement which is required to be submitted to members under section 26(6) of the Act.
  - (e) to receive the audited financial report of the Association for the last preceding financial year; and (f) to elect Life Members of the Association in accordance with these rules.
- (3) An annual general meeting must be specified as such in the notice convening it.

## **27. SPECIAL GENERAL MEETINGS –CALLING OF**

- (1) The Committee may, whenever it thinks fit, convene a special meeting of the Association.
- (2) The Committee must, on the requisition in writing of at least 5 percent of the total number of members, convene a special general meeting of the Association.
- (3) A requisition of members for a special general meeting:
  - (a) must state the purpose of the meeting.
  - (b) must be signed by the members making the requisition.
  - (c) must be lodged with the Association Manager; and
  - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the Committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the Association Manager, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in clause (4) must be convened as nearly as is practicable in the same manner as general meetings

are convened by the committee and any member who consequently incurs expenses is entitled to be reimbursed by the Association for any expense so incurred.

## **28. NOTICE**

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Association Manager must, at least 14 days before the date fixed for the holding of the general meeting, give a notice (including by email or other electronic means if the Board so determines) to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Association Manager must, at least 21 days before the date fixed for the holding of the general meeting, cause notice (including by email or other electronic means if the Board so determines) to be given to each member specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 25 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing (including by email or other electronic means if the Board so determines) of that business to the Association Manager who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

## **29. PROCEDURE**

No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.

- (1) Five members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (2) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - (a) if convened on the requisition of members, is to be dissolved; and
  - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (3) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least four) is to constitute a quorum.

## **30. PRESIDING MEMBER**

- (1) The president or, in the president's absence, a person appointed by the meeting is to preside as chairperson at each general meeting of the Association.
- (2) If the president is absent or unwilling to act, the members present must elect one of their number to preside at that meeting.

### **31. ADJOURNMENT**

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of most of the members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the Association Manager must give written, oral, or electronic notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in clauses (1) and (2) notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

### **31. MAKING OF DECISIONS**

- (1) A question arising at a general meeting of the Association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by a chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting of the Association, a poll may be demanded by the chairperson or by at least three members present in person at the meeting.
- (3) If a poll is demanded at a general meeting, the poll must be taken:
  - (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
  - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

### **33. SPECIAL RESOLUTION**

A resolution of the Association is a special resolution:

- (1) if it is passed by a majority which comprises at least three-quarters of such members of the Association as, being entitled under these rules so to do, vote in person at a general meeting of

which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules.

### **34. VOTING**

- (1) On any question arising at a general meeting of the Association a member has one vote only.
- (2) All votes must be given personally.
- (3) In the case of equality of votes on a question at a general meeting, the vote is lost.
- (4) A member is not entitled to vote at any general meeting of the Association unless all money due and payable by the member to the Association has been paid.
- (5) A life member will have one vote.

## **PART 5 – MISCELLANEOUS**

### **35. GRIEVANCE PROCEDURES**

- (1) The Grievance procedure set out in this rule applies to disputes under these rules between a member and: (a) another Member; or (b) the Association
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen days after the dispute comes to the attention of all parties. The Board may appoint a director or independent person to conduct the initial investigation and make decisions, in relation to the grievance on behalf of the Board. The aggrieved person/s may approach the full Board should they feel that their matter remains unresolved. If the matter remains unresolved then the procedure in clause 28 (c) should be implemented.
- (3) If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties must, within ten (10) days, refer the dispute for resolution to an independent person or tribunal established by BNSW in accordance with the procedures determined by BNSW from time to time.

### **36. CONFLICT OF INTEREST**

A Board Member shall declare his interest in any contractual, selection, disciplinary or financial matter in which a conflict of interest arises or may arise. He shall unless otherwise determined by the Board, absent himself from discussions of such matters and shall not be entitled to vote in respect of such matters.

### **37. INSURANCE**

The Association may affect and maintain insurance.

### **38. FUNDS – SOURCE**

- (1) The funds of the Association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the Committee determines.
- (2) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- (3) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **39. FUNDS MANAGEMENT**

- (1) Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two members of the Committee or employees of the Association, being members or employees authorised to do so by the Committee.

### **40. AUDITOR**

The Association will appoint a properly qualified Auditor at a general meeting. The auditor's duties shall be regulated in accordance with the Act. The accounts of the Association shall be examined, and the correctness of the profit and loss accounts and balance sheet ascertained by an Auditor at the conclusion of each financial year.

### **41. ALTERATION OF CONSTITUTION**

The Constitution may be altered, rescinded or added to only by a special resolution of the Association.

### **42. COMMON SEAL**

- (1) The common seal of the Association must be kept in the custody of the public officer.
- (2) The common seal must not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal must be attested by the signatures of either of two members of the committee and of the public officer or Association Manager.

### **43. CUSTODY OF BOOKS**

- (1) The records of the Association, books and other documents related to the Association shall be kept at the principal place of administration of the Association.

- (2) The Association Manager shall keep minutes of all appointments of office bearers and members of the committee; the names of the committee present at a committee or general meeting; proceedings at committee and general meetings and any other documentation as directed by the Board from time to time.

#### **44. INSPECTION OF REGISTER**

Having regard to the Act, confidentiality considerations and privacy laws, an extract of the Register, excluding the address or other direct contact details of any Member, shall be available for inspection (but not copying) by Members, upon reasonable request. Subject to the Act, confidentiality considerations and privacy laws, the Register may be used to further the Objects of Sutherland District Basketball Association Incorporated in such a manner as the Board considers appropriate.

#### **45. SERVICE OF NOTICES**

- (1) For these rules, a notice may be served on or given to a person:
- (a) by delivering it to the person personally.
  - (b) by sending it pre-paid post to the address of the person; or
  - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For these rules, a notice is taken, unless the contrary is proved, to have been given or served:
- (a) in the case of notice given or served personally, on the date on which it is received by the addressee.
  - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post; and
  - (c) in the case of notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.
- (3) For these rules notices for general meetings may be given to the membership by:
- (a) placing the notice of the meeting on Association's website.
  - (b) placing the notice of the meeting on Notice Board at the Stadium.
  - (c) sending the notice by post or electronic transmission, whichever of these methods the member has elected to receive notices on his most recent Association membership form and according to 2 (a), (b), and (c) above.

#### **46. INDEMNITY**

Every member of the Committee, Auditor, Association Manager, employee and other officer for the time being of the Association shall be indemnified out of the assets of the Association against any liability arising out of the execution of the duties of his office which is incurred by him in defending any proceedings whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court in respect of any negligence, default, breach of duty or breach of trust.