



VICTORIAN BASKETBALL REFEREES ASSOCIATION INC

RULES OF MANAGEMENT

Approved by Resolution of a General Meeting of Members 27-03-2011

1 Name

The name of the incorporated association is the Victorian Basketball Referees Association, in these Rules called the “VBRA”.

2 Interpretation

2.1 In these Rules, unless the contrary intention appears:

“**Basketball Australia**” means the governing body of basketball in Australia as recognised by the Federation of International Basketball Associations (FIBA);

“**Basketball Victoria**” means the governing body of basketball in Victoria as recognised by Basketball Australia;

“**Board**” means the Board of the VBRA in accordance with Rule 8;

“**Branch**” means a branch of the VBRA in accordance with Rule 6.1;

“**Executive Committee**” means the executive committee of the VBRA in accordance with Rule 10;

“**Convener**” means a convenor of a sub-committee in accordance with Rule 9.2 and Rule 9.3;

“**Financial Year**” means each year ending 31 December;

“**General Meeting**” means a general meeting of members convened in accordance with Rule 15;

“**Member**” means a natural person who is a member of the VBRA;

“**Purposes**” means the statement of purposes in accordance with Rule 3.1

“**Region**” means a region as determined by the Board in accordance with Rule 6.2;

“**Sub-Committee**” means a sub-committee in accordance with Rule 9;

“**the Act**” means the Association Incorporations Act 1981;

“**the Regulations**” means the Regulations under the Act;

“**VBRA Tribunal**” means the VBRA Tribunal in accordance with Rule 18;

- 2.2 Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Interpretation of Legislation Act 1984 and the Act as in force from time to time.

3 Statement of Purposes

- 3.1 The VBRA exists to:

- a) Establish, co-ordinate and control the activities of Members, Branches, Regions, Associate Committees and Sub-committees of the VBRA;
- b) Represent the interests of all Members and other persons associated with the VBRA within the State of Victoria and at a national level;
- c) Provide Members with the opportunity to maximize their potential by officiating in the highest level of basketball possible, given their own ability.

- 3.2 In pursuit of these purposes, the VBRA will seek to:

- a) Develop, deliver and maintain education and other programs to enhance and promote high standards of officiating;
- b) Provide for the interpretation of basketball playing rules in accordance with the directives of FIBA and Basketball Australia;
- c) Maintain communication with Basketball Australia and Basketball Victoria and their commissions as appropriate;
- d) Represent the interests of the Members of the VBRA to Basketball Victoria on all matters affecting basketball officiating;
- e) Initiate and authorize the formation of the VBRA Tribunal and its membership;
- f) Where deemed appropriate by the Board, obtain sponsorship to support activities of the VBRA, subject always to the sponsorship guidelines and requirements of Basketball Victoria;
- g) Deal with any other matters which the Board considers to be in the interests of Members.

- 3.3 The VBRA may derive its funds from Licence Fees in accordance with these Rules, equipment sales to Members, Branches, Regions and Associate Committees, the provision of services to Basketball Victoria and its affiliates, sponsorship, gifts and donations, and such other sources as the Board may deem to be prudent, appropriate and consistent with the Purposes of the VBRA.

4 Members

4.1 The Members of the Association shall consist of:

- a) **Active Members.** Active Membership shall be open to any natural person who is in good standing with the VBRA and who actively participates or proposes to participate as a referee, referee coach, referee supervisor, or similar role related to active officiating, at one or more basketball associations or leagues affiliated with Basketball Victoria, who is nominated for membership by a Branch or Region. Active Members shall pay to the VBRA the annual Licence Fee for Active Members. Active Member voting rights are allocated to the Branch or Region through which they are affiliated with the VBRA, in accordance with Rule 15.10(c).
- b) **Associate Members.** Associate membership of the VBRA shall be open to any natural person who is in good standing with the VBRA and who is nominated and approved for membership by an Associate Committee as provided in these Rules who is accepted by the Board as an Associate Member. Associate Members shall not pay any fees and have no voting rights.
- c) **Honorary Members.** Honorary Membership is open to any natural person who is in good standing with the VBRA, who requests Honorary Membership and who is accepted by the Board as an Honorary Member. Honorary Members shall not pay any fees and have no voting rights.
- d) **Life Members.** Life Membership is open to any natural person who is in good standing with the VBRA and who is elected in accordance with Rule 5.2 of these Rules. Life Members shall not pay any fees and shall be entitled to vote at General Meetings.
- e) **Junior Members.** Junior Membership shall be open to any natural person who is in good standing with the VBRA and who actively participates or proposes to participate in an active officiating role, at one or more basketball associations affiliated with Basketball Victoria, who is nominated for membership by a Branch or Region. Junior Members are those accredited officials who are under 14 years of age. Junior Members must be included on the Branch Listings supplied to the VBRA. Junior Members shall not pay any fees and have no voting rights.

Upon reaching the age of 14, Junior Members are automatically graded to Level 1C and become active VBRA members. They are then required to pay the appropriate Referee Licence Fee in line with Clause 16, except if their birthday is on or after 1 September they shall not have to pay the VBRA licence fee until the start of the next calendar year.

- 4.2 Any person who actively participates or proposes to participate as a referee, referee coach, referee supervisor, or similar role related to active officiating, at one or more basketball associations or leagues affiliated with Basketball Victoria, must be a licensed Active Member, Associate Member or Life Member of the VBRA.

5 Conditions of Membership

5.1 Active or Associate Membership

- a) Each Active Member shall apply for membership of the VBRA through a Branch or a Region as appropriate under Rule 6.2(b);
- b) Each Associate Member shall apply for membership through an Associate Committee;
- c) Each such application shall be in the format prescribed by the Board from time to time;
- d) Each Active or Associate Member must be nominated annually by a Branch, Region or Associate Committee as appropriate;
- e) An Active or Associate Member may be affiliated with more than one (1) Branch, Region or Associate Committee, but may only be nominated for Membership of the VBRA through one (1) Branch, Region or Associate Committee;
- f) Each Active Member must pay to the VBRA through the nominating Branch or Region, the annual Licence Fee appropriate to the class of membership;
- g) Each Member agrees to be bound by these Rules and by any by-laws of the VBRA, including payment of fees and the determinations of VBRA Tribunals;
- h) A Branch, Region or Associate Committee may, for good and proper reason, decline to nominate or withdraw the nomination of a person for Active or Associate Member of the VBRA, as appropriate.

The Board shall have the discretion to grant membership to any Active or Associate Member who complies with these conditions of membership, and shall have the discretion to suspend membership of any Active or Associate Member who seriously or persistently fails to comply with these conditions of membership.

5.2 Life Membership. A nomination of a Member for Life Membership of the VBRA shall:

- a) Be made in writing by a Member stating the grounds for the awarding of Life Membership, not less than 28 days prior to an Annual General Meeting;

- b) Shall be considered by the Board, or by a Sub-Committee; a nominee shall be considered upon the grounds approved from time to time by the Board, which shall at least include a considerable period of service as a Member and a considerable period of distinguished or meritorious service to the VBRA and its Members at a state-wide level;
- c) Shall, if approved by the Board or Sub-Committee as appropriate, be submitted for resolution by Members at the next Annual General Meeting;
- d) Shall be granted if the resolution is passed by a three-fourths majority of the votes cast at the next Annual General Meeting.

Upon Life Membership being granted, the Member's name shall be entered in the Register of Life Members.

Each Life Member shall be granted the privilege of free admission to all functions held by the VBRA and shall be awarded a badge of appropriate design.

Life Membership may be revoked by a resolution passed by a three-fourths majority of votes at a General Meeting.

5.3 A right, privilege or obligation of a Member by reason of membership of the VBRA:

- a) is not capable of being transferred or transmitted to another person;
- b) terminates upon the cessation of Membership either by death, resignation or otherwise.

5.4 Resignation

- a) A Member who has paid all monies due and payable by him or her to the VBRA may resign from the VBRA by giving notice in writing to the appropriate officeholder of the Branch or Region through which the Member is affiliated with the VBRA.
- b) Upon receiving the notice referred to in Rule 5.4(a), the appropriate officeholder of the Branch or Region shall make an entry in the Branch or Region's register of Members and shall notify the VBRA from time to time.

5.5 Expulsion

- a) The Board shall have the discretion to expel any Member who seriously or persistently fails to comply with these Rules or who seriously or persistently engages in conduct unbecoming or prejudicial to the interests of the VBRA.

- b) Before expelling a Member under this Rule 5.5, the Board shall:
 - Give the Member the opportunity to be heard
 - Give the Member the opportunity to comment on any evidence, written or oral, presented to the Board.
- c) In considering the matter the Board shall give equal weight to the Statement of Purposes of the VBRA and to the principles of natural justice.
- d) A decision to expel a Member under this Rule 5.5 shall have immediate effect, but the Member shall have the right of appeal to Basketball Victoria under the Grievance provisions of these Rules, and any expulsion shall be stayed pending the resolution of such an appeal.

6 Branches, Regions, Associate Committees and Panels

- 6.1 Branches. Branches shall be groups of Active Members who are responsible for refereeing at one or more basketball association(s) affiliated with Basketball Victoria, which group is approved by the Board as a Branch
- 6.2 Regions
 - a) The Board shall group Branches into such Regions as it deems proper, taking geographic and demographic similarities into consideration;
 - b) Where the Board deems it impractical or undesirable to group Branches in accordance with the preceding Rule 6.2(a), such as in regional and rural Victoria, the Board may recognise such other groupings of Active Members as it deems proper to be a Region or Regions.
- 6.3 Associate Committees. Where a group of Associate Members who are responsible for an aspect of basketball other than that required for Active Membership (for example, score-table officiating) wish to be recognised as a formal grouping within the VBRA, the Board may recognise such a group as an Associate Committee.
- 6.4 Panels. The Board may form Panels from groups of Active or Life Members appointed to participate in state- or national-level leagues, tournaments or competitions. The policies for membership, promotion, demotion and appointments within such panels shall be considered by the Board from time to time upon the recommendation of the Executive Committee.

7 Conditions for Branches, Regions and Associate Committees

- 7.1 Branches

- a) Each Branch must pay to the VBRA the entrance fee if any (unless the Branch was a Branch as at the date of adoption of these Rules) and the annual Fee for Branches;
- b) Each Branch must have and maintain an appropriate infrastructure of officeholders which supports the proper management of the Branch;
- c) Each Branch agrees to be bound by these Rules and by any by-laws of the VBRA, and to accept and enforce all decisions of the VBRA, including the collection and payment of fees and the determinations of VBRA Tribunals;
- d) Each Branch shall be known as "Victorian Basketball Referees Association – (insert name) Branch";
- e) Each Branch must notify the VBRA on an annual basis of the details of the names and addresses of any persons who hold office in the Branch's infrastructure;
- f) Each Branch must maintain a Register of Active Members in which shall be entered the full name, address, contact details, and grading and which shall be submitted to the VBRA at the commencement of each Financial Year and updated periodically as details change;
- g) A Branch may adopt a constitution or set of rules, provided that such constitution or rules do not contravene the Act or contradict these Rules in any respect. Where a Branch has not adopted a constitution or set of rules, it shall be deemed to have adopted these Rules in so far as they are reasonably applicable in the circumstances;
- h) Each Branch must abide by and support the conditions of any sponsorship agreements as determined by the Board from time to time;
- i) A Branch wishing to seek Branch sponsorship must first obtain approval from the Board before any individual sponsorship agreement is entered into, which approval may be granted or refused by the Board in its absolute discretion.
- j) A branch wishing to disband may do so by giving notice in writing to the VBRA.

The Board shall have the discretion to grant membership to any Branch which complies with these conditions of membership, and shall have the discretion to suspend membership of any Branch which seriously or persistently fails to comply with these conditions of membership.

7.2 Regions

The conditions under Rule 7.1 shall apply equally to any Region approved under Rule 6.2 (b).

7.3 Expulsion

- a) The Board shall have the discretion to expel any Branch, Region or Associate Committee that seriously or persistently fails to comply with these Rules or that seriously or persistently engages in conduct unbecoming or prejudicial to the interests of the VBRA.
- b) Before expelling a Branch, Region or Associate Committee under this Rule 7.3, the Board shall:
 - Give the office-holders of the Branch, Region or Associate Committee the opportunity to be heard
 - Give the office-holders of the Branch, Region or Associate Committee the opportunity to comment on any evidence, written or oral, presented to the Board.
- c) In considering the matter the Board shall give equal weight to the Statement of Purposes of the VBRA and to the principles of natural justice.
- d) A decision to expel a Branch, Region or Associate Committee under this Rule 7.3 shall have immediate effect, but the Branch or region shall have the right of appeal to Basketball Victoria under the Grievance provisions of these Rules, and any expulsion shall be stayed pending the resolution of such an appeal.

8 The Board

8.1 The Board shall comprise:

- a) The President
- b) The Vice President
- c) The Honorary Finance & Administration Manager or such other title as the Board may apply to the Board Member elected to manage the financial and administrative affairs of the VBRA;
- d) Three (3) General Board Members, to whom the Board may assign such portfolio or portfolios as it deems proper;
- e) A nominee of Basketball Victoria provided that a failure of Basketball Victoria to nominate a Board Member shall not invalidate the workings or decisions of the Board.

8.2 The Board Members shall be elected to two (2) year terms in accordance with these Rules:

- a) The Vice President, the Honorary Finance & Administration Manager, and one half (rounded down) of the General Members shall retire at each Annual General Meeting held in an odd-numbered year, and if eligible may stand for re-election.
 - b) The President and those General Board Members not retiring in accordance with Rule 8.2 (a) shall retire at each Annual General Meeting held in an even-numbered year, and if eligible may stand for re-election.
 - c) In determining which General Board Members shall retire on the first occasion of the implementation of Rule 8.2 (a), or in the event of ambiguity as to the implementation of Rule 8.2 (a), any General Board Members appointed to a casual vacancy shall retire first, followed by the most recently elected General Board Members. If the required retirements remain uncertain then any uncertainty shall be resolved by the drawing of lots.
- 8.3 Board Members shall be Members of the VBRA, other than the nominee of Basketball Victoria, who may but need not be a Member.
- 8.4 A casual vacancy caused by the death, incapacity, resignation or termination of a Board Member may be filled by a resolution of the Board.
- 8.5 The Board may act notwithstanding any Board vacancy.
- 8.6 A Board Member who is banned from holding office under the Act or by a determination of the VBRA Tribunal shall be deemed to have been terminated at the expiration of all appeals or the time for all appeals against such ban.
- 8.7 Meetings of the Board shall be chaired by the President, in his or her absence the Vice President, or in the absence of both of them a Board Member elected by the Board Members present at the meeting.
- 8.8 The Board shall meet not less than ten (10) times per year at reasonably spaced intervals, for the purpose of considering:
- a) Financial reports, including the consideration, and if deemed proper the approval, of all payments
 - b) Correspondence
 - c) Membership reports and applications for Branch Membership
 - d) Appeals
 - e) Proposals of the Executive Committee
 - f) The development of By-Laws
 - g) General business

- 8.9 A quorum shall consist of not less than four (4) Board Members.
- 8.10 The Board shall be responsible for approving all policies, by-laws and recommendations of the VBRA.
- 8.11 Each Board Member shall be entitled to cast one vote in respect of each motion properly moved and seconded.
- 8.12 Resolutions of the Board shall be determined by a simple majority of valid votes cast.
- 8.13 Votes shall be cast by a show of hands unless the chairperson or a majority of members entitled to vote requires a secret ballot.
- 8.14 The chairperson shall be entitled to an ordinary but not a casting vote. In the event that a vote is tied, the motion shall be deemed to be lost.
- 8.15 A Board Member who is absent from three consecutive or a total of five Board meetings in a Financial Year without reasonable excuse may be deemed by resolution of the Board to have resigned his or her Board membership.
- 8.16 Nothing in this Rule 8 shall be deemed to entitle the Board to make resolutions in respect of matters that are properly the jurisdiction of a General Meeting in accordance with these Rules.

9 Sub-Committees

- 9.1 Each year the Board shall determine an appropriate Sub-committee structure and method of composition for the forthcoming year, which it shall present to the Annual General Meeting for approval or amendment.
- 9.2 The Board shall recognize as Convener of each such Sub-committee the person democratically elected by the Sub-committee as its convener, provided that the Convener so elected is and remains a Member in good standing with the VBRA.
- 9.3 The preceding Rule 9.1 and Rule 9.2 notwithstanding, the Board may reserve unto itself the right to appoint the Convener and/or members of a Sub-committee or Sub-committees of a technical or educative nature (including without limitation the State Rules Interpreter, the members and Convenor of a referee or referee-coach education Sub-committee, the chairperson, secretary and members of the VBRA Tribunal).

10 The Executive Committee

- 10.1 The Executive Committee shall consist of the Board, the State Rules Interpreter and the Conveners appointed in accordance with Rule 8.
- 10.2 The Convener of each Region, each Associate Committee, and the Secretary of the VBRA Tribunal shall be entitled to membership of the Executive Committee.
- 10.3 The Executive Committee shall meet not less frequently than quarterly to consider, and if deemed appropriate act upon, reports presented by each Sub-committee, and such other matters as may be considered appropriate by the chairperson.
- 10.4 The Executive Committee shall develop policies for the consideration of the Board.
- 10.5 Meetings of the Executive Committee shall be chaired by the President, in his or her absence the Vice President, or in the absence of both of them a Board Member elected by the Executive Committee members present at the meeting.
- 10.6 A quorum shall consist of five (5) eligible members and must include at least one (1) Board Member.
- 10.7 Each Executive Committee member shall be entitled to cast one (1) vote in respect of each motion properly moved and seconded.
- 10.8 Resolutions of the Executive Committee shall be determined by a simple majority of valid votes cast.
- 10.9 Votes shall be cast by a show of hands unless the chairperson or a majority of members entitled to vote requires a secret ballot.
- 10.10 The chairperson shall be entitled to an ordinary but not a casting vote. In the event that a vote is tied, the motion shall be deemed to be lost.
- 10.11 Resolutions of the Executive Committee shall be forwarded to the Board for its consideration and, if deemed proper, ratification, amendment or rejection.
- 10.12 Nothing in this Rule 10 shall be deemed to entitle the Executive Committee to make resolutions in respect of matters that are properly the jurisdiction of the Board or of a General Meeting in accordance with these Rules.

11 Administration and Management

- 11.1 The Honorary Finance and Administration Manager shall:

- a) Collect and receive all monies due to the VBRA and promptly upon their receipt, bank the same in the name of the VBRA;
 - b) Make all payments authorised by the Board from the funds of the VBRA;
 - c) Maintain and manage all investments of the VBRA;
 - d) Give all notices of Meetings required by these Rules;
 - e) Take minutes of all General Meetings, Board Meetings and Executive Committee Meetings and shall record the same and cause them to be distributed as provided for in these Rules;
 - f) Keep a register of attendances at all General Meetings, Board Meetings and Executive Committee Meetings;
 - g) Conduct the correspondence of the VBRA;
 - h) Approve all publications of the VBRA;
 - i) Be generally responsible for keeping records of the activities of the VBRA;
 - j) Act as the Public Officer of the VBRA;
 - k) Maintain the Common Seal of the VBRA in safe custody;
 - l) Maintain a register of the application of the Common Seal of the VBRA;
 - m) Maintain the registers of Members of the VBRA;
 - n) Maintain the register of Branch, Region and Associate Committee executives and office bearers;
 - o) Issue Membership cards;
 - p) Develop and negotiate contracts on behalf of the VBRA in accordance with resolutions of the Board.
- 11.2 The Honorary Finance and Administration Manager may delegate the above duties as approved by the Board, except that he or she may not delegate any aspect of the financial management of the VBRA.
- 11.3 All payments from bank accounts of the VBRA shall be approved by the Honorary Finance and Administration Manager and shall be countersigned by the President or Vice President.
- 11.4 The Honorary Finance and Administration Manager shall act prudently and in the best interests of the VBRA.
- 11.5 The register of Members shall be available for inspection by a Member during business hours and upon reasonable notice.
- 11.6 The books of account shall be available for inspection by a Member during business hours and upon reasonable notice.

- 11.7 A member may make a copy of entries in the register of Members or the books of account, provided that they undertake in writing to maintain the confidentiality of same. Such copies may only be disclosed to other Members of the VBRA or their professional advisers with a need to know, and then only on the proviso that they maintain similar confidentiality and non-disclosure.

12 Common Seal

- 12.1 The Common Seal of the VBRA may only be affixed to a document in accordance with a resolution of the Board and must be attested to by two (2) Board Members.

13 Auditor

- 13.1 A duly qualified and experienced auditor shall be appointed each year by resolution of the Annual General Meeting. The auditor shall certify the correctness of the annual financial statements prepared by the Honorary Finance and Administration Manager for presentation to the Annual General Meeting.
- 13.2 The Board may fill any casual vacancy caused by the resignation, death or termination of the appointment of the Auditor.

14 Honorariums and Expenses of Office

- 14.1 The Board may recommend to each Annual General Meeting the payment of Honorariums to one or more Executive Committee members, in such amount or amounts as it deems proper, provided that:

- a) Payment of such Honorarium is permitted under the Act and other governing law;
- b) Recommendation of such Honorariums is prudent in all of the circumstances.

The approval, disapproval or amendment of any or all Honorariums is subject to a General Business resolution of an Annual General Meeting for the preceding twelve months or such other period as the Annual General Meeting may resolve.

- 14.2 The Board may approve the advancing of Honorariums upon the request of a Board Member whom it would reasonably expect to be entitled to such Honorarium, provided that:
- a) The amount so advanced does not exceed two-thirds of the Honorarium approved by the previous Annual General Meeting for the same or a reasonably equivalent office;

- b) The recipient agrees to immediately repay any amount which subsequently exceeds the amount approved by an Annual General Meeting.
- 14.3 The Board may approve the reimbursement of expenses of office of Executive Committee Members as it deems appropriate and reasonable in the circumstances, provided that:
- a) Approval of such reimbursement is permitted under the Act;
 - b) The expense is properly documented, receipted and has been actually incurred;
 - c) Approval of the expense is in the best interests of the VBRA.

15 General Meetings

- 15.1 All General Meetings shall be chaired by the President, in his or her absence the Vice President, or in the absence of both of them a Life Member elected by the Members present at the meeting.
- 15.2 A quorum at a General Meeting shall consist of not less than ten (10) Members eligible to vote at the meeting.
- 15.3 The Annual General Meeting shall be held within three (3) months of end of each Financial Year.
- 15.4 General Business to be transacted at the Annual General Meeting:
- a) The confirmation of the minutes of the preceding Annual General Meeting and of any General Meeting held since that Annual General Meeting;
 - b) To consider any business arising from those minutes;
 - c) To consider, and if deemed appropriate approve, reports, including:
 - President's report;
 - Finance and Administration report, which shall include audited statements of account;
 - Such sub-committee reports as may be presented;
 - d) To consider, and if deemed appropriate approve or amend, the structure and method of composition of Sub-committees for the current year;
 - e) To set the scale of Licence Fees for the next year;
 - f) To elect the members of the Board for the current year to replace those Board Members retiring in accordance with Rule 8.2;

- g) To consider, and if deemed appropriate approve or amend, Honorariums for the preceding year;
 - h) To appoint the auditor for the current year;
 - i) To consider any General Business of which notice has been given in accordance with these Rules;
 - j) To consider any General Business that the chairperson in his or her discretion may permit.
- 15.5 An Annual General Meeting will consider any Special Business:
 - a) Nominations for the award of Life Membership;
 - b) Other motions of Special Business of which notice has been given in accordance with these Rules.
- 15.6 Resolutions of an Annual General Meeting shall apply from the date of the Annual General Meeting until the next Annual General Meeting, unless rescinded by a subsequent General Meeting, except that:
 - a) Honorariums shall apply in respect of the Financial Year preceding the calendar year in which the Annual General Meeting is held, unless otherwise resolved;
 - b) Licence Fees shall apply in respect of the Financial Year following the calendar year in which the Annual General Meeting is held, unless otherwise resolved.
- 15.7 General Meetings other than the Annual General Meeting:
 - a) The Board shall, upon the requisition in writing of Branches and/or Regions representing not less than 10% of the total number of votes eligible to be cast at a General Meeting, convene a General Meeting of the VBRA.
 - b) The requisition of a General Meeting shall state the objects of the meeting and shall be sent to the VBRA, and may consist of several documents in like form each one signed by an appropriate officeholder of one or more requisitioning Branch or Region.
 - c) The Board shall cause the General Meeting to be scheduled within six weeks (6) of the receipt of the requisition(s) of the Branch or Region.
- 15.8 Notice of Meeting

- a) The Honorary Finance and Administration Manager shall, not later than fifty-six (56) days prior to the date fixed by the Board for holding a General Meeting, cause to be sent to each Branch, Region, Associate Committee, Executive Committee Member, Life Member and Honorary Member, a notice by pre-paid mail stating the place, date and time of the meeting and inviting nominations for Election to the Board, nominations for Life Membership and for such other purposes as the Board may approve.
- b) The Honorary Finance and Administration Manager shall, not later than twenty-eight days (28) days prior to the date fixed by the Board for holding a General Meeting, cause to be sent to each Branch, Region, Associate Committee, Executive Committee Member, Life Member and Honorary Member, a notice by pre-paid mail stating the place, date and time of the meeting a list of candidates for Election to the Board (where applicable), and the nature of the business to be transacted at the meeting.
- c) The Notice of Meeting shall state whether the meeting is an Annual General Meeting or other General Meeting.

15.9 Proceedings at General Meetings

- a) Subject to this Rule, the ordinary business and the special business of the meeting shall be conducted at the meeting and any other general business may, at the absolute discretion of the chairperson, be conducted at the meeting.
- b) No item of business shall be transacted at the meeting unless a quorum of members entitled to vote is present in person at the meeting.
- c) If within one hour after the time appointed for the commencement of a General Meeting a quorum is not present:
 - If it is a meeting requisitioned by Branches and/or Regions, the meeting shall be dissolved;
 - In any other case, the meeting shall stand adjourned to the same day in the next week at the same time and place (so far as is practicable);
- d) The chairperson of a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- e) Where a meeting is adjourned for twenty-eight (28) days or more, a like notice of the adjourned meeting shall be given as in the case of the General Meeting; other wise no notice of the adjourned meeting is necessary.

15.10 Voting at General Meetings

- a) Each Life Member present shall be entitled to cast one (1) vote on each motion properly moved and seconded at a General Meeting;
- b) Each Board Member present shall be entitled to cast one (1) vote on each motion properly moved and seconded at a General Meeting, provided that a Member who is both a Life Member and a Board Member shall only be entitled to cast one (1) vote;
- c) One (1) delegate from each Branch, who shall be duly authorised by that Branch in writing, shall be entitled to cast one (1) vote for each twenty (20) Active Members, or part thereof, affiliated with the VBRA through that Branch, on each motion properly moved and seconded at a General Meeting;

Where the Board has recognised a Region in accordance with Rule 6.2 (b) [but not Rule 6.2(a)], one (1) delegate from each such Region, who shall be duly authorised by the Region in writing, shall be entitled to cast one (1) vote for each twenty-five (25), or part thereof, Active Members affiliated with the VBRA through that Region on each motion properly moved and seconded at a General Meeting. Any Branch aggregated into a Region through Rule 6.2(b) shall have its voting rights represented through that Region and shall not be entitled to a separate vote.

- d) Only natural persons present at the time a vote is taken may vote at General Meetings; proxy votes are not permitted and will not be recognised.

In determining the number of votes to which each Branch or Region is entitled, the number of fully paid-up Active Members affiliated with the VBRA through that Branch or Region for the preceding Financial Year shall be used for Annual General Meetings and the number for the current Financial Year for other General Meetings.

- e) Votes shall be cast by a show of hands unless the chairperson or ten (10) Members present and entitled to vote requires a secret ballot.
- f) Motions relating to the following matters shall be Special Business:
 - amendments to these Rules
 - winding-up the VBRA
 - disposal of all or a substantial part of the assets of the VBRA
 - the awarding of or rescinding of Life Membership
 - no-confidence in the Board or any Board Member

- censure or expulsion of any Member, Branch, region or Associate Committee
 - any other motion which the chairperson, acting reasonably, declares to be a Special Resolution before a vote is taken
- g) All other motions shall be General Business.
- h) To be resolved in the affirmative, Special Business shall require a majority of three-fourths (3/4) of the valid votes cast.
- i) To be resolved in the affirmative, General Business shall require a simple majority of the valid votes cast.
- j) The chairperson shall be entitled to an ordinary but not a casting vote.
- k) In the event of a tied vote a motion shall be deemed to be lost.
- l) A declaration by the chairperson that a resolution has been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the minutes of the meeting, is evidence of the fact, without proof of the number or proportion of votes recorded in favour or against that resolution.
- m) If at a meeting a secret ballot is required in accordance with Rule 15.10 (e), it shall be taken at that meeting in such manner as the chairperson may direct and the resolution of the secret ballot shall be deemed to be a resolution of the meeting on that question.

15.11 Election of Board Members

- a) A Member wishing to be a candidate for election to the Board must first be nominated and seconded in writing by two (2) Members, and must give his or her written consent to such nomination. Nominations must be submitted to the Honorary Finance and Administration Manager not less than thirty-five (35) days prior to the Annual General Meeting.
- b) Where there are fewer candidates than the number of vacancies for a position or positions, the chairperson may seek nominations from the floor of the Annual General Meeting.
- c) Where there are the same number of candidates as vacancies for a position or positions, those candidates shall be deemed to be elected.
- d) Where there are more candidates for a position than there are vacancies for that position, the chairperson shall appoint a Returning Officer, being a suitably experienced person not being a candidate for election, who shall conduct the election as follows:
- Voting shall be by secret ballot

- Votes shall be valid if they unambiguously indicate a preference for one or more candidates for each position, up to the maximum number of vacancies to be filled for each position
- The candidate or candidates receiving the highest number of votes shall be declared to be elected. For the avoidance of doubt, elections shall be conducted on a “first past the post” basis.

15.12 Regulations concerning the conduct of meetings:

- a) The mover of a proposition shall not speak for more than ten (10) minutes; subsequent speakers shall be allowed a maximum of five (5) minutes to reply;
- b) Whenever an amendment is proposed upon an original proposition, no second amendment shall be proposed until the first amendment shall have been disposed of;
- c) If an amendment be carried, it shall displace the original proposition and become itself the proposition, to which any further amendment may be proposed;
- d) If an amendment be negatived, then a further amendment may be moved to the original proposition, but only one (1) amendment may be submitted to the meeting for discussion at one time;
- e) The mover of every original proposition, but not of an amendment, shall have the right to reply, immediately after which the question shall be determined by the meeting, but no other person shall speak more than once on the same question, unless permission has been given to explain or the attention of the chairperson be drawn to a point of order;
- f) Propositions and amendments shall be submitted in writing when requested by the chairperson.

16 Licence Fees

- 16.1 The Licence Fees shall be set annually by a General Business resolution of the Annual General Meeting and shall apply to the next Financial Year.
- 16.2 The Annual General Meeting may set different Licence Fees for each class of membership, provided that Life Members, Associate Members and Honorary Members shall pay no Licence Fees.
- 16.3 The Annual General Meeting may divide a class of membership into sub-classes (such as Junior Member and Senior Member) and may set different Licence Fees for each sub-class.
- 16.4 The Annual General Meeting may set different Licence Fees for different Regions.

17 Awards

- 17.1 The Board may from time to time institute an award or awards for meritorious service or distinguished performance as it deems fit.
- 17.2 The Board shall approve the criteria for such awards.
- 17.3 The Board shall, where it is consistent with the criteria, seek nominations for such award or awards, and shall consider such nominations.
- 17.4 Such awards shall be presented at each Annual General Meeting and/or at such other time as the Board determines, having regard for the prestige and dignity of the award.

18 The VBRA Tribunal

- 18.1 The Board shall establish and maintain a suitably experienced Tribunal to ensure the good discipline of Members.
- 18.2 The Board shall approve the By-Laws of the VBRA Tribunal and any amendments thereto. Such By-Laws shall contain an appropriate appeal mechanism consistent with the principles of natural justice.
- 18.3 The right to discipline Members is granted only to the Board and the VBRA Tribunal through the Board, and then only in accordance these Rules and with the By-Laws of the VBRA Tribunal approved by the Board, except that:
 - a) A Branch, Region or Associate Committee may suspend or expel a Member from the services of that Branch, Region or Associate Committee for good and proper reason, but not from membership of any other Branch, Region or Associate Committee, nor from Membership of the VBRA;
- 18.4 The Board shall at all times seek to maintain the VBRA Tribunal as a tribunal in good standing with Basketball Victoria.
- 18.5 The Board shall from time to time appoint the chairperson, secretary and panel of members of the VBRA Tribunal, in accordance with the VBRA Tribunal By-Laws.

19 Alteration to the Rules of Management or Statement of Purposes

- 19.1 No alterations shall be made to these Rules of Management or Statement of Purposes unless at a General Meeting of the VBRA, called and held in accordance with these Rules, a special resolution is passed by a majority of not less than three-fourths (3/4) of the valid votes cast, and provided that notice of the motion has been given not less than twenty-eight (28) days prior to the meeting in accordance with Rule 15.8.

20 Powers of Basketball Victoria

- 20.1 The VBRA acknowledges Basketball Victoria as the ultimate authority for the conduct of basketball in Victoria and acknowledges that the following powers are reserved to Basketball Victoria:
- a) The right to veto the appointment of a Member to the position of President of the Board caused by a casual vacancy;
 - b) The right to veto the appointment of a Member to the position of State Rules Interpreter, Director of Referee Education or similar positions;
 - c) The right to veto the appointment of Members to national championships;
 - d) The right to co-ordinate with other state and national bodies for the appointment of Members to national-level competitions;
 - e) The right approve the By-Laws of and appointments to the VBRA Tribunal;
 - f) The right to veto any amendments to these Rules of Management;
 - g) It is the ultimate body of appeal in respect of any matter referred to it by the Board, or by any Member who has grounds to appeal against a decision of the Board or of the VBRA Tribunal.
- 20.2 In the event that Basketball Victoria exercises its powers under this Rule in a manner contrary to the wishes of the Board then the Board shall meet in good faith with the officers of Basketball Victoria to endeavour to resolve the dispute.

21 Winding-up of the VBRA

- 21.1 In the event of the winding-up or cancellation of the incorporation of the VBRA, the assets of the VBRA shall be distributed in accordance with the Act.

22 Indemnity

- 22.1 The VBRA shall indemnify and hold harmless, to the extent permitted by the Act, any Executive Committee member held liable as a result of the proper and good-faith exercise of a right or power under these Rules.
- 22.2 The VBRA may enact such insurances as are necessary and reasonable to provide for such indemnity.

23 Grievances

- 23.1 Any Member claiming to be aggrieved at a decision of a VBRA Tribunal shall be entitled to avail himself or herself of the appeal procedures contained in the VBRA Tribunal By-laws in accordance with Clause 18.2.
- 23.2 Any Member claiming to be aggrieved at a decision of a Branch, Region, Associate Committee or Sub-committee may appeal to the Board in writing within fourteen (14) calendar days of the original decision. The Board shall consider the appeal at its next ordinary meeting (unless the President in his or her discretion resolves to call a special meeting of the Board). In considering the appeal the Board shall give equal weight to the Statement of Purposes of the VBRA and to the principles of natural justice.

The Board may resolve to mediate in the dispute or arbitrate on the matter.

- 23.3 Any Member, Branch, Region or Associate Committee claiming to be aggrieved at a decision of the Board may appeal in writing to Basketball Victoria in accordance with Rule 20.1(g) and the Grievance Procedures of Basketball Victoria shall apply to the dispute.

24 General Conditions

- 24.1 These Rules supersede all previous Rules and By-Laws of the VBRA.
- 24.2 Any notice or other communication required or permitted under these Rules will be in writing and properly addressed and will be deemed received by the addressee on the earlier of the date of delivery, or three (3) calendar days after the date of posting if sent by pre-paid post, unless the recipient has provided the VBRA with a facsimile or electronic mail address, in which case the communication shall be deemed received when evidenced by proof of transmission.