



# **Eastern Districts Junior Basketball Association Inc**

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## **Rules of Association (Constitution)**

**To be read in conjunction with the Model Rules of the  
Associations Incorporations Act (1981)**

**Date: 16<sup>th</sup> July 2012**

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## 1. Name

The name of the incorporated association is Eastern Districts Junior Basketball Association Incorporated.

## 2. Mission Statement – EDJBA

The EDJBA exists to organise the competition of basketball and promote the sport in conjunction with its active clubs.

## 3. Objectives

The broad objectives of the EDJBA are to:

- a. encourage and promote the sport of basketball through its active clubs.
- b. represent the interests of the sport of basketball and its participants for and on behalf of the active clubs.
- c. encourage the development of socially desirable attitudes and values towards physical fitness, sportsmanship and skill acquisition through play, training and competition.
- d. provide access for participants to engage in the sport of basketball.
- e. provide individuals with the opportunity to maximize their potential by competing in well organised and professionally run basketball competitions.
- f. encourage and promote education programs to maximise the skill level of officials including coaches, referees and administrators through the member clubs.
- g. communicate with all stakeholders in an open and transparent manner.
- h. provide a pathway for all basketball participants to engage at their ability level.

In pursuit of these objectives the EDJBA may seek to:

- a. provide support and assistance for its active clubs in all areas of their operations.
- b. act on behalf of its member clubs in negotiating sponsorships, liaison with governments, councils and other authorities.
- c. encourage and support active clubs to identify talented basketballers and foster their development.
- d. affiliate with Basketball Victoria or any other relevant governing body and actively promote, foster and develop basketball through its active clubs.
- e. hear, determine, settle and resolve disputes between its active clubs in so far as these relate to EDJBA matters.
- f. deal with any other matters which the association may deem to be in the best interest of the sport of basketball that pertain to its activities through its active clubs.

## 4. Interpretation

a) In these rules unless the contrary intention appears:

**"Association"** means the EDJBA..

**"Active clubs"** means Clubs that are taking part in competition organised by the Association in its current or immediately preceding season, which have paid such fees and other moneys as may be determined from time to time by the Committee.

**"Life member"** means any member elected to life membership by the Active Clubs at a General Meeting.

**"Committee"** means the Committee of Management of the Association.

**"Financial Year"** means the year ending 30<sup>th</sup> June each year.

**"General Meeting"** means a general meeting of members as convened in accordance with these rules.

**"Committee Member"** refers to any member elected or appointed to the Committee as provided for in these rules.

**"Season"** means a playing season as determined the Association.

**"The Act"** means the Associations Incorporations Act 1981.

**"The Regulations"** means the regulations under the Act.

b) In these rules a reference to the Secretary of the Association is a reference:

- (i) where a person holds office under these rules as Secretary of the Association – to that person; and
- (ii) in any case to the Public Officer of the Association.

c) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and the Act as in force from time to time.

d) a reference to a rule, by-law, schedule or annexure is to a rule, by-law, schedule, or annexure of, or made under this Constitution.

e) words importing the singular include the plural and vice versa.

- f) words importing any gender include other genders.
- g) Headings are for convenience only and shall not be used for interpretation.
- h) References to persons include natural persons, corporations and bodies politic, and any legal representatives, successors and permitted assigns of that person.
- i) A reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction)
- j) Expressions referring to “writing” shall unless the contrary intention appears, be construed as including references to printing, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

## **5. Enforceability**

If any provision of this constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision shall be read down for the purpose of that jurisdiction, if possible, so it is valid and enforceable. If it cannot be so read down the provision shall be severed to the extent of the invalidity or unenforceability. The remaining provisions of this constitution and its validity or enforceability shall not be affected by the severance in any other jurisdiction.

## **6. The Association**

The Association shall consist of all Active Clubs and Members as provided for in these rules.

## **7. Affiliations**

The Association may from time to time affiliate with such other bodies or organisations as it deems fit.

## **8. Membership**

- a) The following shall be deemed to be members of the Association.
  - (i) Active Clubs
  - (ii) Life Members
- b) Active Clubs shall be entitled to have one delegate for teams participating in boy's competitions and one delegate for teams participating in girl's competitions to vote at any meeting in accordance with clause 24 of this constitution.

- c) The Committee or any Active Club may nominate any person for appointment as a Life Member. Such nomination however must be carried by a three-fourths majority of those present and eligible to vote at any General Meeting. Any Life Membership may be cancelled if the person concerned is notified of the proposed resolution of cancellation and if further resolution is carried by a three-fourths majority of those present and eligible to vote at any meeting of the Association

## **9. Committee of Management of the Association**

- a) The affairs of the Association shall be managed by the Committee constituted in accordance with the provisions of the rules contained herein.
- b) The committee:
  - (i) shall manage the business and affairs of the Association.
  - (ii) may, subject to these rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these rules to be exercised at general meetings: and
  - (iii) subject to these rules, the Regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association except for the by-laws.
  - (iv) The committee shall have the power to co-opt extra members who have particular skills deemed of value to the operation of the association.
- c) Subject to section 23 of the Act, the Committee shall consist of:
  - (i) The officers of the association each of whom shall be elected at the annual general meeting of the Association in each year.
  - (ii) Seven (7) ordinary members each of whom shall be elected at the annual general meeting of the Association in each year.
  - (iii) Up to two (2) co-opted members as described in clause 11.

## **10. Committee members**

- a) The Committee members shall be:
  - (i) a President
  - (ii) a Vice-President
  - (iii) a Treasurer
  - (iv) a Secretary



- (v) seven committee members each of whom shall be elected at the Annual General Meeting of the Association in each year.
- b) Each Committee member shall hold office until the Annual General Meeting next after the date of his or her election but is eligible for re-election.
- c) In the event of a casual vacancy in any office the Committee may appoint a person to the vacant office up to and including the conclusion of the Annual General Meeting next following the date of his or her appointment.

## **11. Co-opted Members of the Committee**

The committee may vote to appoint to the Committee of Management up to two (2) co-opted committee members.

- a) Co-opted members may be drawn from the members of the Association or may be a community member where the committee has identified that the community members skills and experience will support the objectives of the association.
- b) Subject to these rules, each co-opted member of the committee shall hold office until the annual general meeting next after the date of appointment but is eligible for either election or reappointed as a co-opted member.
- c) Co-opted members shall have full voting rights at all committee meetings.

## **12. Election of the Committee**

- a) Nominations of candidates for election as officers of the Committee or as members of the Committee, shall be called for from Active Clubs and:
  - (i) shall be made in writing, signed by two officials of an Active Club or Active Clubs of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination) and;
  - (ii) shall be delivered to the Office of the EDJBA not less than seven (7) days before the date fixed for the holding of the Annual General Meeting.
- b) If insufficient nominations are received to fill all vacancies on the Committee candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.
- c) If the number of nominations received is equal to the number of vacancies to be filled the persons nominated shall be deemed to be elected.
- d) If the nominations exceed the number of vacancies to be filled, a ballot shall be held.

- e) The ballot for the election of all Committee members shall be conducted at the Annual General Meeting. The method of election for the committee shall be by the exhaustive preferential voting system.
- f) A nomination of a candidate for election under this clause is not valid if that candidate has been elected to another office at the same election except as described in Clause 12 (g).
- g) Where a candidate has unsuccessfully nominated for a position and if insufficient nominations are received to fill all vacancies on the Committee that person may be nominated for another position.
- h) The election of Committee members shall take place in the following order:
  - (i) a President
  - (ii) a Vice President
  - (iii) a Treasurer
  - (iv) a Secretary
  - (v) seven Committee members
- i) The Secretary shall immediately upon closure of nominations notify all members of the nominations received.
- j) The Secretary shall act as Public Officer for the association.

### **13. Vacancy of Committee Membership**

For the purpose of these rules the office of a Committee member becomes vacant if that member:

- a) becomes insolvent under administration within the meaning of the Companies (Victoria) Code;
- b) resigns his or her office by notice in writing given to the Secretary;
- c) is subject to any sanction by the Committee, which sanction is confirmed by the Members, under clause 14;
- d) is directly or indirectly interested in any contract or proposed contract with the association and, in the opinion of the committee, has deliberately, recklessly or negligently failed to declare the nature of his interest;
- e) is removed from office in accordance with this Constitution;



- f) dies or becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- g) would be prohibited from being a director of a company under the *Corporations Act 2001* (Cth); or
- h) fails to attend three consecutive meetings of the committee without having previously obtained leave of absence or provided reasonable excuse for such absence.

## 14. Removal of Committee Members

- a) The Association in General Meeting may by resolution remove any Committee Member before the expiration of his or her term of office and appoint another member in his or her stead to hold office until the expiration of the term of the first mentioned member.
- b) Where the Committee Member to whom a proposed resolution referred to in Sub-clause (a) makes representation in writing to the Secretary or President of the Association (not exceeding a reasonable length) and requests that they be notified to the other Committee Members of the Associations, the Secretary or the President may send a copy of the representations to each Committee Member of the Association or, if they are not so sent, the Committee Member may require that they be read out at the meeting.

## 15. Disputes and Mediation

- a) The grievance procedure set out in this rule applies to disputes under this Constitution between:
  - (i) a Member and another Member; or
  - (ii) a Member and the Association.
- b) 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 of the parties.
- c) 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 10 days, hold a meeting in the presence of a mediator.
- d) The mediator must be:
  - (i) a person chosen by agreement between the parties; or
  - (ii) in the absence of agreement:
    - a) in the case of a dispute between a Member and another Member, a person appointed by the Committee; or
    - b) in the case of a dispute between a Member and the Club, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

- e) A Member can be a mediator.
- f) The mediator cannot be a Member who is a party to the dispute
- g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- h) The mediator, in conducting the mediation, must:
  - (i) give the parties to the mediation process every opportunity to be heard; and
  - (ii) allow due consideration by all parties of any written statement submitted by any party; and
  - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- i) The mediator must not determine the dispute.
- j) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **16. Procedure for Committee Meetings of the Committee**

- a) The committee shall meet at least six (6) times in each year at such place and such times as the committee may determine.
- b) Extraordinary meetings of the Committee may be convened by the President or any five members of the committee.
- c) Notice shall be given to each Committee member of any extraordinary meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such meeting.
- d) Any five members of the Committee shall constitute a quorum for the transaction of business at a meeting of the committee.
- e) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.
- f) At meetings of the Committee:
  - (i) the President or in his or her absence the Vice President shall preside; or
  - (ii) if the President or Vice President are absent, such one of the remaining Committee members may be chosen by the other Committee Members present shall preside.

- g) Questions arising at a meeting of the Committee or of any Sub-Committee appointed by the Committee shall be determined by a show of hands or, if demanded by a Committee Member, by a poll taken in such a manner as the person presiding at the meeting may determine.
- h) 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 and, in the event of an equality of votes on any one question, the person presiding may exercise a second or casting vote.
- i) Written notice of each Committee meeting shall be served on each Committee member by delivering it to him or her at a reasonable time before the meeting or by sending it to him or her at his or her usual or last known place of abode at least two business days before the date of the meeting.

## **17. Minutes**

The Committee must ensure that minutes are kept of the resolutions and proceedings of each general meeting, and each committee meeting, together with a record of the names of persons present at committee meetings.

## **18. Duties of the Treasurer**

- a) The Treasurer of the Association;
  - (i) shall collect and receive all moneys due to the Association and make all payments authorized by the Association; and
  - (ii) shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
  - (iii) The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and other sources as the Committee may determine from time to time.
- b) The accounts and books referred to in Sub-clause 17 (a) shall be available for inspection by an appropriately qualified representative of any Active Club of the association and by prior appointment in writing with the Committee.
- c) Representatives may not inspect the records of the Association that relate to personal, employment, contractual; and legal matters that are confidential in nature.
- d) The Treasurer will be responsible for the preparation of an annual budget to be presented for approval at a meeting of the treasurers (or their delegate) of the Active Clubs. The meeting is to be held in the third quarter of the financial year. The approved budget will be adopted by the Committee at its next meeting.

## **19. Entrance Fees and Annual Subscription to the Association**

- a) The entrance fee (if any) shall be recommended by the Committee and submitted as part of the annual budget.
- b) The annual subscription (if any) shall be recommended by the Committee and submitted as part of the annual budget.

## **20. Register of Members**

- a) The Committee shall ensure that a Register of Members is kept and maintained in which shall be entered the full name, address and date of entry of each member including the association's Active Clubs and the Registers shall be available for inspection by members at the address of the Association.

## **21. Annual General Meetings**

- a) The Association shall in each calendar year convene an Annual General Meeting of its members.
- b) The Annual General Meeting shall be held on such date as the committee determines provided that at least fourteen (14) clear days notice has been given to all members.
- c) The Annual General Meeting shall be specified as such in the notice convening it
- d) The ordinary business of the Annual General Meeting shall be;
  - (i) to confirm the minutes of the preceding Annual General Meeting and of any General Meeting held since that meeting.
  - (ii) to receive from the Committee reports upon the transactions of the Association during the last preceding financial year;
  - (iii) to elect Committee Members;
  - (iv) to receive and consider the statement submitted by the Association in accordance with Section 30 (3) of the Act.
- e) The Annual General Meeting may transact special business of which notice is given in accordance with these rules.
- f) The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.

## 22. Special General Meetings

All General Meetings of the Association other than the Annual General Meeting shall be called Special General Meetings

- a) The committee may, whenever it thinks fit, convene a Special General Meeting of the Association and, where, but for this Sub-clause more than fifteen (15) months would lapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.
- b) The Committee shall, on the requisition in writing of the members representing not less than 30% of the total of the members, convene a Special General Meeting of the Association.
- c) The requisition for a Special General Meeting shall state the objects of the meeting and shall be signed by the members making the requisition be sent to the address of the Club and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
- d) If the Committee does not cause a Special General Meeting to be held within one month after the date on which the requisition is sent to the address of the Club the members making the requisition, or any of them, may convene a Special General Meeting to be held not later than three (3) months after that date.
- e) A Special General Meeting shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee and all reasonable expenses incurred in convening the Meeting shall be refunded by the Association to the persons incurring the expenses.

## 23. Convening of General Meetings

- a) The Secretary of the Association shall, at least fourteen (14) days, or if a special resolution has been proposed at least twenty one (21) days, before the date fixed for holding a General Meeting of the Association, cause to be sent to each member of the Association at his or its address appearing in the Register of Members, a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- b) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- c) A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next General Meeting after the receipt of the notice.

## **24. Voting at General Meetings**

- a) All of the association's Active Clubs shall be entitled to four votes for teams participating in boy's competitions, and four votes for teams participating in girl's competitions.
- b) In addition to a) hereof, Life Members shall be entitled to one vote each.
- c) Voting shall be by personal ballot.
- d) In the event of a tied vote the President has a casting vote

## **25. Finances**

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments including electronic transfer shall be signed or, in the case of electronic transfer authorised by any two members of the Committee, one of whom shall always be the Treasurer, or his nominee.

## **26. Common Seal**

- a) The common seal of the Association shall be kept in the office of the Association.
- b) The common seal shall not be affixed to any instrument except by authority of the Committee and the affixing of the common seal shall be attested by the signatures of two members of the Committee.

## **27. Alteration of Rules and Statement of Purposes**

These rules and the statement of purposes of the association shall not be altered except in accordance with the Act.

## **28. Service of Notices**

- a) A notice may be served by or on behalf of the association upon any member either personally or by electronically or by sending it by post to the member at his or her address shown in the Register of Members.
- b) Where a document is properly addressed pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of the post.

## **29. Disposal of Assets**

In the event of the Association being wound up or the cancellation of the incorporation of the association, the assets of the association shall be forwarded to Basketball Victoria to be held in trust for a period of five (5) years. Should the Association reform in this time, the assets should be



returned for the use of the Association. Should the Association not be reformed in this time the assets shall be used for the promotion and development of junior domestic basketball in the State of Victoria by grants to associations and clubs.

### **30. By-Laws**

- a) The association's members shall have the power at a General Meeting of the Association to make by-laws and issue directives as the occasions may from time to time require. Such by-laws and directives shall have full force and effect providing they are not inconsistent with the rules of the Association.
- b) The Committee shall have the power to issue directives providing they are consistent with the Constitution and the by-laws of the Association.

### **31. Quorum at General Meetings**

A quorum for any meeting of the Association shall under these rules be constituted by the attendance of one delegate from each of, but not less than, 50 per cent of the current active clubs of the Association.

### **32. Custody and inspection of books and records**

- a) Except as otherwise provided in these Rules, the Committee must keep in its custody or under its control all books, documents and securities of the Association
- b) All accounts, books, securities and any other relevant documents of the Association shall be available for inspection by an appropriately qualified representative of any Active Club of the association and by prior appointment in writing with the Committee, subject to clause 32 c)
- c) Representatives may not inspect the records of the Association that relate to personal, employment, contractual; and legal matters that are confidential in nature.

**Consumer Affairs Victoria has deemed that the following rule is also included in these Rules of Association.**

### **33. Discipline, suspension and expulsion of members**

(1) Subject to these Rules, if the committee is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association, the committee may by resolution—

- (a) suspend that member from membership of the Association for a specified period; or
- (b) expel that member from the Association; or

- (c) fine that member an amount not exceeding \$500
- (2) A resolution of the committee under subrule (1) does not take effect unless—
  - (a) at a meeting held in accordance with subrule (3), the committee confirms the resolution; and
  - (b) if the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.
- (3) A meeting of the committee to confirm or revoke a resolution passed under subrule (1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with subrule (4).
- (4) For the purposes of giving notice in accordance with subrule (3), the Secretary must, as soon as practicable, cause to be given to the member a written notice—
  - (a) setting out the resolution of the committee and the grounds on which it is based; and
  - (b) stating that the member, or his or her representative, may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
  - (c) stating the date, place and time of that meeting; and
  - (d) informing the member that he or she may do one or both of the following—
    - (i) attend that meeting;
    - (ii) give to the committee before the date of that meeting a written statement seeking the revocation of the resolution; and
  - (e) informing the member that, if at that meeting, the committee confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- (5) At a meeting of the committee to confirm or revoke a resolution passed under subrule (1), the committee must—
  - (a) give the member, or his or her representative, an opportunity to be heard; and
  - (b) give due consideration to any written statement submitted by the member; and
  - (c) determine by resolution whether to confirm or to revoke the resolution.

- (6) If at the meeting of the committee, the committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- (7) If the Secretary receives a notice under subrule (6), he or she must notify the committee and the committee must convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- (8) At a general meeting of the Association convened under subrule (7)—
- (a) no business other than the question of the appeal may be conducted; and
  - (b) the committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
  - (c) the member, or his or her representative, must be given an opportunity to be heard; and
  - (d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (9) A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.