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## RULES OF ASSOCIATION

### 1. Name of Association

The name of the Association is **Busselton Amateur Basketball Association (Inc.)**

### 2. Definitions

In these rules, unless the contrary intention appears-

"**All Members**" means financial, social member or life member of the Association;

"**Committee Meeting**" means a meeting referred to in rule 16;

"**Committee Member**" means person referred to in rule 10.1;

"**Convene**" means to call together for a formal meeting;

"**Department**" means the government department with responsibility for administering the *Associations Incorporation Act (1987)*;

"**Financial Year**" means a period not exceeding 15 months fixed by the Committee, being a period commencing on the date of incorporation of the Association and ending on 30 June; and thereafter each period commencing 1 April and ending on 31 March in the following year;

"**Financial member**" mean a player over the age of 18;

"**General meeting**" means a meeting to which all members are invited;

"**Life member**" means honorary financial member of the Association;

"**Ordinary Resolution**" means resolution other than a special resolution;

"**Poll**" means voting conducted in written form (as opposed to a show of hands);

"**Special General Meeting**" means a General Meeting other than the Annual General Meeting;

"**Social member**" means a non-player or player under the age of 18;

"**Special Resolution**" has the meaning given by section 24 of the Act, that is-

A resolution is a special resolution if it is passed by a majority of not less than three-fourths of the members of the association who are entitled under the rules of the association to vote and vote in person or, where proxies or postal votes are allowed by the rules of the association by proxy or postal vote, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those rules.

At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the rules of the Association or, if the rules do not make provision as to the manner in which a poll may be demanded, by at least 7 members of the association present in person or, where proxies are allowed, by proxy.

If a poll is held, a declaration by the person presiding as to the result of a poll is evidence of the matter so declared.

**"the Act"** means the *Associations Incorporation Act 1987*;

**"Annual General Meeting"** is the meeting convened under rule 17.1.2;

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

**"the Commissioner"** means the Commissioner for Fair Trading exercising powers under the Act;

**"the Committee"** means the Committee of Management of the Association referred to in rule 10;

**"the President"** means-

(a) in relation to the proceedings at a Committee meeting or general meeting, the person presiding at the Committee meeting or general meeting in accordance with rule 12;

**"the Secretary"** means the Secretary referred to in rule 10.1.4;

**"the Treasurer"** means the Treasurer referred to in rule 10.1.5;

**"the Vice- President"** means the Vice- President referred to in rule 10.1.2.

### **3. Objects of Association**

- 3.1** The objects of the Association are-
  - 3.1.1** To encourage, manage and promote Amateur Basketball within the City of Busselton.
  - 3.1.2** To act, either alone or with other individuals and other bodies, in the interests of Amateur sport generally.
- 3.2** The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members. Except in good faith in the promotion of those objects.

### **4. Powers of Association**

- 4.1** The powers conferred on the Association are the same as those conferred by Section 13 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Association- May do all things necessary or convenient for carrying out its objects and purposes, and in particular, may -
- 4.2** Acquire, hold, deal with, and dispose of any real or personal property;
- 4.3** Open and operate bank accounts;
- 4.4** Invest its money -
  - 4.4.1** In any security in which trust monies may lawfully be invested; or
  - 4.4.2** In any other manner authorised by the rules of the Association;
- 4.5** Borrow money upon such terms and conditions as the Association thinks fit;
- 4.6** Give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- 4.7** Appoint agents to transact any business of the Association on its behalf;
- 4.8** Enter into any other contract it considers necessary or desirable;
- 4.9** May act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Association.

### **5. Qualifications for membership of Association**

- 5.1** Membership of the Association is open to-
- 5.2** Any individual provided they pay the specified fees as prescribed by the Association, when such fees fall due.
- 5.3** A person who wishes to become a member must-
  - 5.3.1** Complete the Player Registration Form or become a financial member.
  - 5.3.2** Must abide by the Constitution, Bylaws and Code of Conducts of the Association
  - 5.3.3** Provide to the Association any proof of age that may be required.
- 5.4** The Committee members must consider each application made under rule **5.3** at a Committee meeting and must at the Committee meeting or the next Committee meeting accept or reject that application.
- 5.5** A person whose application for membership of the Association is rejected under rule **5.4** must, lodge an appeal against that decision, to the Secretary within a period of 14 days of notification. During this period the applicant will be unable to participate in any fixtured game or vote at committee meetings.

- 5.6** When notice is given under sub-rule **5.5**, the Association, at the next General Meeting, must either confirm or set aside the decision of the Committee to reject the application, after having afforded the applicant reasonable opportunity to be heard by, or to make representations in writing to, the Association in the General Meeting.
- 5.7** Social Members are:-
- 5.7.1** A player under the age of 18 or a non-player (e.g. parent, coach, referee) who has an active involvement with the Association.
- 5.7.2** A social member has no voting rights.
- 5.8** Life members are considered to be financial members of the Association and as such have full voting rights.
- 5.9** Financial members are:
- 5.9.1** Registered players over the age of 18
- 5.9.2** Social members over the age of 18 who have paid the appropriate fee.
- 5.9.3** All financial members have full voting rights.

## **6. Register of members of Association.**

- 6.1** The Committee, on behalf of the Association, must comply with Section 27 of the Act by keeping and maintaining- in an up to date condition a register of the members of the Association and their postal or residential addresses and contact details
- 6.2** The register must be kept and maintained at such a place as the members at a general meeting decide.

## **7. Fees of members of Association.**

- 7.1** The Committee may from time to time at a General Meeting determine the amount of the fee to be paid by each member.
- 7.2** Each member must pay to the Treasurer, annually or on such other date as the Committee from time to time determines, the amount of the fee determined under sub-rule **7.1**.
- ██████████ A member whose fee is not paid by the relevant date under rule 7.2 ceases to be a member, unless the Committee decides otherwise.
- ██████████ A person exercises all the rights and obligations of a member for the purposes of these rules if his or her fees are paid on or before the relevant date fixed by the committee in accordance with rule **7.2** or such other time as the Committee allows.

## **8. Termination of membership of the Association.**

- 8.1** Membership of the Association may be terminated upon-
- 8.1.1** Receipt by the Committee of a notice in writing from a member of their resignation from the Association. Such persons remain liable to pay to the Association the amount of any outstanding subscriptions unpaid at the date of termination; or
- 8.1.2** Upon termination of membership, application for refund of fees may be made in writing, subject to sub-rule **9.2**. The application will be reviewed by the Committee who will advise applicant of the outcome.
- 8.1.3** Expulsion of a member in accordance with rule **9**.

## **9. Suspension or expulsion of members of Association.**

- 9.1** In the event of any member of the Association committing a breach of the rules or by-laws of the Association as in sub-rule **5.3.2**, which in the opinion of the Executive Committee warrants expulsion, the Committee will immediately convene an inquiry into the breach.
- 9.1.1** If deemed necessary, the member will be advised of an interim suspension from all aspects of participation within the Association pending a Protests and Disputes hearing, of which the member shall be notified and have the right to attend and defend themselves.
- 9.1.2** The Protests and Disputes hearing will be scheduled to take place within 7 days of the offence.
- 9.1.3** At the conclusion of the hearing, the member who is breach of the rules or by-laws is to be notified of the outcome within 24 hours.
- 9.2** In the event of expulsion, the member will forfeit all fees paid.

## **10. Committee of Management.**

- 10.1** Subject to rule **11**, the affairs of the Association will be managed exclusively by a Committee of Management consisting of-
- 10.1.1** A President;
- 10.1.2** A Vice President;
- 10.1.3** A 2<sup>nd</sup> Vice President;
- 10.1.4** A Secretary;
- 10.1.5** A Treasurer; and
- 10.1.6** Not less than 4 other persons, all of whom must be financial members of the Busselton Amateur Basketball Association.
- 10.2** The Executive Committee will consist of President, Vice President, 2<sup>nd</sup> Vice President, Secretary and Treasurer.

## **11. Annual General Meeting**

- 11.1** At each Annual General meeting fifteen (15) members shall constitute a quorum.
- 11.2** At each Annual General Meeting all positions will be declared vacant and nominations will be taken from the floor.
- 11.3** Each nomination is to be seconded before the position may be accepted by the nominee.
- 11.4** In the event that a nominee is unable to attend the AGM, they are able to nominate in writing to the committee prior to the AGM.
- 11.5** In the event of two people accepting a nomination for the same position, a secret ballot of members present will take place at the AGM to determine who will hold the position.
- 11.6** In the event of positions on the committee being unfilled at the conclusion of the AGM, the committee will arrange for another AGM to attempt to fill all positions. This additional AGM is to be advertised for a minimum of one week prior to the meeting.
- 11.7** All members of the committee must become financial members of the association to have voting rights.
- 11.8** The Committee may, from time to time, delegate one or more sub-committees. The duties and the powers of the sub-committees will be decided by the committee at the time.

## **12. President and Vice-President**

- 12.1** Subject to this rule, the President must preside at all General Meetings and Committee Meetings.
- 12.2** In the event of the absence from a general meeting of-
  - 12.2.1** The President, the Vice-President will preside or if
  - 12.2.2** Both the President and the Vice President are absent, a member of the Executive must preside at the General Meeting

## **13. Secretary**

- 13.1** The Secretary must-
  - 13.1.1** Co-ordinate the correspondence of the Association;
  - 13.1.2** Keep full and correct minutes of the proceedings of the Committee and of the Association;
  - 13.1.3** Comply on behalf of the Association with-
    - (a)** Section 27 of the Act with respect to the register of members of the Association, as referred to in rule **6**;
    - (b)** Section 28 of the Act by keeping and maintaining in an up to date condition the rules of the Association and, upon the request of a member of the Association, must make available those rules for the inspection of the member and the member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and
    - (c)** Section 29 of the Act by maintaining a record of –
      - c.1** the names and residential or postal addresses of the persons who hold the offices of the Association provided for by these rules, including all offices held by the persons who constitute the Committee and persons who are authorised to use the common seal of the Association under rule 25 and
      - c.2** the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association, and the Secretary must, upon the request of a member of the Association, make available the record for the inspection of the member and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;
  - 13.1.4** Unless the members resolve otherwise at a General Meeting, have custody of all books, documents, records and registers of the Association, including those referred to in sub-rule **13.1.3**, paragraph (c) but other than those required by rule **14** to be kept and maintained by, or in the custody of, the Treasurer; and
  - 13.1.5** Perform such other duties as required.

## **14. Treasurer.**

- 14.1** The Treasurer must-
- 14.1.1** Be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Association and must issue receipts for those moneys in the name of the Association;
  - 14.1.2** Pay all moneys referred to in sub-rule **14.1.1** into such account or accounts of the Association as the Committee may from time to time direct;
  - 14.1.3** Make payments from the funds of the Association with the authority of a general meeting or of the Committee and in so doing ensure that all cheques are signed by himself or herself and at least one other authorised Committee member, or by any two others as are authorised by the Committee;
  - 14.1.4** Comply on behalf of the Association with sections 25 and 26 of the Act with respect to the accounting records of the Association by-
    - (a)** Keeping such accounting records as correctly record and explain the financial transactions and financial position of the Association;
    - (b)** keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
    - (c)** keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and
    - (d)** Submitting to members at each annual general meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year.
  - 14.1.5** Whenever directed to do so by the President, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
  - 14.1.6** Provide a Treasurers report at each General Meeting. This will include details of funds on hand and current expenses and income.
  - 14.1.7** Unless the members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Association.
  - 14.1.8** Perform such other duties as required.

## **15. Casual vacancies in membership of Committee**

- 15.1** A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member-
- 15.1.1** Dies;
  - 15.1.2** Notice of resignation in writing is delivered to the Committee and is accepted by resolution of the Committee;
  - 15.1.3** Is convicted of an offence under the Act;
  - 15.1.4** Is permanently incapacitated by mental or physical ill-health;
  - 15.1.5** is absent from more than 3 Committee meetings in the same Basketball season without tendering an apology to the Committee; of which meetings the member received notice, and the Committee has resolved to declare the office vacant;
  - 15.1.6** Ceases to be a member of the Association; or
  - 15.1.7** Is the subject of a resolution of a vote of no-confidence passed by a general meeting of members terminating his or her appointment as a Committee member.

## **16. Proceedings of Committee**

- 16.1** The Committee must meet together for the dispatch of business not less than 8 times during each Basketball season and the President, or at least half the Members of the Committee, may at any time convene a meeting of the Committee.
- 16.2** Each committee member has a deliberative vote.
- 16.3** An issue or a motion at a Committee meeting must be decided by a majority of votes, but, if there no majority, the person presiding at the Committee meeting will have a casting vote in addition to his or her deliberative vote.
- 16.4** At a Committee meeting 6 members constitute a quorum, of which 2 of the 6 members must be from the Executive Committee.
- 16.5** Subject to these rules, the procedure and order of business to be followed at a Committee meeting must be determined by the Committee members present at the Committee meeting.
- 16.6** As required under sections 21 and 22 of the Act, a Committee member having any direct or indirect conflict of interest in a contract, or proposed contract, made by, or in the contemplation of, the Committee (except if that conflict of interest exists only by virtue of the fact that the member of the Committee is a member of a class of persons for whose benefit the Association is established), must-
  - 16.6.1** As soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee; and not take part in any deliberations or decision of the Committee with respect to that contract.
- 16.7** Sub-rule **16.6.1** does not apply with respect to a conflict interest that exists only by virtue of the fact that the member of the Committee is an employee of the Association.
- 16.8** The Secretary must cause every disclosure made under sub-rule **16.6** by a member of the Committee to be recorded in the minutes of the meeting of the Committee at which it is made.

## **17. General Meetings.**

- 17.1** The Committee-
  - 17.1.1** May at any time convene a special general meeting;
  - 17.1.2** must convene annual general meetings within the time limits provided for the holding of such meetings by section 23 of the Act, that is, in every calendar year within 4 months after the end of the Association's financial year or such longer period as may in a particular case be allowed by the Commissioner, except for the first Annual General Meeting which may be held at any time within 18 months after incorporation; and
  - 17.1.3** must, within 30 days of-
    - (a)** Receiving a request in writing to do so from not less than 7 members, convene a Special General Meeting for the purpose specified in that request.
  - 17.1.4** Must, after receiving a notice under rule **5.6**, convene a General Meeting, no later than the next Annual General Meeting, at which the appeal referred to in the notice will be dealt with. Failing that, the applicant is entitled to address the Association at the next Annual General Meeting in relation to the Committee's rejection of his or her application and the Association at that meeting must confirm or set aside the decision of the Committee.
- 17.2** The Members making a request referred to in sub-rule **17.1.3 (a)** must-
  - 17.2.1** State in that request the purpose for which the Special General Meeting concerned is required; and Sign that request.
  - 17.2.2** If a Special General Meeting is not convened within the relevant period of 30 days referred to-

- (a) in sub-rule **17.1.1** the members who made the request concerned may themselves convene a Special General Meeting as if they were the Committee; or
- 17.3** When a Special General Meeting is convened under sub-rule **17.2.2** the Association must pay the reasonable expenses of convening and holding the Special General Meeting.
- 17.4** Subject to sub-rule **17.6**, the Secretary must give to all members not less than 21 days notice of a Special General Meeting and
  - 17.4.1** That notice must specify when and where the Special General Meeting concerned is to be held.
  - 17.4.2** The agenda of the Special General Meeting must be available to all members.
- 17.5** Subject to sub-rule **17.6**, the Secretary must give to all members not less than 21 days notice of an annual general meeting and
  - 17.5.1** That notice must specify-when and where the annual general meeting is to be held.
  - 17.5.2** The agenda of the Annual General Meeting must be available to all members and the order will be as follows-
    - (a) First, the consideration of the accounts and reports of the Committee;
    - (b) Second, the election of Committee members to replace outgoing Committee Members; and
    - (c) Third, any other business requiring consideration by the Association at the General Meeting.
- 17.6** A special resolution may be moved either at a Special General Meeting or at an Annual General Meeting. The Secretary must give a minimum of 21 days' notice to all members that a special resolution is to be proposed and provide details of the proposed resolution.

**18. Quorum and proceedings at General Meetings.**

- 18.1** At a General Meeting, 6 Members present in person constitute a quorum.
- 18.2** If within 30 minutes after the time specified for holding a general meeting a quorum is not present, the meeting stands adjourned to the same day and same time in the following week.
- 18.3** In the event that a quorum is not present, the meeting may proceed, however, any decisions that require to be transacted will be deferred to the next General/Special Meeting.
- 18.4** At a General Meeting-
  - 18.4.1** an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands.
  - 18.4.2** at a Special General Meeting where a special resolution put to the vote will be decided in accordance with section 24 of the Act as defined in rule **2**, and, if a poll is demanded, in accordance with sub-rules **18.6** and **18.8**.
- 18.5** A declaration by the President of a General Meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with sub-rule **18.6**.
- 18.6** At a General Meeting, a poll may be demanded by the President or by three or more members present in person or by proxy and, if so demanded, must be taken in such manner as the President directs.
- 18.7** If a poll is demanded and taken under sub-rule **18.6** in respect of an ordinary resolution, a declaration by the President of the result of the poll is evidence of the matter so declared.
- 18.8** A poll demanded under sub-rule **18.6** must be taken immediately on that demand being made.

## **19. Minutes of meetings of Association.**

- 19.1** The Secretary must keep accurate minutes of all proceedings of all General, Committee, Special and AGM meetings. These minutes are to be kept by the Secretary and be available to all members upon request.
- 19.2** The minutes taken at a meeting must be verified as “as true and correct” by 2 people who were present at the meeting.
- 19.3** When minutes have been entered and signed as “as true and correct’ under this rule, they are evidence that the meeting and all contents of the minutes are accurate.

## **20. Voting rights of members of Association.**

- 20.1** Subject to these rules, each financial member present in person or by proxy at a general meeting is entitled to a deliberative vote.
- 20.2** Social Members may gain a voting right by becoming financial members of the Association by paying set fee prior to a General Meeting or Annual General Meeting.

## **21. Proxies of members of Association.**

- 21.1** A member may appoint in writing another member to be their proxy at any Association meeting, this proxy may vote on behalf of the member. The validity of the proxy must be verified prior to their vote being accepted.

## **22. Rules of Association.**

- 22.1** The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 17, 18 and 19 of the Act, which is as follows-
  - 22.1.1** Subject to sub-rule **22.1.4** and **22.1.5**, the Association may alter its rules by special resolution but not otherwise;
  - 22.1.2** Within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Committee certifying that the resolution was duly passed as a special resolution and that the rules of the Association as so altered conform to the requirements of this Act;
  - 22.1.3** An alteration of the rules of the Association does not take effect until sub-rule **22.1.2** is complied with;
  - 22.1.4** An alteration of the rules of the Association having effect to change the name of the association does not take effect until sub-rules **22.1.1** to **22.1.3** are complied with and the approval of the Commissioner is given to the change of name;
  - 22.1.5** An alteration of the rules of the Association having effect to alter the objects or purposes of the association does not take effect until sub-rules **22.1.1** to **22.1.3** are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.
- 22.2** These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

## **23. Audit of Association Accounts**

- 23.1** A suitably qualified person, who is not a member of the Association shall be appointed by the committee to audit the Association financial affairs. The audit is to be undertaken prior to the AGM each year.

## **24. Common seal of Association**

- 24.1** The Association must have a common seal on which its corporate name appears in legible characters.
- 24.2** The common seal of the Association must not be used without the express authority of the Committee and every use of that common seal must be recorded in the minute book referred to in rule 19.
- 24.3** The affixing of the common seal of the Association must be witnessed by any two of the Executive committee.
- 24.4** The common seal of the Association must be kept in the custody of the Secretary or other person as the Committee from time to time decides.

## **25. Inspection of records, etc. of Association**

- 25.1** A member may at any reasonable time inspect, but not copy or remove, the financial books, documents, records and securities of the Association.

## **26. Disputes and mediation**

- 26.1** When a Protests and Disputes committee is convened under rule 9. The committee will consist of:-
  - 27.1.1** A member of the Executive Committee, a Life member of the Association and two impartial community members. The Association Secretary will be present to take minutes only and has no role in the proceedings.

## **27. Distribution of surplus property on winding up of Association**

- 27.1** If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.