



**Bacchus Marsh
Basketball Association
Inc.
Rules of Operation &
Constitution**

(Affiliated with Basketball Victoria Country)

Document Information

Version History

Ver.	Issue Date	Change Summary
0.1	14/02/2012	Draft for AGM March 2013.
0.2	01/03/2013	Feedback from club reps on initial draft.
1.0	03/03/2013	Acceptance of content by club stakeholders.

Ownership

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BMBA BY-LAWS 2012

CONSTITUTION OF THE BACCHUS MARSH BASKETBALL ASSOCIATION INC.

1. The Association shall be known as the Bacchus Marsh Basketball Association Inc., hereafter referred to as "the Association".

OBJECTS

2. The objects of the Association shall be:
 - (a) to promote a venue that will inspire, educate and above all create an environment that will foster friendship and participation amongst all who care to be a part of it.
 - (b) to conduct and manage basketball competitions within Bacchus Marsh
 - (c) to enter junior and senior representative teams in appropriate competitions
 - (d) to raise and manage funds to maintain the viability of the Association
 - (e) to incorporate under the Victorian Associations Incorporation Act 1981 and to adopt the Model Rules for operation under that Act, subject to the changes provided for in this Constitution
 - (f) to affiliate with Basketball Victoria and to abide by the Constitution, By-Laws and Competition Rules of the Basketball Victoria.

MEMBERSHIP

- 3.1 All registered financial members of the Bacchus Marsh Basketball Association Inc. provided for under the Rules shall comprise the membership of the Bacchus Marsh Basketball Association.
- 3.2 Future arrangements for membership will be as provided for in Clauses 3 to 6 inclusive of the attached Rules as adopted under the articles of incorporation of the Association.

COMMITTEE OF MANAGEMENT

- 4.1 The affairs of the Association shall be managed by a Committee of Management constituted as provided for in Clause 11.
- 4.2 The Committee shall operate in accordance with the Rules adopted under the articles of incorporation of the Association.
- 4.3 The Committee shall consist of:-
 - (a) an Executive comprising a President, a Vice President, a Secretary and a Treasurer, a representative from each of the clubs participating in the Association and two Independent representatives.
- 4.4 The Committee shall have the power to appoint such Sub-Committees as it sees fit to administer its various activities. Each Sub-Committee so appointed will operate to specific Terms of Reference outlining its powers, limits of authority and financial arrangements as necessary and appropriate to its operating arrangements.
- 4.5 The Committee shall have the power to formulate and approve By-Laws relating to the scope of its competition activities. A copy of these By-Laws shall be made available to all parties affected by its terms and provisions.

LIFE MEMBERS

- 5.1 Life Members of the Association may be awarded at the Annual General Meeting.
- 5.2 Life Membership shall be restricted to service to basketball in a playing, administrative or team official capacity within the Association and has been deemed worthy of the highest honour.
- 5.3 The nominator and seconder shall present to the Association committee a written report on the service and achievements of the nominee meeting the criteria as outlined in clause 25, and outline the reasons as to the suitability for the honour.
- 5.4 Life Members shall be awarded a badge of appropriate design.

PROCEDURES FOR MEETINGS, VOTING ON MOTIONS AND ELECTIONS

6. Clauses 8 to 36 inclusive of the attached Rules for operation of the Incorporated Associations shall provide the procedures and protocol for these arrangements.

Associations Incorporation Act 1981 Schedule 3

Rules for an Incorporated Association

1. NAME

The name of the incorporated association is BACCHUS MARSH Basketball Association Incorporated (1) (in these rules called "the Association").

2. INTERPRETATION

1) In these rules, unless the contrary intention appears:-

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

"Financial Year" means the year ending on 31st December.

"General Meeting" means the general meeting of members convened in accordance with Rule 7.

"Member" means a member of the Association.

"Ordinary Members of the Committee" means a member of the Committee who is not an officer of the Association under Rule 12.

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

"The Regulations" means regulations under the Act.

2) In these Rules, a reference to the secretary of an Association is a reference:-

- a) where a person holds office under these Rules as secretary of the association - to that person; and
- b) in any other case, to the public officer of the Association.

3) 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.

3. ASSOCIATION MEMBERSHIP

- 1) An association member is a paid up financial basketball player within the Association competitions or their proxy. Each child registered as a player gets a vote which their parent can use as their proxy. This is likewise for all senior registered current paid up players.
- 2) Each parent shall cast proxy votes determined by the number of children whom are registered players within the Association. If the parent has 3 children whom are registered players in the competitions of the Association, they are eligible to cast 3 votes in any election or motion of business at annual general meetings or special general meetings.

4. ANNUAL SUBSCRIPTION / REGISTRATION

- 1) The annual subscription as determined by the BMBA Committee is payable in advance on or before the 1st day of March in each year. Therefore a player must have paid their registration by this date to be considered a financial member of the Association.
- 2) Any junior or senior player joining a team in the Association after 1st March, must have paid their registration to be considered a financial member of the Association.

5. REGISTER OF MEMBERS

- 1) The secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of the name of each member and the register shall be available for inspection by members at the address of the Public Officer.

6. RESIGNATION AND EXPULSION OF MEMBER

Resignation

- 1) A member of the Association who has paid all monies due and payable by him/her to the association may resign from the association by first giving one month's notice in writing to the secretary of his/her intention to resign and upon the expiration of the period of notice, the member shall cease to be a member.
- 2) Upon the expiration of a notice given under sub-clause (1), the secretary shall make in the register of members an entry recording the date on which the member, by whom the notice was given, ceased to be a member.

Expulsion

- 1) Subject to these rules, the Committee may by resolution:-
 - a) expel a member from the Association;
 - b) suspend a member from membership of the Association for a specified period; or
 - c) fine a member in accordance with The Regulations if the Committee is of the opinion that the member:
 - i) has refused or neglected to comply with these rules; or
 - ii) has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association.
- 2) A resolution of the Committee under sub-clause (1) :-
 - a) does not take effect unless the Committee, at a meeting held not earlier than 14 and not later than 28 days after the service on the member of a notice under sub-clause (3) confirms the resolution in accordance with this clause; and
 - b) where the member exercises a right of appeal to the Association under this clause, does not take effect unless the Association confirms the resolution in accordance with this clause.
- 3) Where the Committee passes a resolution under sub-clause (1), the secretary shall as soon as practicable, cause to be served on the member a notice in writing:-
 - a) setting out the resolution of the Committee and the grounds on which it is based;
 - b) stating that the member may address the Committee at a meeting to be held not earlier than 14 and not later than 28 days after serving of the motion;
 - c) stating the date, place and time of that meeting;
 - d) informing the member that he/she may do one or more 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;
 - iii) Not later than 24 hours before the date of the meeting, lodge with the secretary a notice to the effect that he/she wishes to appeal to the Associations in general meeting against the resolution.
- 4) At a meeting of the Committee held in accordance with sub-clause (2), the Committee:-
 - a) shall give to the member an opportunity to be heard;
 - b) shall give due consideration to any written statement submitted by the member; and
 - c) shall by resolution determine whether to confirm or to revoke the resolution.
- 5) Where the secretary receives a notice under sub-clause (3), he shall notify the Committee and the Committee shall convene a general meeting of the Association to be held within 21 days after the date on which the secretary received the notice.
- 6) At a general meeting of the Association convened under sub-clause (5):-
 - a) no business other than the question of the appeal shall be transacted;
 - b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution
 - c) the members shall be given an opportunity to be heard; and
 - d) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.

- 7) If at the general meeting:-
 - a) **three quarters (75%)** of the members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
 - b) in any other case, the resolution is revoked.

7. ANNUAL GENERAL MEETING

- 1) The Association shall in each calendar year convene an annual general meeting of its members. **(3)**
- 2) The annual general meeting shall be held on such day as the Committee determines.
- 3) The annual general meeting shall be specified as such in the notice convening it.
- 4) The ordinary business of the annual general meeting shall be:-
 - a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - b) to receive from the Committee reports upon the transactions of the Association during the last preceding financial year;
 - c) to elect officers of the Association and the ordinary members of the Committee;
 - d) to receive and consider the statement submitted by the Association in accordance with section 30 (3) of the Act; and
- 5) The annual general meeting may transact special business of which notice is given in accordance with these rules.
- 6) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

8. NOTICE OF ANNUAL GENERAL MEETING

- 1) The Secretary of the Association shall, at least 14 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/her address appearing in the register of members, a notice by pre-paid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 2) The notice of the Annual General Meeting must also be advertised publicly on the BMBA website, notification sent to all clubs, and posted on any social media maintained by the Association. It must also be highlighted in the months prior Association Newsletter.
- 3) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- 4) A member desiring to bring any business before a meeting may give notice of the business in writing to the secretary no later than 7 days prior to the meeting, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

9. SPECIAL GENERAL MEETING

- 1) All general meetings other than the annual general meeting shall be called special general meetings.
- 1) The Committee may, whenever it thinks fit, convene a special general meeting of the Association and, where, but for this sub-clause, more than 15 months would lapse between annual general meetings, shall convene a special general meeting before the expiration of the period.
- 2) The Committee shall, on the requisition in writing of members representing not less than **20%** of the total number of members, convene a special general meeting of the Association.
- 3) The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
- 4) 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 Secretary, the members making the requisition,

or any of them, may convene a special general meeting to be held not later than 3 months after that date.

- 5) A special general meeting convened by members in pursuance of these rules 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 person incurring the expenses.

10. PROCEEDINGS AT ANNUAL GENERAL AND SPECIAL MEETINGS

- 1) All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specially referred to in these rules as being the ordinary business of the annual general meeting shall be deemed to be special business.
- 2) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
- 3) Five members personally present (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 4) If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairman at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting the members present (being not less than 3) shall be a quorum.
- 5) The President, or in his/her absence, the Vice President, shall preside as Chairman at each general meeting of the Association.
- 6) If the President and the Vice-President are absent from a general meeting, the members present shall elect one of their number to preside as Chairman at the meeting.
- 7) The Chairman 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.
- 8) Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be give as in the case of the general meeting.
- 9) Except as provided in sub-clauses (1) and (2). It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 10) A question arising at a general meeting of the Association shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- 11) Upon any question arising at a general meeting of the Association, a member has as many votes as they are eligible to cast. For example – two children registered as players in the Association will be entitled to cast two votes.
- 12) All votes shall be given personally or by proxy.
- 13) In the case of an equality of voting on a question, the Chairman of the meeting is entitled to exercise a second or casting vote.

- 14) If at a meeting a poll on any question is demanded by not less than three members, it shall be taken at that meeting in such manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 15) A poll that is demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairman may direct.
- 16) A member is not entitled to vote at any general meeting unless all moneys due and payable by him/her to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.
- 17) Each member shall be entitled to appoint another member as his/her proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

The notice appointing the proxy shall be in the form sent out.

11. COMMITTEE OF MANAGEMENT

- 1) The affairs of the Association shall be managed by a Committee of Management constituted as provided in Rule 21.
- 2) The Committee:-
 - a) shall control and manage the business and affairs of the Association;
 - b) 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 by general meetings of the members of the Association; and
 - c) 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.

12. COMMITTEE STRUCTURE

- 1) The officers of the Association shall be:-
 - a) a President;
 - b) a Vice-President
 - c) a Treasurer;
 - d) a Secretary.
- 2) The elected President must relinquish any other office bearing roles with any BMBA Basketball Club. The incumbent President must be seen to be an independent representative.
- 3) The provisions of Rule 13 so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in sub-clause (1).
- 4) In the event of a casual vacancy in any office referred to in sub-clause (1), the Committee may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of his/her appointment.
- 5) Subject to section 23 of the Act, the Committee shall consist of:-
 - a) the officers of the Association
 - b) a representative from each of the clubs within the Association, elected by said club.
 - c) independent representatives
 - d) representatives of clubs and independent representatives shall not exceed 11 members in total.
- 6) All executive and independent positions are up for election at the Annual General Meeting. However All Club representatives are not as this appointment occurs on a yearly appointment by the Clubs in February each year. These 5 positions are in addition to the member elected positions.
- 7) Each ordinary member of the Committee shall, subject to these rules, hold office until the annual general meeting next after the date of his/her election but is eligible for re-election.

- 8) In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the day of his/her appointment.

13. ELECTION OF OFFICERS AND VACANCY

- 1) Nominations of candidates for election as officers of the Association or as ordinary members of the Committee:-
 - a) shall be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - b) shall be delivered to the secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting.
- 2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received from the quorum of members present at the annual general meeting.
- 3) 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.
- 4) If the number of nominations exceeds the number of vacancies to be filled, a secret ballot shall be held to elect members to vacant positions.
- 5) A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for another office for election at the same election.
- 6) For the purpose of these rules, the office of an officer of the Association or of an ordinary member of the Committee becomes vacant if the officer or member:-
 - a) ceases to be a member of the Association;
 - b) becomes an insolvent under administration within the meaning of the Companies (Victoria) Code; or
 - c) resigns his office by notice in writing given to the secretary.

14. PROCEEDINGS OF COMMITTEE

- 1) The Committee shall meet at least 3 times in each year at such place and such times as the Committee may determine.
- 2) Special meetings of the Committee may be convened by the Association President or by a minimum of 6 of the members of the Committee provided two officer holders of the committee are present.
- 3) Notice shall be given to members of the Committee of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- 4) Any 6 members of the Committee (including 2 committee office holders) constitute a quorum for the transaction of the business of a meeting of the Committee.
- 5) 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.
- 6) At meetings of the Committee:-
 - a) the President or in his absence the Vice-President shall preside or
 - b) if the President and the Vice-President are absent, such one of the remaining members of the Committee as may be chosen by the members present shall preside.
- 7) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.

- 8) 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 question, the person presiding may exercise a second or casting vote.
- 9) Written notice (by either email or post) of each committee meeting shall be served on each member of the Committee at least two business days before the date of the meeting.

15. SECRETARY

- 1) The Secretary of the Association shall keep minutes of the resolutions and proceedings of each general meeting and each committee meeting in books provided for that purpose together with a record of the names of persons present at committee meetings.

16. TREASURER

- 1) The Treasurer of the Association:-
 - a) shall collect and receive all moneys due to the Association and make all payments authorized by the Association; and
 - b) 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; and
 - c) shall present an audited statement of income and expenditure and a balance sheet at the Annual General Meeting.
- 2) The accounts and books referred to in sub-clause (1) shall be available for inspection by members.

17. REMOVAL OF MEMBER OF COMMITTEE

- 1) The Association in general meeting may by resolution remove any member of the Committee before the expiration of his/her term of office and appoint another member in his/her stead to hold office until the expiration of the term of the first-mentioned member.
- 2) Where the member to whom a proposed resolution referred to in sub-clause (1) makes representations in writing to the secretary or President of the Association (not exceeding a reasonable length) and requests that they be notified to the members of the Association, the secretary or the President may send a copy of the representations to each member of the Association or, if they are not so sent, the member may require that they be read out at the meeting.

18. CHEQUES

- 1) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two members of the Committee.

19. ALTERATION OF RULES AND STATEMENT OF PURPOSES

- 1) These rules and the statement of purposes of the Association shall not be altered except in accordance with the Act. **(4)**

20. NOTICES

- 1) A notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at his address shown in the Register of members.
- 2) 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 post.

21. WINDING UP OR CANCELLATION

- 1) In the event of the winding up or cancellation of the Incorporated Association the assets and property of the Association after payment of all just debts and liabilities shall not be distributed to members but shall be distributed to a fund or funds with objects similar to those of the Association and/or to a fund or funds exclusively for charitable purposes. **(4)**

22. CUSTODY OF RECORDS

Except as otherwise provided in these Rules, the secretary shall keep in his/her custody or under his/her control all books, documents, and securities of the Association.

23. FUNDS

- 1) The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Committee determines.
- 2) The Association shall appoint an Auditor at the Annual General Meeting. The Auditor shall be appointed for a period of 12 months or until such time as the Association's financial year ends at which time the Auditor shall be re-appointed or another Auditor appointed.

24. DISPUTES AND MEDIATION

- 1) The grievance procedure set out in this rule applies to disputes under these Rules between-
 - a) a member and another member; or
 - b) a member and the Association.
- 2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 4) The mediator must be-
 - a) a person chosen by agreement between the parties; or
 - b) in the absence of agreement-
 - i) in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
 - ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 5) A member of the Association can be a mediator.
- 6) The mediator cannot be a member who is a party to the dispute.
- 7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 8))The mediator, in conducting the mediation, must--
 - a) give the parties to the mediation process every opportunity to be heard; and
 - b) allow due consideration by all parties of any written statement submitted by any party; and
 - c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 9) The mediator must not determine the dispute.
- 10) 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.

25. LIFE MEMBERSHIP CRITERIA

Any member of the Association can be nominated for Life Membership provided they meet at least one of the following minimum service criteria:

- Ten years collective service as a committee member of the Association
- Have played a minimum of 150 games at Big V representative level for the Association
- Ten years collective service to the Association in an official capacity (eg: Representative Coach, Assistant Coach or Team Manager)

Nominations can be initiated by any other member of the Association and provided in writing to the Association Committee one month prior to the Annual General Meeting. All nominations must have a seconder present on the nomination.

The acceptance of the said persons nomination must be decided by a clear majority vote by the committee, and in the event of a tie in voting, the committee President will have the casting vote.

FOOTNOTES TO ITEMS DENOTED IN TEXT:

- (1) An incorporated association must have the word "incorporated" as the last word in its name
- (2) The Regulations prescribe that the Committee of Management of an Incorporated Association may impose a fine not exceeding \$20 on a member who commits a breach of the rules.
- (3) Section 30 of the Act provides that an Incorporated association shall at least once in each calendar year, convene a general meeting , to be called an annual general meeting.
- (4) Section 22 of the Act provides that an incorporated association may by special resolution alter the statement of purposes or its rules Section 29 of the Act defines a special resolution.
- (5) See Part VIII of the Act for Winding Up and Cancellation

BMBA BY-LAWS 2012