

OAKLEIGH BASKETBALL ASSOCIATION INC.

**CONSTITUTION AND
STATEMENT OF PURPOSES**



TABLE OF CONTENTS

STATEMENT OF PURPOSES

1. Name _____	3
2. Purposes _____	3
RULES OF THE ASSOCIATION _____	5
1. Interpretation _____	5
2. Membership _____	5
3. Life Memberships and Recognition of Service Awards _____	8
4. Fees _____	9
5. Register of Members _____	9
6. Resignation of Members _____	9
7. Expulsion of a Member _____	9
8. Disputes and Mediation _____	11
9. The Annual General Meeting _____	12
10. Special General Meeting _____	13
11. Notice of Meeting _____	14
12. Proceedings at General Meetings _____	14
13. The President _____	15
14. Meeting Adjournment _____	15
15. Voting _____	15
16. Right of Proxy _____	16
17. The Committee of Management (Executive) _____	16
18. Officers of the Association _____	16
19. The Executive _____	17
20. Nomination and Election of Officers and Vacancies _____	17
21. Vacancies _____	18
22. Proceedings of the Executive _____	18
23. Delegates Meetings _____	19
24. The Secretary _____	20
25. The Treasurer _____	20
26. Removal of a Member of the Executive _____	20
27. Cheques _____	21
28. Alteration of Rules and Statement of Purposes _____	21
29. Notices _____	21
30. Winding Up _____	21
31. Custody of Records _____	21
33. Indemnity of Executive _____	21
34. Unforeseen Matters _____	22
35. Seal _____	22
36. Funds _____	22

OAKLEIGH BASKETBALL ASSOCIATION INCORPORATED CONSTITUTION

1. Name

- 1.1. The Name of the Incorporated Association shall be the Oakleigh Basketball Association Inc. (“OBA”) hereafter called the Association.

Purposes

2.0 The purposes for which the Association is established are:

- 2.1 To organise basketball matches and competitions.
- 2.2 To select, manage, coach and otherwise organise such representative team(s) of the OBA for whatsoever purposes the Association may determine.
- 2.3 To raise funds and to obtain sponsorship for the Association
- 2.4 To promote, assist in promoting and secure the holding of clinics, meetings, seminars, conventions, conference, raffles and competitions to promote the Association and basketball in general.
- 2.5 To propose, support or oppose any law, by-law or other measure, which may or might effect the promotion of any clinics, meetings, seminars, conventions, conferences, raffles and competitions to promote the Association and basketball in general.
- 2.6 Solely for the purpose of carrying out the aforesaid purposes to do any of the following:
 - a) To purchase, hire, lease or otherwise acquire real or personal property, which may be deemed convenient or necessary for any of the purposes of the Association;
 - b) To construct, maintain, or alter any buildings, houses or works (whether or not the same be on land owned by the Association) necessary or convenient for any purposes of the Association;
 - c) To take any gift of property, whether subject to any special trust or not, for any one or more of the purposes of the Association;
 - d) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient, for the purposes of procuring contributions to the funds of the Association, by way of donation, sponsorship, subscriptions or otherwise;
 - e) At the absolute discretion of the Association, to permit any premises and/or equipment owned or controlled by the Association, to be used by other clubs, associations, schools, youth bodies or the like, provided that these bodies are

affiliated members of Basketball Victoria or not conflicting with the aims and objectives of Basketball Victoria;

- f) To sell, manage, lease, mortgage, dispose of or otherwise deal with all or any part of the property of the Association;
- g) To obtain such permits or licences as may be conducive to the purposes of the Association and in particular to enter into arrangements with the Basketball Victoria Country Council, Basketball Victoria and Basketball Australia for the use of the Association of such trademarks, logos, patents and copyrights associated therewith;
- h) To subscribe to such charities or sporting organisations, and to make donations from time to time as the Executive shall decide;
- i) To establish and support, and to aid in the establishment of any other association, company or club, being formed with objects similar to the Association's Rules and Purposes, provided always that the rules and purposes, constitution and/or Articles of Association of such association, company or club, prohibits the distribution of its income and property amongst its members, to an extent at least as great as the prohibition governing the Association through the provisions of the Associations Incorporation Act 1981;
- j) To enter into contracts, agreements, and arrangements with administrators, coaches, players and managers of the teams and such other matters as the Association may deem expedient or appropriate;
- k) To enter into and facilitate arrangements and agreements between member clubs and associations for the transfer to and from the clubs of players, coaches and managers or such teams as the Association may deem appropriate;
- l) To enter into contracts, agreements and arrangements for the engagement of staff for the administration and good conduct of the Association;
- m) To do all such lawful things as are incidental or conducive to that attainment of the purposes for the Association.

RULES OF THE ASSOCIATION

- 1 INTERPRETATION of these RULES, unless the contrary intention appears, shall be:
 - 1.1 DELEGATES MEETING means a meeting of the delegates and executive convened by the president to discuss and examine the Association business for input by the delegates.
 - 1.2 EXECUTIVE means the Board and also means the Committee of Management of the Association
 - 1.3 FINANCIAL PERIOD means the year ending on 30th September.
 - 1.4 GENERAL MEETING means an ANNUAL GENERAL MEETING of members convened in accordance with RULE 9 herein.
 - 1.5 SPECIAL GENERAL MEETINGS are all general meetings other than the Annual General Meeting, and are convened in accordance with the provisions of Rule 10 herein.
 - 1.6 MEMBER means a member of the Association (see definition paragraph 3).
 - 1.7 ORDINARY MEMBER OF THE EXECUTIVE shall mean a member of the committee of management whom is not an Officer of the Association under Rule 21
 - 1.8 THE ACT means the ASSOCIATIONS INCORPORATION ACT 1981.
 - 1.9 THE REGULATIONS means the regulations under the Act.
 - 1.10 In these rules, a reference to the SECRETARY of the 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
 - 1.11 Words and expressions in these rules shall be interpreted in accordance with the provisions of the ACTS INTERPRETATION ACT 1959 and the Act as in force from time to time.

2. Membership

- 2.1 The membership categories of OBA are:
 - 2.1.1 Ordinary Members; and
 - 2.1.2 Life Members.
 - 2.1.3 Member Clubs
- 2.2 Any person who:
 - 2.2.1 supports the objects of OBA; and
 - 2.2.2 agrees to comply with the code of conduct of OBA; and
 - 2.2.3 wishes to field a team or teams in basketball competitions conducted by DBA;
- 2.3 In Rule 2.2 “person” includes an individual, incorporated body or unincorporated body, and part of an incorporated or unincorporated body, subject to Rule 2.4.
- 2.4 An unincorporated body, or part of an incorporated or unincorporated body may only become a member by nominating an individual or incorporated body to act as member on its behalf.
- 2.5 In these rules, unless the contrary intention appears, “member” includes an unincorporated body, or part of an incorporated or unincorporated body that is represented by an individual in accordance with Rule 2.4.

3. Interpretation

- 3.1 Application for membership must be:
 - 3.1.1 in writing, in such form as OBA may from time to time prescribe, stating that the applicant:
 - 3.1.1.1 wishes to become a member of OBA;
 - 3.1.1.2 supports the objects of OBA;
 - 3.1.1.3 agrees to comply with any code of conduct or regulations of OBA;
 - 3.1.1.4 undertakes to pay such fees as OBA may from time to time require; and
 - 3.1.1.5 wishes to field a team or teams in basketball competitions conducted by OBA;
 - 3.1.2 signed by the applicant.

4. Approval of Application for Membership

- 4.1 The Board must:
 - 4.1.1 Approve or reject the application; and
 - 4.1.2 Notify the applicant whether the application has been approved or rejected.
- 4.2 If the Board accepts the application:
 - 4.2.1 the applicant becomes a member from the date of the Board meeting; and
 - 4.2.2 the name and address of the new member and the date of becoming a member must be entered

- in the register of members.
- 4.3 If the Board rejects the application, it must return the subscription to the applicant.
- 4.4 The Board may delegate its powers to approve or disapprove an application for membership.
- 4.5 The Association is not obliged to accept any club, team or individual as members or participants for competitions or teams that the Association conducts. The decision of the executive whether to accept or reject a Club, Team or Individual is final and binding.

5.0 Life Memberships and Recognition of Service Awards

- a) Life members of the Association may be elected at the Annual General Meeting of the Association by a three-fourths majority of those present and entitled to vote, provided that written notice of nomination for such election shall have been given to the Secretary 21 days at least before the meeting.
- b) Life membership shall be restricted to those whose service to basketball and the Association has been worthy of the highest honour.
- c) The Board shall present to the Association a written report on the services of any nominee together with its recommendations as to the suitability for the honour.
- d) By resolution of a three-fourths majority of those present and entitled to vote at an Annual Meeting of the Association, Life Membership may be cancelled
- e) Life Members shall be granted the privileges of free admission to all home games and functions held by the Association and the right to attend and vote at all Association Meetings. Life Members shall be awarded a badge of appropriate design.
- f) Recognition of service awards may be given by the Association in such categories approved by the Association. Any nomination for such an award must be endorsed by a majority of those present and entitled to vote at a Association General Meeting or Special Meeting.

6.0 Fees

6.1 The Entry Fee shall be determined from time to time by the executive of OBA.

6.2 The annual administration fees shall be determined from time to time by the executive of OBA.

7.0 Register of Members

The Secretary shall keep and maintain a register of club members, participation club members and ordinary members. The register shall be available for inspection by member clubs through their executive for the time being and ordinary members, at the address of the Secretary.

8.0 Resignation of a Member

8.1 A Member who has paid all moneys due and payable to the Association may resign from the Association by first giving one months notice in writing to the Association's Secretary, of the intention to resign, and upon the expiration of that period of notice, the Member shall cease to be a Member.

8.2 Upon the expiration of a notice given under sub-clause 6.1, the Secretary shall make an entry in the Member register recording the date on which the resigning member ceased to be a member.

9.0 Expulsion of a Member

9.1 Subject to these rules, the executive of the Association may by a 2/3rds majority resolution –

(a) Expel a Member from the Association

(b) Suspend a Member from membership of the Association for a specified period

(c) Fine a Member in accordance with the Regulations, if the Executive is of the opinion that the Member has –

(i) refused or neglected to comply with these rules

(ii) been guilty of conduct unbecoming a member or prejudicial to the interests of the Association

9.2 A resolution of the executive does not take effect unless:

- a) not less than 7 days prior to the date of meeting the Secretary arranges to be served on the member by way of prepaid postage, personal service or service by fax or e-mail, sent to that member's address as recorded by the Association and notice setting out:
- date, time and place of the meeting;
 - a short description of the allegations against the member;
 - that the member has the right to attend and be heard (either personally or be represented); or
 - provide to the Secretary any written submission;
 - the Secretary within 14 days from the date of the meeting serves on the member a notice under sub-clause 9.3, and
- (b) Where the Member exercises the right to appeal under this clause until the special general meeting confirms or varies the resolution in accordance with this clause.

9.3 Where the executive passes a resolution under sub-clause 9.1, 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 Association and the grounds on which it is based
- (b) Stating that the Member may appeal to a special general meeting of the Association to be held not earlier than 14 days and not later than 28 days after the service of the notice of resolution of expulsion.
- (c) Stating that if the member desires to appeal, the member must notify the secretary of the Association in writing within 14 days from the date of the notice.

- (d) Informing the Member that the member can do one or more of the following–
 - (i) Attend the meeting
 - (ii) Give to the secretary before the date of that meeting, a written statement seeking the revocation of the resolution of expulsion.

9.4

- (a) Where the secretary receives a notice under 9.3(c), the secretary shall convene a special general meeting no later than 28 days after the date on which the secretary received the notice.
- (b) The special general meeting shall by simple majority resolved to confirm or revoke or alter the decision of the executive.

9.5 At a meeting held in accordance with sub-clause 9.1 or 9.4 that meeting shall:

- (a) Give to the Member the opportunity to be heard. The member may be heard either personally or by representation.
- (b) Give due consideration to any written statement submitted by the Member.

9.6 At a meeting convened under sub-clause 9.4 –

- (a) No business other than the appeal shall be transacted
- (b) The Secretary may place before the meeting, details of the grounds for the resolution and the reasons for the passing of the resolution.
- (c) The Members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked or varied.

10.0 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 14 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.

11.0 Annual General Meeting

11.1 The Association, in November of each calendar year, shall convene an Annual General Meeting of its Members.

11.2 The Annual General Meeting shall be held on such a day as the Executive determines.

11.3 The Annual General Meeting shall be specified as such in the notice convening it.

11.4 The ordinary business of the Annual General Meeting shall be –

(a) To confirm the minutes of the last Annual General Meeting and of any General Meeting held since that meeting

(b) to receive from the Executive, reports upon the transactions of the Association during the preceding financial period

(c) to elect officers of the Association and ordinary Members of the Executive, and

(d) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act

(e) to appoint an Auditor

11.5 The Annual General Meeting shall transact special business of which 14 days notice was given in accordance with these rules.

11.6 The Annual General Meeting shall be in addition to any other general meeting held in the same calendar year.

12.0 Special General Meeting

All general meetings other than the Annual General Meeting shall be called Special General Meetings.

12.1 The Executive 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 elapse between Annual General Meetings, shall convene a special general meeting before the expiration of that period.

12.2 The Executive shall, on the requisition in writing of Members representing not less than 10% of the total number of "Ordinary Members", convene a special general meeting of the Association.

12.3 The requisition of the special general meeting shall state the objects of the meeting and shall be signed by the Members making the requisition, shall be sent to the address of the Secretary and may consist of several documents of like form, each signed by one or more of the Members making the requisition.

12.4 If the Executive 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 no later than 3 months after that date.

12.5 A special general meeting convened by members in pursuance of these rules shall be convened in the same manner or as nearly as possible to that in which meetings are convened by the Executive, and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

13.0 Notice of Meeting

13.1. The Secretary of the Association shall, at least 35 days before the date fixed for the holding of a general meeting of the Association, notify members via, a notice by pre-paid post, or fax stream, or notice on OBA Web Page, or by e. mail, or by placing prominent notices at all venues used by OBA for its club games every weekend for the preceding 3 weekends. Such notices will state the date, time and place of the meeting, the nature of the business to be transacted at the meeting and requesting details of any General Business.

13.2. No business other than that set out in the notice or submitted by the Members shall be transacted at the meeting.

13.3. A Member desiring to bring business before a meeting may give notice of that business in writing to the Secretary at least 14 days prior to the meeting.

14. Proceedings at General Meetings

14.1. All business that is transacted at a Special General Meeting and all the 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 meeting shall be deemed to be special business.

14.2. No item of business shall be transacted at a General Meeting, unless a quorum of members entitled under these rules, is present during the time when the meeting is considering that item.

14.3. Eight (8) members being 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.

14.4. If at the expiration of thirty (30) minutes after the time appointed for the commencement of a general meeting, a quorum is not present, the meeting, if requisitioned upon at the request of the 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 was adjourned at the same place, and if at the adjourned meeting a quorum is not present at the expiration of thirty (30) minutes from the appointed commencement time of the meeting), the members present (being not less than three) shall be a quorum.

15. The President

15.1. The Chairperson of the Executive shall be the President of the Association, or in the absence thereof, the Vice President, shall preside as the Chairperson of each general meeting of the Association.

15.2. 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 Chairperson at the meeting.

16. Meeting Adjournment

16.1. 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.

16.2. Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.

16.3. Except as provide in sub-clause 12.1 and 12.2, it is not necessary to give notice of an adjournment or of the business to be transacted at a reconvened meeting of such adjournment.

17. Voting

- 17.1. A question at a general meeting of the Association shall be determined on a show of hands unless before, or on the declaration of the show of hands, a poll is demanded. Where a declaration by the Chairperson that a resolution has, on a show of hands, been carried, or carried unanimously, or carried by a particular majority or lost, an entry in the minutes of the Association to that effect, is the evidence of the fact, without proof, of the number or proportion of the votes recorded in favour of, or against the resolution.
- 17.2. Upon any question arising at a general meeting of the Association, a member has only one vote
- 17.3. All votes shall be given personally.
- 17.4. In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- 17.5. 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 Chairperson shall direct, and the resolution of that poll shall be deemed to be the resolution of the meeting on that question.
- 17.6. A poll that is demanded on the election of a Chairperson 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 closure of the meeting, as the Chairperson may direct
- 17.7. An ordinary member is not entitled to vote at any special general meeting unless all monies due and payable by the member to the Association have been paid prior to the day of the meeting. In the case of “club members” only ordinary members of paid up “club members” are entitled to vote as ordinary members.

18.0 Right of Proxy

Members shall not have the right to appoint another member as their proxy. Members must

be present at any Special General Meeting or the Annual General Meeting to exercise their right to vote.

19.0 The Committee of Management (Executive)

19.1 The affairs of the Association shall be managed by a Committee of Management, herein called the Executive, as provided for in rule 21 herein.

19.2 The Executive

- (a) Shall control and manage the business and affairs of the Association;
- (b) May, subject to these rules, 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 the power to perform all such acts and things as appear to be essential for the proper management of the business and affairs of the Association.

20.0 Officers of the Association

20.1 The Officers of the Association shall be:

- (a) A President (Chairperson)
- (b) A Vice President (Deputy Chairperson)
- (c) A Treasurer
- (d) A Secretary

20.2 Each officer of the Association shall hold office from the first day following the Annual General Meeting at which they were elected, until the Annual General Meeting two years after the date of that person's election, and is eligible for re-election

21.0 The Executive

19.1 Subject to section 23 of the Act, the Executive shall consist of:

21.1.1 The officers of the Association, and;

21.1.2 Minimum of two (2) ordinary members and a maximum of four (4) of the Association.

21.2 Elections shall be held annually, for positions vacant due the expiration of the executive member's term of office. Executive members so elected at the Annual General Meeting shall hold office subject to these rules until the Annual General Meeting one year after the date of such election, but shall be eligible for re-election. The executive shall have "co-opting" power.

21.3 Any person who is elected as a member of the Executive of the Association and is also a delegate of a club Member must immediately resign as a delegate.

22.0 Nomination and Election of Officers and Vacancies

22.1 Nomination of candidates for election as Officers of the Association, or Ordinary Members of the Executive shall be made in writing, signed by one member of the Association, and accompanied by the written consent of the candidate; and

(a) Shall be delivered to the Secretary of the Association not less than 28 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 Executive, the candidates nominated shall be deemed to have been 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 number of nominations received exceeds the number of vacancies to be filled, a ballot will be held.

22.2 The ballot for the election of officers and ordinary members of the Executive shall be conducted at the Annual General meeting in such usual and proper manner as the Executive may direct.

22.3 A nomination of a candidate under this clause is not valid if that candidate has been nominated and elected to another office for election at the same election.

23.0 Vacancies

21.1. For purpose of these rules, the office of an Officer of the Association
Or of an ordinary member of the Executive, becomes vacant if the officer or member:

(a) Becomes an insolvent under the administration of the Companies (Vic) Code,
or;

(b) Resigns office by notice in writing given to the Secretary;

(c) Unable to continue due to death or infirmity.

23.2. In the event of a casual vacancy occurring in the office of elected members of the Executive or in the event of an Executive position not being filled at an Annual General Meeting, the Executive 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 next Annual General Meeting.

24.0 Proceedings of the Executive

24.1 The Executive shall meet at least four (4) times each year at such times and places at the Executive shall determine.

24.2 Special Meetings of the Executive may be convened by the Chairman of the Executive or by any four members of the Executive.

24.3 Notice shall be given to members of the Executive of any special meeting, specifying the general nature of the business to be transacted at such meeting.

24.4 Any four members of the Executive constitute a quorum for the transaction of the business of the meeting of the Executive.

24.5 No business shall be transacted unless a quorum is present and if half an hour after the time appointed for the meeting to commence, if no quorum is present, the meeting will be adjourned to a date and venue to be set by the Chairperson, unless the meeting was a Special General Meeting in which case the meeting lapses.

24.6 At meetings of the committee:

24.6.1 The President (or in the absence of the President then the Vice President) shall preside.

24.6.2 If both the President and the Vice President are absent, one of the remaining members of the Executive will be chosen to preside.

24.7 Questions arising at a meeting of the Executive or of a sub-committee appointed by the Executive shall be determined on a show of hands or, if demanded by a member, a poll taken in such manner as the person presiding at the meeting shall determine.

24.8 Each member present at a meeting of the Executive, or of any sub-committee appointed by the Executive, (including the person presiding at the meeting) is entitled to one vote and in the event of an equality of votes on any question then the person presiding may exercise a second or casting vote.

24.9 Written notice of each Executive meeting shall be served on each member of the Executive by delivering it to him at a reasonable time before the meeting, or by sending it by pre-paid post addressed to the usual or last known place of abode of the member, at least seven business days before the date of the scheduled meeting.

25.0 Delegates Meetings

25.1 The President shall convene at least four (4) Delegates Meetings each year at such times and places as determined by the President.

25.2 A quorum will consist of at least the President (or in the absence of the President then the Vice President) and at least fifty percent (50%) of delegates from member clubs.

25.3 At Delegates Meetings:

25.3.1 The President (or in the absence of the President then the Vice President) shall preside.

25.3.2 The President (or in the absence of the President then the Vice President) and the delegates will elect a person to take Minutes of the

Meeting.

25.3.3 Each delegate present at the meeting and the President (or in the absence in the President then the Vice President) is entitled to one (1) vote and in the event of an equality of votes on any question the President (or in the absence of the President then the Vice President) may exercise a second or casting vote.

25.3.4 Members of the Executive present at Delegates Meetings are not entitled to a vote at these meetings.

25.3.5 The President (or in the absence of the President then the Vice President) will inform the Executive of all recommendations made by the delegates at the next meeting of the Executive.

26.0 The Secretary

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

27.0 The Treasurer

The Treasurer of the Association shall:

- (a) collect and receive all moneys due to the Association, and make all payments authorised by the Executive; and
- (b) 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.

27.1 The accounts referred to in sub-clause 27.0 (a) shall be available for inspection by members.

27.2 The Treasurer shall present a statement of income and expenditure and a balance sheet for the financial year at each Annual General Meeting. A certificate of audit and a balance sheet shall then be prepared by the auditor and circulated within 30 days of the Annual General Meeting to OBA Executive, member clubs, and be available to AGM attendees and ordinary members.

28.0 Removal of a Member of the Executive

- 28.1 The Association in general Meeting may by resolution remove any elected member of the Executive before the expiration of the term of office, and appoint another member in his stead to hold office until the expiration of the term of the first mentioned member.
- 28.2 Where the member to whom a proposed resolution refers to in sub-clause 28.1, makes a representation in writing to the Secretary or Chairman of the Association, (not exceeding a reasonable length) requesting that members of the Association be notified of the representations therein, the Secretary or Chairperson may send a copy of the representations to the members of the Association, or if they are not sent, the member may require that they be read out at this meeting.
- 28.3 The grievance procedure available to all members is available to Executive members. Refer to rules 7 and 8.

29.0 Cheques

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

30.0 Alteration of Rules and Statement of Purposes

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

31.0 Notices

- 31.1 A notice may be served by or on behalf of the Association on any member either personally or by sending it by post, fax and/or e-mail to the member to the address shown in the register of members or by sending it by fax stream.
- 31.2 Where a document is properly addressed, pre-paid and posted to a person as a letter, or sent by fax stream, the document shall, unless the contrary is provided, be deemed to have given to the addressee at the time the letter would have been delivered in the normal course of the ordinary post.

32.0 Winding Up

In the event of the winding up of the Association, the assets and property of the Association after the payment of all just debts and liabilities, shall not be distributed to its members, but shall be distributed to Basketball Victoria in the first instance, and to organisations with similar objects in the second instance and to charitable organisations in the final instance.

33.0 Custody of Records

Except as otherwise provided in these rules, the Secretary shall keep the records, books, documents and securities of the Association.

34.0 Indemnity of Executive

No member of the Executive shall be liable for the acts, receipts, neglects, or default of any other Executive member, or for joining in any receipts or other act, for any loss or expense happening to the Association through the insufficiency or deficiency in title to any property acquired by order of the Executive, for and on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any persons with whom any moneys, securities or effects shall be deposited or kept, or for any other loss, damage or misfortune which shall happen in the execution of duties of office or in relation thereto, unless the same happens through the negligence, wilful default, breach of duty or breach of trust by the person(s).

35.0 Unforseen Matters

Should any matters arise for which provision has not been made in this constitution, Executive shall take action as is deemed necessary to protect the interests of the Association.

36.0 Seal

The common seal of the Association shall be kept in the custody of the Secretary. The common seal shall not be affixed to any instrument except by authority of the Association and the affixing of the Common Seal shall be attested by the signature of two members of the Association.

37.0 Funds

The funds of the Association shall be derived from Entrance Fees, Administration Fees, Levies, Donations and such other sources as the Association determines.