

Northern Districts Basketball Association Incorporated

Rules

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1 Interpretation

1.1 In these Rules the following terms have the meanings ascribed hereunder:

Act means the *Associations Incorporation Act 1981* and its subordinate legislation and includes any amendments or variations thereto;

Affiliated Club means a Club affiliated with the Association. To become an Affiliated Club a Club must:

- sign an Affiliation Agreement
- be approved by the Management Committee
- comply with these Rules

An Affiliated Club has the rights and obligations described in the Affiliation Agreement and Rule 5.11;

Affiliation Agreement means the agreement setting out the rights and obligations of the Affiliated Club;

Blue Card means a Positive Notice in accordance with *Working with Children (Risk Management and Screen) Act 2000* (Qld);

Board means the committee described in Rule 18, with the functions described in Rule 22;

BQ means Basketball Queensland Ltd (ABN 47 162 567 419);

By-Laws means the Association's by-laws, prepared from time to time by the Board in accordance with Rule 42;

Chief Executive means the government representative for the Office of Fair Trading responsible for managing approvals and compliance with the Act;

Club Representative means the person appointed by an Affiliated Club to represent the Affiliated Club on the Management Committee;

FIBA means the International Basketball Federation;

GBBRA means the Greater Brisbane Basketball Referees Association sub-committee formed pursuant to Rule 27;

General Meeting means any general meeting (annual or special) of the Association to which all Members are entitled to attend;

Management Committee means the committee made up of the members of the Board, the Club Representative of each Affiliated Club, the GBBRA representative, and persons (if any) employed by the Association to perform managerial functions. The Management Committee is responsible for making decisions relating to competitions conducted by the Association (see also Rule 5.11), and any other powers delegated to it by the Board. Management Committee meetings will be conducted in accordance with Rules 23, 24, 25 and 26 (with references therein to "Board" applying equally to the "Management Committee");

Member means any member of the Association as described in Rules 5 and 6;

Tribunal means three or more persons appointed by the Association pursuant to Rule 12 to meet, hear, determine, make orders, and impose penalties (including but not limited to suspension) in relation to transgressions of the Association's Rules, By-Laws, and Codes of Conduct by its Members and guests.

- 1.2 A word or expression that is not defined in these Rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

2 Name

The name of the incorporated association is Northern Districts Basketball Association Incorporated (the Association).

3 Objects

The objects of the Association are:

- 3.1 to develop a local identity within the Northern and North Western suburbs of Brisbane, and to encourage, promote and develop basketball at all levels via an active club membership;
- 3.2 to promote and manage competitions amongst teams from Affiliated Clubs;
- 3.3 to conduct competitions in accordance with the rules and practices established by basketball's governing bodies, except as described in the Association Competition Rules and By-Laws;
- 3.4 to provide a collective operation that will enable males and females to learn how to play basketball and to participate in organised basketball competitions representing the Association as decided by the Management Committee from time to time;
- 3.5 to participate in events arranged by the governing bodies of basketball;
- 3.6 to acquire leases and or real property on which is, or is to be constructed, indoor stadiums for the playing of basketball;
- 3.7 to hire competent administrators and managers to oversee the administration and management of the Association;
- 3.8 to hire competent coaches to instruct and educate players and other coaches in the conduct of the game;
- 3.9 to assist Affiliated Clubs achieve their objects;
- 3.10 to be an affiliated member of BQ and any other basketball governing body the Board resolves from time to time to be worthwhile;
- 3.11 to promote and uphold positive behavioural standards of its Members and guests in accordance with FIBA's Code of Ethics and its Code of Conduct and Fair Play;
- 3.12 to develop, promote or assist with coaching and talent identification programs for Members;
- 3.13 to promote, foster and encourage basketball within the local community and schools to expand the player base and increase training facilities;
- 3.14 to undertake and or do all such things or activities which are necessary, incidental to, or conducive to the advancement of these Objects.

4 Powers

- 4.1 The Association has the powers of an individual.
- 4.2 The Association may, for example:
 - 4.2.1 enter into contracts;
 - 4.2.2 acquire, hold deal with and dispose of property;

- 4.2.3 make charges for services and facilities it supplies; and
- 4.2.4 do other things necessary or convenient to be done in carrying out its affairs.
- 4.3 The Association may take over the funds and other assets and liabilities of the present unincorporated association known as Northern Districts Basketball Association (the Unincorporated Association).
- 4.4 The Association may also issue secured and unsecured notes, debentures and debenture stock for the Association.
- 4.5 The Association's income and property are to be applied solely in furtherance of the Objects and shall not be distributed directly or indirectly to the Members, except as bona fide compensation for services rendered to the Association, or expenses incurred on behalf of the Association, in accordance with these Rules and in the furtherance of the Objects.

5 Classes of Members

- 5.1 The membership of the Association consists of the following classes of members:
 - 5.1.1 Ordinary Members;
 - 5.1.2 Junior Members;
 - 5.1.3 Senior Members;
 - 5.1.4 Parent Members;
 - 5.1.5 Founding Members;
 - 5.1.6 Life Members;
 - 5.1.7 Honorary Members;
 - 5.1.8 Corporate Members; and
 - 5.1.9 Affiliated Clubs.
- 5.2 Each class of membership has the rights and privileges described below.

5.3 Ordinary Members

- 5.3.1 An Ordinary Member of the Association is a person who:
 - a. is 18 years of age or older;
 - b. has completed and submitted an application for membership;
 - c. has paid the membership fees determined by the Board from time to time; and
 - d. has not been rejected for membership by the Board pursuant to Rule 5.3.2.
- 5.3.2 The Board may, by resolution passed at its meeting following receipt of an application for membership as an Ordinary Member, reject the application without giving reasons.
- 5.3.3 If the Board rejects an application pursuant to Rule 5.3.2 then any membership fees paid by the rejected applicant must be refunded in full forthwith.

- 5.3.4 Ordinary Members must pay an annual renewal fee determined by the Board from time to time. Unless renewed, an Ordinary Member's membership expires on the anniversary of their admission or renewal (as the case may be).
- 5.3.5 Ordinary Members have the right to receive notice of General Meetings.
- 5.3.6 Ordinary Members have the right to attend General Meetings.
- 5.3.7 Ordinary Members have the right to vote at General Meetings.
- 5.3.8 Ordinary Members are entitled to nominate, and be nominated, for election to the Board.
- 5.3.9 The number of Ordinary Members is unlimited.

5.4 Junior Members

- 5.4.1 A Junior Member of the Association is a person who:
 - a. is registered to compete in a Junior Competition conducted by the Association;
 - b. has paid the membership fees determined by the Board from time to time; and
 - c. has not been rejected for membership by the Board pursuant to Rule 5.4.2.
- 5.4.2 The Board may, by resolution passed at its meeting following registration of a player to compete in a Junior Competition conducted by the Association, reject the registration without giving reasons.
- 5.4.3 If the Board rejects a registration pursuant to Rule 5.4.2 then any membership fees paid by the rejected registrant must be refunded in full forthwith.
- 5.4.4 A Junior Member's membership expires at the conclusion of the competition in which he/she is registered.
- 5.4.5 Junior Members are not entitled to receive notice of General Meetings.
- 5.4.6 Junior Members have the right to attend General Meetings.
- 5.4.7 Junior Members are not entitled to vote at General Meetings.
- 5.4.8 Junior Members are not entitled to nominate, or be nominated, for election to the Board.
- 5.4.9 The number of Junior Members is unlimited.

5.5 Senior Members

- 5.5.1 A Senior Member of the Association is a person who:
 - a. is registered to compete in a Senior Competition conducted by the Association;
 - b. has paid the membership fees determined by the Board from time to time; and
 - c. has not been rejected for membership by the Board pursuant to Rule 5.5.2.

- 5.5.2 The Board may, by resolution passed at its meeting following registration of a player to compete in a Senior Competition conducted by the Association, reject the registration without giving reasons.
- 5.5.3 If the Board rejects a registration pursuant to Rule 5.5.2 then any membership fees paid by the rejected registrant must be refunded in full forthwith.
- 5.5.4 A Senior Member's membership expires at the conclusion of the competition in which he/she is registered.
- 5.5.5 Senior Members are entitled to receive notice of General Meetings.
- 5.5.6 Senior Members have the right to attend General Meetings.
- 5.5.7 Senior Members are entitled to vote at General Meetings.
- 5.5.8 Senior Members are entitled to nominate, and be nominated, for election to the Management Committee.
- 5.5.9 The number of Senior Members is unlimited.

5.6 Parent Members

- 5.6.1 A Parent Member of the Association is a person who:
 - a. is the parent of a Junior Member of the Association.
- 5.6.2 A Parent Member's membership expires at the conclusion of the Junior Competition in which his/her child is registered.
- 5.6.3 Parent Members are entitled to receive notice of General Meetings.
- 5.6.4 Parent Members have the right to attend General Meetings.
- 5.6.5 Parent Members are entitled to vote at General Meetings, PROVIDED THAT:
 - a. if two or more persons are Parent Members by virtue of being parents of the same Junior Member then those Parent Members shall be entitled to cast one vote between them, and if they are unable to agree on how to cast their vote for a motion then they shall have no vote for that motion.
- 5.6.6 Parent Members are entitled to nominate, and be nominated, for election to the Management Committee.
- 5.6.7 The number of Parent Members is unlimited.

5.7 Founding Members

- 5.7.1 A Founding Member of the Association is a person who:
 - a. was a financial member of the Unincorporated Association when it became incorporated as the Association.
- 5.7.2 A Founding Member's membership does not expire.
- 5.7.3 Founding Members are entitled to receive notice of General Meetings.
- 5.7.4 Founding Members have the right to attend General Meetings.
- 5.7.5 Founding Members are entitled to vote at General Meetings.
- 5.7.6 Founding Members are entitled to nominate, and be nominated, for election to the Board.

- 5.7.7 Founding Members must pay the relevant membership fee to compete in competitions conducted by the Association.
- 5.7.8 The number of Founding Members is limited to those financial members of the Unincorporated Association when it was incorporated as the Association.

5.8 Life Members

- 5.8.1 A Life Member of the Association is a person who:
 - a. has rendered special service to the Association;
 - b. has been approved by at least two thirds of the Board to be proposed at the next General Meeting as a Life Member; and
 - c. at the General Meeting at which he/she is proposed as a Life Member, has been approved by at least two thirds of the Members present and entitled to vote.
- 5.8.2 A Life Member's membership does not expire.
- 5.8.3 Life Members are entitled to receive notice of General Meetings.
- 5.8.4 Life Members have the right to attend General Meetings.
- 5.8.5 Life Members are entitled to vote at General Meetings.
- 5.8.6 Life Members are entitled to nominate, and be nominated, for election to the Management Committee.
- 5.8.7 Life Members must pay the relevant membership fee to compete in competitions conducted by the Association.
- 5.8.8 The number of Life Members is unlimited, PROVIDED THAT no more than two persons may be proposed for Life Membership at each General Meeting.

5.9 Honorary Members

- 5.9.1 An Honorary Member of the Association is a person who:
 - a. has had the title conferred on him/her by at least a two thirds majority of the Board.
- 5.9.2 Honorary Members are exempt from paying membership fees.
- 5.9.3 An Honorary Member's membership expires on the date resolved by a majority of the Board, but no sooner than 12 months after the membership status has been conferred.
- 5.9.4 Honorary Members are not entitled to receive notice of General Meetings.
- 5.9.5 Honorary Members have the right to attend General Meetings.
- 5.9.6 Honorary Members are not entitled to vote at General Meetings.
- 5.9.7 Honorary Members are not entitled to nominate, or be nominated, for election to the Board.
- 5.9.8 The number of Honorary Members is unlimited.

5.10 Corporate Members

- 5.10.1 A Corporate Member of the Association is a company, business, or incorporated organisation that:
- a. supports the Association and its Objects as a sponsor or otherwise;
 - b. has had the title conferred on them by a majority of the Board; and
 - c. has paid the membership fee determined from time to time by the Board.
- 5.10.2 A Corporate Member's membership expires on the anniversary of their admission as a Corporate Member, or such earlier date as resolved by at least a two thirds majority of the Board.
- 5.10.3 Corporate Members are not entitled to receive notice of General Meetings.
- 5.10.4 Corporate Members have the right to attend General Meetings.
- 5.10.5 Corporate Members are not entitled to vote at General Meetings.
- 5.10.6 Corporate Members are not entitled to nominate, or be nominated, for election to the Board.
- 5.10.7 The number of Corporate Members is unlimited.

5.11 Affiliated Clubs

- 5.11.1 An Affiliated Club is a basketball club that:
- a. has applied to the Association for Affiliation status;
 - b. has been approved by the Management Committee as an Affiliated Club; and
 - c. signed an Affiliation Agreement.
- 5.11.2 An Affiliated Club must pay annual membership fees as determined by the Board from time to time.
- 5.11.3 An Affiliated Club may renew its membership by paying the membership fee determined by the Board, UNLESS the Management Committee resolves by at least a two thirds majority to reject the Club's renewal.
- 5.11.4 An Affiliated Club must comply with the terms of the Affiliation Agreement and the Association's Rules. Failure to do so will subject the Club to sanctions to be determined by the Management Committee, including but not limited to suspension or cancellation of membership.
- The Management Committee may only suspend or cancel an Affiliated Club's membership for a serious infraction of the Affiliation Agreement or these Rules, and only with at least a three quarters majority.
- 5.11.5 Each Affiliated Club may nominate a representative (the Club Representative) to sit on the Management Committee and to attend General Meetings.
- 5.11.6 Affiliated Clubs are entitled to receive notice of General Meetings.
- 5.11.7 Members of Affiliated Clubs who are also Members of the Association have the right to attend General Meetings.

- 5.11.8 A Club Representative nominated pursuant to Rule 5.11.5 is entitled to vote at General Meetings. The vote cast by a Club Representative is in addition to any vote the individual is entitled to cast by virtue of being a Member.
- 5.11.9 Affiliated Clubs are not entitled to nominate, or be nominated, for election to the Board. However, a Club Representative who is also a Member, may nominate or be nominated for election to the Board.
- 5.11.10 Affiliated Clubs may nominate teams to compete in competitions conducted by the Association, PROVIDED THAT the players on the nominated team meet the eligibility requirements determined from time to time by the Management Committee.
- 5.11.11 The number of Affiliated Clubs is unlimited.

6 Automatic Membership

A person who, on the day the Association is incorporated, was a member of the Unincorporated Association and who, on or before a day fixed by the Board, agrees in writing to become a member of the incorporated association, must be admitted by the Board:

- 6.1 to the equivalent class of membership of the Association as the member held in the Unincorporated Association; or
- 6.2 if there is no equivalent class of membership then as an Ordinary Member.

7 New Membership

An applicant for membership of the Association must complete the application process determined by the Board, including, but not limited to, paying the membership fees determined by the Board, and complying with Rule 5.

8 Membership Fees

The membership fee for each class of membership:

- 8.1 is the amount determined by the Board from time to time; and
- 8.2 is payable when, and in the way determined by the Board from time to time.

9 Admission and Rejection of New Members

- 9.1 The Board must consider an application for membership at the next Board held after it receives:
 - 9.1.1 the application for membership; and
 - 9.1.2 the appropriate membership fee for the application.
- 9.2 The Board must ensure that applicants for membership of the Association are advised of whether the Association has public liability insurance and, if so, the amount of the insurance.
- 9.3 The Board must decide at the meeting whether to accept or reject the application.
- 9.4 If a majority of the members of the Board present at the meeting vote to accept the applicant as a member, then the applicant must be accepted as a member for the class of membership applied for.
- 9.5 The Secretary must, as soon as practicable after the Board decides to accept or reject an application, give the applicant a written notice of the decision.

10 When Membership Ends

- 10.1 A member may resign from the Association by giving a written notice of resignation to the Secretary.
- 10.2 The resignation takes effect at:
 - 10.2.1 the time the notice is received by the Secretary; or
 - 10.2.2 if a later time is stated in the notice, then the later time.
- 10.3 The Board may terminate a member's membership if the member:
 - 10.3.1 is convicted of an indictable offence;
 - 10.3.2 does not comply with any of the provisions of these Rules;
 - 10.3.3 has membership fees in arrears for at least two months;
 - 10.3.4 conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Association.
- 10.4 Before the Board or Management Committee terminates a member's membership, the member must be given a full and fair opportunity to show why the membership should not be terminated.
- 10.5 If, after considering all representations made by the member, the member's membership is terminated, then the Secretary must give the member a written notice of the decision.

11 Appeal Against Rejection or Termination of Membership

- 11.1 A person whose application for membership has been rejected, or whose membership has been terminated, may give the Secretary written notice of the person's intention to appeal against the decision.
- 11.2 A notice of intention to appeal must be given to the Secretary within one month after the person receives written notice of the decision.
- 11.3 If the Secretary receives a notice of intention to appeal, then the Secretary must, within one month after receiving the notice, convene a meeting of the Tribunal to decide the appeal.
- 11.4 If a person whose application for membership has been rejected does not appeal against the decision within one month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, then the Secretary must, as soon as practicable, refund the membership fee paid by the person.

12 Tribunal

- 12.1 The Board must establish a sub-committee of three or more persons to act as a Tribunal empowered to:
 - 12.1.1 adjudge reports of Member misconduct, including but not limited to breaches of the Code of Conduct, these Rules, or the By-Laws;
 - 12.1.2 impose penalties on Members found guilty of transgressing the Code of Conduct, these Rules, or the By-Laws, including but not limited to suspension of Member privileges; and
 - 12.1.3 to hear and determine appeals by persons whose application for membership has been rejected, or whose membership has been terminated.
- 12.2 The Tribunal must exercise its powers consistently with the principles of natural justice.

13 Register of Members

- 13.1 The Board must keep a register of members of the Association.
- 13.2 The register must include the following particulars for each member:
 - 13.2.1 the full name of the member;
 - 13.2.2 the postal or residential address of the member;
 - 13.2.3 the date of admission as a member;
 - 13.2.4 the date of death or time of resignation of the member;
 - 13.2.5 details about the termination or reinstatement of membership;
 - 12.2.6 any other particulars determined by the Board from time to time.
- 13.3 The register must be open for inspection by members of the Association at all reasonable times.
- 13.4 A member must contact the Secretary to arrange an inspection of the register.
- 13.5 However, the Board may, on a Member's application, withhold information about the Member (other than the member's full name) from the register available for inspection if the Board has reasonable grounds for believing the disclosure of the information would put the Member at risk of harm.

14 Prohibition on Use of Information on Register of Members

- 14.1 A Member must not:
 - 14.1.1 use information obtained from the register to contact, or send material to, another Member for the purpose of advertising for political, religious, charitable, or commercial purposes; or
 - 14.1.2 disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another Member for the purpose of advertising for political, religious, charitable, or commercial purposes.
- 14.2 Subrule 14.1 does not apply if the use or disclosure of the information is approved by the Association.

15 Appointment or Election of Secretary

- 15.1 If the Association has not elected an interim officer as Secretary for the Association before its incorporation, then the Board must ensure a Secretary is appointed or elected for the Association within one month after incorporation.
- 15.2 If the office of Secretary is vacated then the Board must ensure a Secretary is appointed or elected within one month after the vacancy happens.
- 15.3 If the Board appoints a person pursuant to subrule 15.2 then the person becomes a member of the Board.
- 15.4 References in these Rules "vacancy" means a vacancy that occurs when an elected member of the Board resigns, dies, or otherwise stops holding office.

16 Removal of Secretary

- 16.1 The Board may at any time remove a person appointed as the Secretary.
- 16.2 If the Board removes a person appointed as Secretary, then that person remains a member of the Board.

17 Functions of Secretary

The Secretary's functions include, but are not limited to:

- 17.1 calling meetings of the Association;
- 17.2 preparing notices of meetings;
- 17.3 in consultation with the President, preparing the agenda of the meetings;
- 17.4 keeping minutes of each meeting;
- 17.5 keeping copies of all correspondence and other documents relating to the Association; and
- 17.6 maintaining the register of Members.

18 Membership of the Board

- 18.1 The Board of the Association consists of the following members:
 - 18.1.1 President;
 - 18.1.2 Vice President;
 - 18.1.3 Treasurer;
 - 18.1.4 Secretary; and
 - 18.1.5 up to four Ordinary Board Members elected at a General Meeting.
- 18.2 Only Members with a current Blue Card are eligible for election or appointment to the Board.
- 18.3 Paid employees of the Association may be Board Members PROVIDED THAT:
 - 18.3.1 they are members of the Association;
 - 18.3.2 they are duly elected at a General Meeting; and
 - 18.3.3 they disclose any conflicts of interest and shall have no vote on matters where a conflict of interest is identified.
- 18.4 Subject to the Rules, the President, Vice President, Treasurer and Secretary are elected for a term of two years, and Ordinary Board Members are elected for a term of one year.
- 18.5 At each Annual General Meeting convened in an odd year the President and Treasurer positions will be declared vacant and, subject to Rule 18.8, will be filled in accordance with the election provisions contained in Rule 19. To avoid doubt, subject to Rule 18.8, the outgoing President and Treasurer are eligible for re-election.
- 18.6 At each Annual General Meeting convened in an even year the Vice President and Secretary positions will be declared vacant and, subject to Rule 18.8, will be filled in accordance with the election provisions contained in Rule 19. To avoid doubt, subject to Rule 18.8, the outgoing Vice President and Secretary are eligible for re-election.
- 18.7 The election of a new Board is to be the last agenda item at each Annual General Meeting.
- 18.8 After serving a cumulative period of four terms as President, Vice-President, Treasurer or Secretary, a person becomes ineligible to hold the same position for 12 months.

- 18.9 After the 12 months referred to in Rule 18.8 has expired, the person will again be eligible for election or appointment to the position. If the person is elected or appointed to the position then, for the purposes of Rule 18.8, that election or appointment will be considered that person's first term in that position.
- 18.10 Subject to the above Rules, a Member may be appointed to a casual vacancy on the Board under rule 21.

19 Electing the Board

- 19.1 A member of the Board may only be elected as follows:
- 19.1.1 A written nomination form signed by the nominator (who must be an Member eligible to vote) and the nominee (who must be a Member eligible to vote) must be given to the Secretary at least 28 days before the Annual General Meeting;
 - 19.1.2 Each Member eligible to vote and present at the Annual General Meeting may vote for one candidate for each position on the Board;
 - 19.1.3 If, at the start of the Annual General Meeting, there are no nominations for a position, then nominations may be taken from the floor.
- 19.2 A person may be a candidate only if the person:
- 19.2.1 is an adult; and
 - 19.2.2 has not been disqualified from consideration by section 61A of the Act.
- 19.3 A list of the candidates' names in alphabetical order, with the names of the Member who nominated each candidate, must:
- 19.3.1 accompany the notice of Annual General Meeting;
 - 19.3.2 be posted on the Association's web-site or social media platform for at least seven days prior to the Annual General Meeting; and
 - 19.3.3 be posted in a conspicuous place at the entry of the venue at which the Annual General Meeting is held, for at least 30 minutes prior to the commencement of the Annual General Meeting and for the duration of the Annual General Meeting.
- 19.4 The Board will determine how the election is to be conducted. If the Board decides to use balloting lists, then the lists must be prepared in advance of the Annual General Meeting and contain the names of the candidates in alphabetical order.
- 19.5 The Board must circulate with the notice of meeting details of its public liability insurance (if any) including the amount of the insurance.

20 Resignation, Removal or Vacation of Board Member

- 20.1 A member of the Board may resign from the committee by giving written notice of resignation to the Secretary.
- 20.2 The resignation takes effect at:
- 20.2.1 the time the notice is received by the Secretary; or
 - 20.2.1 if a later time is stated in the notice, then at the later time.
- 20.3 A member may be removed from office at a General Meeting if a majority of the Members present and eligible to vote at the meeting vote in favour of removing the member.

- 20.4 Before a vote of Members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- 20.5 A member has no right of appeal against the member's removal from office under this Rule.
- 20.6 A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

21 Vacancies on Board

- 21.1 If a casual vacancy happens on the Board, then the continuing members of the Board may appoint another Member to fill the vacancy until the next Annual General Meeting.
- 21.2 The continuing members of the Board may act despite a casual vacancy on the Board.
- 21.3 However, if the number of Board Members is less than a quorum as defined in subrule 24.1, then the continuing members may act only to:
 - 21.3.1 increase the number of Board members to the number that constitutes a quorum as defined by subrule 24.1; or
 - 21.3.2 call a General Meeting.

22 Functions of the Board

- 22.1 Subject to these Rules or a General Meeting resolution, the Board has the general control and management of the administration of the affairs, property, and funds of the Association.
- 22.2 The Board has authority to interpret the meaning of these Rules and any matter relating to the Association on which the Rules are silent, PROVIDED THAT any interpretation must be consistent with the Act, and if a dispute arises over the interpretation of the Rules, then the matter will be referred to the Tribunal, whose determination will be final and binding.

If the Rules are inconsistent with the Act, then the Act will prevail.
- 22.3 The Board may exercise the Powers:
 - 22.3.1 to borrow, raise or secure the payment of amounts in a way the Members decide;
 - 22.3.2 to secure the amounts mentioned in subrule 22.3.1 or the payment or performance of any debt, liability, contract, guarantee, or other engagement incurred or to be entered into by the Association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Association's property, both present and future;
 - 22.3.3 to purchase, redeem or pay off any securities issued;
 - 22.3.4 to borrow amounts from Members and pay interest on the amounts borrowed;
 - 22.3.5 to mortgage or charge the whole or part of its property;

- 22.3.6 to issue debentures and other securities, whether outright or as security for any debt, liability, or obligation of the Association;
 - 22.3.7 to provide and pay off any securities issued; and
 - 22.3.8 to invest in a way the Members may from time to time decide.
- 22.4 For subrule 22.3.4, the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by:
- 22.4.1 the financial institution for the Association; or
 - 22.4.2 if the Association has more than one financial institution, then the financial institution nominated by the Management Committee.

23 Meetings of the Board

- 23.1 Subject to this Rule, the Board may meet and conduct its proceedings as it considers appropriate.
- 23.2 The Board must meet at least once every two months to exercise its functions.
- 23.3 The Board must maintain a Register of Conflicts, detailing any actual or perceived conflicts of interest (the Conflict) between Board members and the matters being discussed, considered, or voted on by the Board. Any Board member with a Conflict is ineligible to vote on the matter for which the Conflict exists, and voting on the matter will be by secret ballot.
- 23.4 The Board must decide how a meeting is to be called, including the method of providing notice and the notice period.
- 23.5 The Board may hold meetings, or permit a Board member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen. Board members who participate in this way are deemed to be present at the meeting.
- 23.6 A question arising at a Board meeting is to be decided by a majority vote of Board members present at the meeting and, if the votes are equal, then the question is decided in the negative.
- 23.7 The President will preside as chairperson at Board meetings.
- 23.8 If there is no President, or if the President is not present within ten minutes of the time fixed for the Board meeting to commence, then the members present may choose one of their number to preside as chairperson at the meeting.

24 Quorum for, and Adjournment of, Board Meeting

- 24.1 A quorum of the Board is more than 50% of the members elected to the Board at the most recent General Meeting. A quorum of the Management Committee is more than 50% of its members.
- 24.2 If there is no quorum within 30 minutes after the time fixed for a Board meeting called on the request of Board members, then the meeting lapses.
- 24.3 If there is no quorum within 30 minutes after the time fixed for a Board meeting called other than on the request of the Board members, then:
 - 24.3.1 the meeting is to be adjourned for at least 1 day; and
 - 24.3.2 the Board members who are present will decide the day, time, and place of the adjourned meeting.

- 24.4 If there is no quorum within 30 minutes after the time fixed for an adjourned Board meeting then the Board members present will constitute a quorum for the purposes of the adjourned meeting but any resolutions passed at the adjourned meeting will not be binding on the Association unless ratified at a subsequent Board meeting or General Meeting.

25 Special Meeting of Board

- 25.1 If the Secretary receives a written request signed by at least 33% of the Board members, then the Secretary must call a special meeting of the Board by giving each Board member notice of the meeting within 14 days after the Secretary receives the request.
- 25.2 If the Secretary is unable or unwilling to call the special meeting, then the President must call the meeting.
- 25.3 A request for a special meeting must state:
- 25.3.1 why the special meeting is called; and
 - 25.3.2 the business to be conducted at the meeting.
- 25.4 A notice of a special meeting must state:
- 25.4.1 the day, time, and place of the meeting; and
 - 235.4.2 the business to be conducted at the meeting.
- 25.5 A special meeting of the Board must be held within 14 days after notice of the meeting is given to the members of the Board.

26 Minutes of Board Meetings

- 26.1 The Secretary must ensure full and accurate minutes of all questions, matters, resolutions, and other proceedings of each Board meeting are entered in a minute book.
- 26.2 To ensure the accuracy of the minutes, the minutes of each Board meeting must be signed by the chairperson of the meeting, or the chairperson of the next Board meeting, verifying their accuracy.

27 Appointment of Subcommittees

- 27.1 The Board may appoint a subcommittee consisting of Members considered appropriate by the Board to help with the conduct of the Association's operations.
- 27.2 A single representative of the subcommittee is entitled to vote at a Board meeting, but only on matters relating to the purpose for which the sub-committee was formed.
- 27.3 A subcommittee may elect a chairperson of its meetings.
- 27.4 If a chairperson is not elected, or if the chairperson is not present within ten minutes after the time fixed for a meeting, then the members present may choose one of their number to be chairperson of the meeting.
- 27.5 A subcommittee may meet and adjourn as it considers appropriate.
- 27.6 A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

28 Acts Not Affected by Defects or Disqualifications

- 28.1 An act performed by the Board, a subcommittee or a person acting as a Board member is taken to have been validly performed.
- 28.2 Subrule 28.1 applies even if the act was performed when:
 - 28.2.1 there was a defect in the appointment of a member of the Board, subcommittee or person acting as a Board member; or
 - 28.2.2 a Board member, subcommittee member or person acting as a Board member was disqualified from being a member.

29 Resolutions of Management Committee Without Meeting

- 29.1 A written resolution signed by each Board member is as valid and effectual as if it had been passed at a Board meeting that was properly called and held.
- 29.2 A resolution mentioned in subrule 29.1 may consist of several documents in like form, each signed by one or more Board members.

30 First Annual General Meeting

The Association's first annual general meeting must be held within six months after the end date of the Association's first reportable financial year.

31 Subsequent Annual General Meetings

Each subsequent annual general meeting must be held:

- 31.1 at least once each year; and
- 31.2 within six months after the end date of the Association's reportable financial year.

32 Other Business for Annual General Meeting

- 32.1 This Rule applies if the Association is:
 - 32.1.1 a large incorporated association to which sections 59A and 59AA of the Act apply;
 - 32.1.2 a medium incorporated association to which sections 59A and 59AA of the Act apply; or
 - 32.1.3 a small incorporated association to which sections 59A and 59AA of the Act apply.
- 32.2 The following business must be conducted at each Annual General Meeting:
 - 32.2.1 receiving the Association's financial statement, and audit report, for the last reportable financial year;
 - 32.2.2 presenting the financial statement and audit report to the meeting for adoption;
 - 32.2.3 if the Association is a large incorporated association, then appointing an auditor or an accountant for the present financial year;
 - 32.2.4 if the Association is a medium or small incorporated association, then appointing an auditor, an accountant, or an approved person for the present financial year.

33 Other Business for Annual General Meeting

- 33.1 This Rule applies if the Association is a medium incorporated association to which sections 59A and 59AB of the Act apply.
- 33.2 The following business must be conducted at each Annual General Meeting:
 - 33.2.1 receiving the Association's financial statement, and verification statement, for the last reportable financial year;
 - 33.2.2 presenting the financial statement and verification statement to the meeting for adoption;
 - 33.2.3 appointing an auditor, an accountant, or an approved person for the present financial year.

34 Other Business for Annual General Meeting

- 34.1 This Rule applies if the Association is a small incorporated association to which sections 59A and 59AB of the Act apply.
- 34.2 The following business must be conducted at each Annual General Meeting:
 - 34.2.1 receiving the Association's financial statement, and verification statement, for the last reportable financial year;
 - 34.2.2 presenting the financial statement and verification statement to the meeting for adoption.

35 Notice of General Meeting

- 35.1 The Secretary may call a General Meeting.
- 35.2 The Secretary must give at least 14 days' notice of the meeting to each Member entitled to receive notice of General Meetings.
- 35.3 If the Secretary is unable or unwilling to call the meeting, then the President must call the meeting.
- 35.4 The Board may decide the way in which the notice must be given.
- 35.5 However, notice of the following meetings must be given in writing:
 - 35.5.1 a meeting called to hear and decide the appeal of a person against a decision:
 - a. to reject the person's application for membership of the Association; or
 - b. to terminate the person's membership of the Association;
 - 35.5.2 a meeting called to hear and decide a proposed special resolution.
- 35.6 A notice of a General Meeting must state the business to be conducted at the meeting.

36 Quorum for, and Adjournment of, General Meeting

- 36.1 The quorum for a General Meeting is:
 - 36.1.1 the number of Board members elected at the Association's last General Meeting, plus one.
- 36.2 However, if all Members are Board members, then the quorum is the total number of Members, minus one.
- 36.3 No business may be conducted at a General Meeting unless there is a quorum when the meeting proceeds to business.
- 36.4 If there is no quorum within 30 minutes after the time fixed for a Special General Meeting called in accordance with Rule 39.1, then the meeting lapses.

- 36.5 If there is no quorum within 30 minutes after the time fixed for a General Meeting called other than in accordance with Rule 39.1, then:
 - 36.5.1 the meeting is to be adjourned for at least 7 days; and
 - 36.5.2 the Board must decide the day, time, and place of the adjourned meeting.
- 36.6 The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- 36.7 If a meeting is adjourned under subrule 36.6, then only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 36.8 The Secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- 36.9 If a meeting is adjourned for at least 30 days, then notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

37 Procedure at General Meeting

- 37.1 A Member may take part and vote in a General Meeting in person, by proxy, by attorney or by using any technology that reasonably allows the Member to hear and take part in discussions as they happen.
- 37.2 A Member who participates in a meeting as mentioned in subrule 37.1 is taken to be present at the meeting.
- 37.3 At each General Meeting:
 - 37.3.1 the President is to preside as chairperson;
 - 37.3.2 if there is no President, or if the President is not present within 15 minutes after the time fixed for the meeting, or is unwilling to act, then the Members present must elect one of their number to be chairperson of the meeting; and
 - 37.3.3 the chairperson must conduct the meeting in a proper and orderly way.

38 Voting at General Meeting

- 38.1 At a General Meeting, each question, matter, or resolution, other than a special resolution, must be decided by a majority of votes of the Members present.
- 38.2 Each Member present and eligible to vote is entitled to one vote only and, if the votes are equal, then the chairperson has a casting vote as well as a primary vote.
- 38.3 A Member is not entitled to vote at a General Meeting if the Member's annual subscription is in arrears at the date of the meeting.
- 38.4 The method of voting is to be decided by the Board.
- 38.5 However, if at least 20% of the Members present and eligible to vote demand a secret ballot, then voting must be by secret ballot.
- 38.6 If a secret ballot is held, then the chairperson must appoint two members to conduct the secret ballot in the way the chairperson decides.
- 38.7 The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

39 Special General Meeting

- 39.1 The Secretary must call a Special General Meeting by giving each Member eligible to receive notice of meetings, within 14 days of:
- 39.1.1 being directed to call the meeting by the Board; or
 - 39.1.2 being given a written request signed by:
 - a. at least one third of the Board members;
 - b. at least the number of Members eligible to vote equal to double the number of Board members, plus one.
- 39.2 A request mentioned in subrule 39.1.2 must state:
- 39.2.1 why the Special General Meeting is being called; and
 - 39.2.2 the business to be conducted at the meeting.
- 39.3 A Special General Meeting must be held within three months after the Secretary:
- 39.3.1 is directed to call the meeting by the Board; or
 - 39.3.2 is given the written request mentioned in subrule 39.1.2.
- 39.4 If the Secretary is unable or unwilling to call the special meeting, then the President must call the meeting.

40 Proxies

- 40.1 An instrument appointing a proxy must be in writing and be in the following or similar form:

Northern Districts Basketball Association Inc:

I, _____ of _____, a member of the association,
[name] [address]
appoint _____ of _____ as my proxy
[name] [address]
to vote for me on my behalf at the general meeting of the association, to be held on the
_____ day of _____ 20____ and at any adjournment of the meeting.

Signed this _____ day of _____ 20_____

Signature

- 40.2 The instrument appointing a proxy must:
- 40.2.1 if the appointor is an individual, then be signed by the appointor or the appointor's attorney properly authorised in writing;
 - 40.2.2 if the appointor is a corporation, then be signed by a properly authorised officer or attorney of the corporation in accordance with section 127 of the *Corporations Act 2001*.
- 40.3 A proxy may be a Member or another person.
- 40.4 The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- 40.5 Each instrument appointing a proxy must be given to the Secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.

- 40.6 Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
- 40.7 If a Member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form:

Northern Districts Basketball Association Inc:

I, _____ of _____, a member of the association,
 [name] [address]
 appoint _____ of _____ as my proxy
 [name] [address]
 to vote for me on my behalf at the general meeting of the association, to be held on the _____ day of _____ 20____ and at any adjournment of the meeting.

Signed this _____ day of _____ 20_____

 Signature

This form is to be used to vote as follows: [*appointor to complete as appropriate*]

Motion No.	For	Against

41 Minutes of General Meetings

- 41.1 The Secretary must ensure full and accurate minutes of all questions, matters, resolutions, and other proceedings of each General Meeting are entered in a minute book.
- 41.2 To ensure the accuracy of the minutes:
- 41.2.1 the minutes of each General Meeting must be signed by the chairperson of the meeting, or the chairperson of the next General Meeting, verifying their accuracy.
- 41.3 If a Member requests to view the minute book, then the Secretary must, within 28 days after the request is made:
- 41.3.1 make the minute book for a particular General Meeting available for inspection by the Member at a mutually agreed time and place; and
- 41.5.2 give the Member copies of the minutes of the meeting.
- 41.4 The Association may require the Member to pay the reasonable costs of providing copies of the minutes.

42 By-Laws

- 42.1 The Board may make, amend, or repeal by-laws, not inconsistent with these Rules, for the internal management of the Association.

- 42.2 The Management Committee may make, amend, or repeal by-laws, not inconsistent with these Rules, for the management of competitions conducted by the Association.
- 42.2 A by-law may be set aside by a vote of Members at a General Meeting.

43 Alteration of Rules

- 43.1 Subject to the Act, these Rules may be amended, repealed, or added to by a special resolution carried at a General Meeting.
- 43.2 However, an amendment, repeal or addition is valid only if it is registered by the Chief Executive.

44 Funds and Accounts

- 44.1 The Association's funds must be kept in an account in the name of the Association in a financial institution decided by the Board.
- 44.2 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.
- 44.3 All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- 44.4 A payment by the Association of \$100 or more must be made by cheque or electronic funds transfer.
- 44.5 If a payment of \$100 or more is made by cheque, then the cheque must be signed by any 2 of the following:
- 44.5.1 the President;
 - 44.5.2 the Secretary;
 - 44.5.3 the Treasurer;
 - 44.5.4 any Member authorised by the Board to sign cheques
- PROVIDED THAT at least one signatory is a Board member.
- 44.6 Cheques, other than cheques for wages, allowances, or petty cash recoupment, must be crossed 'not negotiable'.
- 44.7 A petty cash account must be kept on the imprest system, and the Board must decide the amount of petty cash to be kept in the account.
- 44.8 All expenditure must be approved or ratified at a Board meeting.
- 44.9 Any payments made by electronic funds transfer must be made in accordance with security policies established from time to time by the Board.

45 General Financial Matters

- 45.1 On behalf of the Board, the Treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- 45.2 The Association's income and property must be used solely in promoting the Association's Objects and exercising the Association's Powers.

46 Documents

The Board must ensure the safe custody of the Association's books, documents, instruments of title, and securities.

47 Financial Year

The end date of the association's financial year is 31 December in each year.

48 Distribution of Surplus Assets to Another Entity

49.1 This Rule applies if the Association:

49.1.1 is wound-up under part 10 of the Act; and

49.1.2 has surplus assets.

49.2 The surplus assets must not be distributed among the Members.

49.3 The surplus assets must be given to another entity:

49.3.1 whose objects are similar to the Association's Objects; and

49.3.2 whose rules prohibit the distribution of the entity's income and assets to its members.

49.4 In this Rule, "surplus assets" has the meaning given in section 92(3) of the Act.