

**ASSOCIATIONS INCORPORATION REFORM ACT 2012 (VIC)**



**CONSTITUTION**

**OF**

**KNOX BASKETBALL INCORPORATED**

## **1. Name**

The name of the incorporated association is Knox Basketball Incorporated and is hereinafter referred to as “KBI”.

## **2. Objectives.**

- (1) The objectives of KBI shall be to:
  - (a) participate as a member of Basketball Victoria through and by which basketball can be conducted, encouraged, promoted, advanced and administered;
  - (b) provide for the conduct, encouragement, promotion and administration of basketball throughout the City of Knox and its surrounds
  - (c) ensure the maintenance and enhancement of KBI, Basketball Victoria and basketball for the benefit of members and basketball and especially the City of Knox and its surrounds.
  - (d) at all times act on behalf of and in the interest of the members and basketball;
  - (e) promote the economic and community service success, strength and stability of KBI.
  - (f) affiliate and otherwise liaise with Basketball Victoria in the pursuit of these objectives;
  - (g) conduct, encourage, promote, advance and control basketball in the City of Knox and its surrounds;
  - (h) use and protect the Intellectual Property;
  - (i) apply the property and capacity of KBI towards the fulfilment and achievement of these objectives; consistent with heading
  - (j) strive for Government, commercial and public recognition of KBI.

- (k) where appropriate, promulgate and secure uniformity of rules as may be advised from time to time by the governing bodies of basketball;
- (l) further develop basketball into an organised institution and with these objectives in view to foster, regulate, organise and manage tournaments, events competitions, displays and other activities;
- (m) review and/or determine any matters relating to basketball which may arise or be referred to it by any member;
- (n) recognise any penalty imposed by any of the governing bodies of basketball
- (o) act as arbiter on all matters pertaining to the conduct of basketball in Knox including disciplinary matters and subject to Basketball Victoria by-laws.
- (p) pursue through itself or other such commercial arrangements including sponsorship and marketing opportunities as are appropriate to further the interests of basketball in the City of Knox and surrounding areas;
- (q) formulate or adopt and implement appropriate policies in line with government legislation and such other matters as relevant to basketball;
- (r) represent the interests of its members and of basketball generally in any appropriate forum;
- (s) have regard to the public interest in its operations;
- (t) do all that is reasonably necessary to enable these objectives to be achieved and to enable the members to receive the benefits which these objectives are intended to achieve;
- (u) promote the health and safety of members;
- (v) encourage and promote competitions free of performance enhancing drugs;
- (w) seek and obtain improved basketball facilities in the City of Knox.
- (x) undertake and/or do all such things or activities which are necessary, incidental or conducive to the advancement of these objectives;

### **3. Powers of Association**

- (1) To acquire, hold, deal with and dispose of any real or personal property for the purpose of satisfying the Objectives of KBI.
- (2) To open and operate bank accounts.
- (3) To invest its money:
  - (i) in any security in which trust moneys may be invested; or
  - (ii) in any other manner authorised by the rules of KBI;
- (4) To borrow money for capital works for the purpose of satisfying the objectives of KBI upon such terms and conditions as Knox Basketball thinks deems fit. Where borrowings are to exceed \$50,000 approval must be sought at a general meeting of the members.
- (5) To give such security for the discharge of liabilities incurred by KBI on its behalf for reward or otherwise;
- (6) To build, construct, erect, maintain, alter and repair any premises, building or other structure of any kind and to furnish, equip and improve the same for use by KBI for the purpose of satisfying the objectives of KBI which must comply with all relevant building codes and regulations for buildings.
- (7) Accept donations and gifts in accordance with the objectives of KBI.
- (8) Print and publish information by the most appropriate form of media for the promotion of KBI.
- (9) Provide gifts and prizes in accordance with the objectives of KBI.
- (10) Organise social events for members and the promotion of KBI.
- (11) To enter into any other contract KBI. considers necessary or desirable for the purpose of satisfying the objectives of KBI.
- (12) Appoint such Board and sub-committees as from time to time are considered necessary for the good conduct of the affairs of KBI.
- (13) Make By-laws governing the conduct of KBI activities; and

- (14) Otherwise do all things which are incidental to or necessary for the attainment of the objectives of KBI.

#### **4. Definitions**

- (1) In these clauses, unless the contrary intention appears -

"Act" means KBI's Incorporation Act 2012;

"Address" of KBI is the address as set out in Annexure 1 to this Constitution;

"Board Member" means an office holder or Director of KBI;

"By-laws" means the playing conditions set by KBI *the Board* for the conduct of domestic competitions;

"Delegate" means an appointed representative of the junior domestic clubs, senior domestic teams and the Junior Raiders' program as notified from time to time to KBI.

"Directors" means those persons appointed to the positions set out in clause 21(1);

"Board" means the Board of Management of the KBI;

"Financial Member" means a member who has no overdue debt to KBI

"Financial Report" means a report within the meaning of clause 13 (d)(iii) and (iv);

"Financial year" means the year ending on 31<sup>st</sup> December;

"CEO" means person appointed by the Board responsible for the administrative management of the KBI.

"General Meeting" means a general meeting of members convened in accordance with clause 13 or clause 14.

"Member" means member defined in clause 5

"Objectives" means the powers of the KBI as set out in clause 2;

"Regulations" means regulations under the Act;

"Relevant documents" has the same meaning as in the Act;

"Rules" means the rules of KBI as set out in the terms of this Constitution.

- (2) In this Constitution a reference to the Secretary of the Association is a reference:
- (a) if a person holds office under the Constitution of KBI - to that person; and
  - (b) in any other case, to the Public Officer of KBI.

## **5. Members**

### **(1) Membership Categories**

Membership of KBI shall consist of life members, registered financial junior domestic clubs, junior raiders program and registered financial senior domestic teams and individual members.

### **(2) Life Members**

- (a) Life Membership shall be restricted to those whose service to KBI has been worthy of the highest honour.
- (b) Such nomination shall be in writing to the Board at least seven ( 14 ) days prior to the meeting.
- (c) The Board shall present a written report to the Annual General Meeting on the services of any successful nominee together with its recommendations as to their suitability for the honour.
- (d) By resolution of 75% majority of eligible votes at a General Meeting of KBI, life membership may be cancelled.
- (e) Life members shall be granted the privileges of free admission to all functions held by KBI and the right to attend and vote at General Meetings.

(f) Life members shall be awarded a badge of appropriate design.

**(3) Junior Domestic Clubs**

(a) Junior Domestic Clubs (hereinafter referred to as "Club or Clubs") shall consist of a minimum of *one (1)* **five (5)** domestic teams that participate in KBI's Junior Domestic Competition.

(b) A registered Club shall be deemed a club that is "financial member" at least seven (7) days prior to the Annual General Meeting.

(c) A Club shall cease to be a member when it enters fewer than five (5) teams in a playing seasons.

(d) Each registered team will receive one (1) vote at any General Meeting

(e) The number of teams representing Junior Domestic Clubs will be determined as at the day of the "Notice of any General Meeting".

**(4) Senior Domestic Teams**

(a) Senior Domestic Teams (hereinafter referred to as "Team" or "Teams") are teams that participate in KBI's Senior Domestic Competitions.

(b) A registered team shall be deemed a team that is financial member" at least seven (14) days prior to the Annual General Meeting.

(c) A team shall cease to be a member when it fails to enter a team in a playing season.

(d) Each senior team may have one vote at the Annual General Meeting

**(5) Junior Raiders Program**

Junior Raiders program consists of teams that participate in the Victorian Junior Basketball League (VJBL). Each Junior Raiders Team shall be entitled to one (1) vote at an Annual General Meeting.

**(6) Individual members**

Any Director of the Board shall be entitled to individual membership which shall have the same powers as a Life Member and be entitled to vote at the Annual General Meeting.

**6. Application**

- (1) All applications for membership shall be made in accordance with the procedures defined by the relevant management groups including competition committees.
- (2) All applications must be approved by the relevant management groups including competition committees.

**7. Register of Members**

- (1) The Chief Executive Officer must keep and maintain a register of members containing:
  - (a) the name and address of each member in clause 5 ;
  - (b) postal address for club and contact details for each person listed on club registration form for clause 5;
  - (c) postal address and contact details for persons listed on team registration form for clause 5 and;
  - (d) the date on which each member's name was entered in the register;
- (2) The register is available for inspection free of charge by any member upon request except that contact details will not be disclosed.
- (3) A member may make a copy of entries in the register other than contact details of members.

**8. Delegate**

- (a) The Member, other than an individual member and a Life Member, is entitled to be represented at any Meeting of KBI by its Delegates. The number of Delegates shall be:



- (i) for junior domestic teams - 1 delegate for every 10 teams to a maximum of 5 delegates that a junior club enters into the competition;
  - (ii) for senior domestic teams 1 delegate per member
  - (iii) for Junior Raiders teams – 1 delegate for every 10 teams to a maximum of 5 delegates that the Program enters into the competition
  - (iv) Life Members and Individual member - 1 delegate per member
- (b) KBI shall accept the appointment of a Delegate from each Member. The Member must notify the Board in writing of the name of its Delegate 14 days prior to the general meeting. The Member may at any time give notice of the replacement of its nominated delegate with another delegate up to the commencement of the general meeting;
- (c) A Delegate is not entitled to attend or vote at any meeting or in any postal ballot on behalf of a Member unless that Member is a “financial member”.
- (d) All resolutions passed by KBI shall be conclusive and binding on all Members whether its Delegate was present or not and notwithstanding that its Delegate may have voted contrary to the wishes of the Member.
- (e) A delegate for a Junior Domestic Club or the Junior Raiders Program may be appointed as Delegate for up to 10 members. Senior Domestic and Life Member delegates may be appointed as Delegates for up to five members at any one meeting.

## **9. Conditions of Membership**

The conditions of membership shall be as follows:

- (a) That the club or team, life member and individual member agrees to abide and be bound by the Constitution and By-laws of KBI and to accept, comply with and enforce all decisions of the KBI.

- (b) That the club submit to KBI for approval prior to affiliation being granted a copy of the Constitution of the club and subsequent copies upon any update.
- (c) The Public Officer of each club shall keep and maintain a register of members in which shall be entered the full name and address of each club member. This register is available for inspection free of charge by KBI upon request except that contact details will not be disclosed.
- (d) That the team contact of each team shall submit a register of members in which shall be entered the full name and address of each member and shall be submitted to KBI at the start of each new season.
- (e) That all members shall manage its affairs in a manner that will not discredit basketball and in accordance with the policies of KBI.

**10. Discipline, Suspension and Expulsion of Members**

- (1) Subject to this Constitution, if the Board is of the opinion that a member has refused or neglected to comply with this Constitution, or has been guilty of conduct unbecoming of a member or prejudicial to the interests of KBI, the Board may by resolution:
  - (a) fine that member an amount not exceeding \$500.00; or
  - (b) suspend that member from membership of KBI for a specified period; or
  - (c) expel that member from KBI;
- (2) A resolution of the Board under clause 10(1) does not take effect unless:
  - (a) at a meeting held in accordance with clause 10(3), the Board confirms the resolution; and
  - (b) if the member exercises a right of appeal to KBI under this rule, KBI confirms the resolution in accordance with this rule;
- (3) A meeting of the Board to confirm or revoke a resolution passed under clause 10(1) must be held not earlier than fourteen (14) days and not later

then twenty-eight (28) days after notice has been given to the member in accordance with clause 10(4).

- (4) For the purposes of giving notice in accordance with clause 10 (3) the Chief Executive Officer must as soon as practicable, provide the member a written notice.
  - (a) setting out the resolution of the Board and the grounds on which it is based; and
  - (b) stating that the member or the member's representative may address the Board at a meeting to be held not earlier than fourteen (14) days and not later than twenty eight (28) days after the notice has been given to that member; and
  - (c) stating the date, place and time of that meeting; and
  - (d) informing the member that they may do one or both of the following:
    - (i) attend that meeting personally or by a representative;
    - (ii) give to the Board before the date of that meeting a written statement seeking the revocation or diminution of the resolution;
  - (e) informing the member that, if at that meeting the Board confirms the resolution the member may, not later than forty-eight (48) hours after that meeting, give the Chief Executive Officer a notice to the effect that the member wishes to appeal to KBI in a General Meeting against the resolution;
- (5) At a meeting of the Board to confirm or revoke a resolution passed under clause 10(1) the Board must:
  - (a) give the member, or their representative an opportunity to be heard; and

- (b) give due consideration to any written statement submitted by the member; and
  - (c) determine by resolution whether to confirm or to revoke the resolution;
- (6) If at the meeting of the Board the Board confirms the resolution, the member may, not later than forty-eight (48) hours after that meeting, give the Chief Executive Officer a notice to the effect that the member wishes to appeal to KBI in a General Meeting against the resolution.
- (7) If the Chief Executive Officer receives a notice under clause 10(6) the member must notify the Board and the Board must convene a General Meeting of KBI to be held within twenty-one (21) days after the date on which the Chief Executive Officer received the notice.
- (8) At a General Meeting of KBI convened under clause 10(7):
  - (a) no business other than the question of the appeal may be conducted; and
  - (b) the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
  - (c) the member or their representative must be given an opportunity to be heard; and
  - (d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked;
- (9) A resolution is confirmed if, at the General Meeting, not less than two-thirds of the members present vote in favour of the resolution. In any other case, the resolution is revoked.

## **11. Subscriptions and fees**

- (a) The annual membership subscription, registration team fees, entrance fees and any other levies payable by members (or any category of members) (if

any) to KBI the basis of and the time for any manner of payment shall be as determined by the Board from time to time;

- (b) Any member which or who has not paid all moneys due and payable by the Member to KBI shall (subject to the Board's discretion) have all rights under this Constitution immediately suspended from the expiry of the time prescribed for payment of those moneys. Such rights will be suspended until such time as the moneys are fully paid or otherwise in the Board's discretion. In the meantime, the member shall have no automatic right to resign from KBI, and shall be dealt with in the Board's discretion, which includes the right to expel, suspend, disqualify, fine, discipline or retain that Member as a Member or impose such other conditions or requirements as the Board considers appropriate.

## **12. Disputes and Mediation**

- (1) The grievance procedure set out in this rule applies to disputes under these clauses between:
  - (a) a member and another member; or
  - (b) a member and KBI
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (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 ten (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 Board of KBI; or
  - (ii) in the case of a dispute between a member and KBI, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice);
- (5) A member of KBI 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.

### **13. General Meetings**

- (a) The Board shall within 5 months of the Financial Year Ending December in each year by Notice placed on Notice Boards, the web site and, where practical, via email no less than thirty (30) days prior to the meeting convene a meeting of the members called the Annual General Meeting.
- (b) The Annual General Meeting shall be held on such day and at such place as the Board shall determine.

- (c) The Annual General Meeting shall be specified as such in the notice convening it.
- (d) The ordinary business of an Annual General Meeting shall be:
  - (i) to confirm the minutes  
of the last preceding Annual General Meeting and of any General Meeting held since that meeting;
  - (ii) to receive from the Board reports upon the affairs of KBI during the last preceding year;
  - (iii) to present and consider and, if appropriate, adopt the Financial Statement;
  - (iv) to present, consider and, if appropriate, adopt the audited statements of accounts;
  - (v) to elect the Chairperson and  
Financial Director of KBI,  
Chairperson of the Senior Domestic competition  
Chairperson for the Junior Raiders Program  
in each odd year for a two year term;
  - (vi) to elect the Vice-Chairperson,  
Chairperson for the Junior Domestic Competition  
Chairperson for Senior Raiders competition  
the Secretary of KBI  
in each even year for a two year term;
  - (vii) to nominate and elect auditors;
  - (viii) to elect any Life Member who is recommended by the Board;
  - (ix) To transact any other business affecting the interest and welfare of KBI of which due notice has been given;

- (e) The Agenda for the Annual General Meeting and Financial Statements shall be sent to all members 7 days prior to the meeting. The Agenda will also be available at the meeting.
- (f) The Financial Statements for the Annual General Meeting will be available for collection from the office by the Delegate no later than 14 days prior to the meeting. The Financial Statements will also be available at the meeting.
- (g) An Annual General Meeting shall be in addition to any other General Meeting that may be held in the same year.

#### **14. Special General Meeting**

- (a) Any General Meeting other than an Annual General Meeting shall be termed a Special General Meeting.
- (b) The Board may by instrument in writing convene a Special General Meeting. Such instrument shall set out the date, time and place of such meeting and the purpose for which it is called.
- (c) The Board shall, on the requisition in writing of not less than ten (10%) per cent of the member's voting entitlement convene a Special General Meeting.
- (d) The requisition for a Special General Meeting shall state the purpose of the meeting and shall be sent to the Board at KBI's address and may consist of several documents in a like form.
- (e) the Board shall cause a Special General Meeting to be held within twenty eight (28) days after receipt of the requisition.

#### **15. Notice of Agenda Items for a Meeting of Association**

- (a) A member desiring to bring any business before a meeting may give notice of that business in writing to the Board, who shall include that business in the notice calling the next General Meeting after the receipt of the notice **PROVIDED THAT** the Agenda for each General Meeting shall close 14 days prior to such meeting and any business given to the Board within 14



days of a General Meeting shall not be considered at the then forthcoming General Meeting but at the General Meeting after.

- (b) As a Special Resolution requires 21 days Notice to Members, then, notwithstanding the provisions of rule 15(a) a Member who wishes to move a Special Resolution at a General Meeting must give Notice to the Board sufficient for the members to receive proper notice of such proposed Special Resolution.

#### **16. Business at General Meetings**

All business that is transacted at a Special General Meeting and all business that is transacted at an Annual General Meeting with the exception of that specially referred to in these rules as being the ordinary business of an Annual General Meeting shall be deemed to be special business.

#### **17. Quorum**

- (a) No business shall be transacted at any meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as otherwise provided Delegates representing thirty (30%) per cent of the member's voting entitlement shall be a quorum.
- (b) 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 Chairperson at the time of the adjournment or by a Notice to Members posted on the Notice Board before the date to which the meeting is adjourned) at the same place.
- (c) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present at such adjourned meeting shall be deemed a quorum.

- (d) Notice of any adjourned meeting shall be posted on the Notice Boards, the web site and, where practical, via email.

## **18. Chairperson of General Meetings**

The Chairperson shall preside as Chairperson of each General Meeting but if they are absent the Vice-Chairperson shall preside as Chairperson at the meeting and in both their absence the Delegates present shall elect one of the Board as Chairperson.

## **19. Voting**

- (a) The Member's Delegate (delegates) shall, subject to this constitution , have one vote each depending on allocation of teams pursuant to clause 8(a). Life members and individual members shall have one vote each.
- (b) A Member shall not be entitled to vote by proxy.
- (c) At any General Meeting a resolution shall be decided by a show of hands unless at least two Delegates or life members demand a secret ballot.
- (d) If at a General Meeting a ballot on any question is demanded by not less than ten Delegates or life members it shall be taken at that meeting in such manner as the Chairperson may direct but that two scrutineers shall be appointed by those present to count the votes of the meeting on that question.
- (e) The decision will be taken by simple majority unless otherwise required except in the case of a Special Resolution. A special resolution is passed if not less than three quarters of the members voting at a general meeting vote in favour of the resolution.

Note:

In addition to certain matters specified in the Act, a special resolution is required.

- (1) to remove a committee member from office
- (2) to alter this Constitution.

- (f) The Chairperson shall have a casting vote in the event of equality of voting.
- (g) A declaration by the Chairperson that a resolution has been carried or carried by a particular majority or lost and an entry to that effect in the book containing the Minutes of the proceedings shall be conclusive evidence of the fact.

## **20. Election of Board**

- (a) Those eligible to vote shall elect members of the Board other than the Chairperson of the Referees Association and the Chief Executive Officer for the period and in the order as detailed in clause 13. All retiring Board Members shall be eligible for re-election.
- (b) Nominations of candidates for election as Board Members -
  - (i) shall be accepted only from persons who are Delegates, individual members or life members;
  - (ii) shall be made in the manner determined by the Board and notified to the members as part of the notice of any General Meetings. Any nominations must include the written consent of the candidate; and
  - (iii) shall be delivered to the Board not less than 14 days before the date fixed for the holding of the Annual General meeting;
  - (iv) shall be available to Members with the Agenda for the meeting;
  - (v) if no nominations are received then nominations may be called for and received at the Annual General Meeting;
- (c) The ballot for the election of Board Members shall be conducted at the General Meeting in such usual and proper manner as the Board may direct.
- (d) A person may not hold more than one office.
- (e) In the event of a casual vacancy in any office referred to in Clause 21(1) the Board may appoint another person to the vacant office and the person

appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

- (f) The Board may co-opt other persons to become non-voting members of the Board for a period which will not exceed the time to the next Annual General Meeting.

## **21. Board**

- (1) The Board shall consist of the following Board Members:
  - (a) the Executive Directors of KBI:
    - (i) Chairperson;
    - (ii) Vice Chairperson;
    - (iii) Financial Director
    - (iv) Secretary (minute)
    - (iv) Chairman of the Junior Domestic Competition
  - (b) Directors of KBI:
    - (i) Chairperson for the Senior Domestic Competition;
    - (ii) Chairperson for the Junior Representative teams;
    - (iii) Chairperson for the Senior Raiders Representative Program;
    - (iv) Chairperson for the Referees Association who shall be appointed by the Knox branch of the Victorian Basketball Referees Association, Knox Branch at their Annual General Meeting;
  - (c) Chief Executive Officer
- (2) Any person who is elected or appointed as a Board Member must immediately resign as a Delegate and shall be entitled to be an individual member;

- (3) The Board -
- (a) shall control and manage the business and affairs of KBI in accordance with the policy of KBI;
  - (b) may exercise all such powers and functions as may be exercised by KBI other than those powers and functions that are required to be exercised by General Meetings of the Members of KBI; and
  - (c) subject to the Act, the Regulations and these Rules, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of KBI and to make all by-laws and rules necessary for the proper management and administration of KBI;
  - (d) shall make By-Laws and alter, amend, add to or rescind same as the occasion may require and such By-Laws shall have full force and effect, provided that they are not inconsistent with this constitution. The By-Laws may be altered by a resolution passed at a Meeting of the Board of which notice setting out the proposed amendment has been given to the Board Members prior to the Meeting.
  - (e) shall delegate to the Junior Competition, Junior Representative Teams and Senior Domestic Competition Committees the management of their respective competitions. Subject to these rules, the Board shall establish the rules under which each committee shall operate. Each committee shall make By-Laws and alter, amend, add to and rescind same as the occasion may require and such By-Laws shall have full force and affect, provided that they are not inconsistent with these Rules or the By-Laws of KBI. The Chairperson and Chief Executive Officer of KBI shall be voting *ex officio* Members of each Committee;

- (f) have the power from time to time to appoint Committees and to delegate to such Committees any area of business as the Board may deem fit. The Board shall establish the rules under which such a Committee shall operate and may dissolve same at any time without assigning any reason therefore. Written notice to Members of that Committee of such a decision shall be given, after which no funds may be expended or bills incurred on behalf of the Board or of KBI. The Chairperson and Chief Executive Officer of KBI shall be voting *ex officio* Members of each Committee;
- (g) to determine the season subscription fees including registration of team fees, team sheet fees and entrance fees;
- (h) make recommendations as to granting of Life Membership and such other matters as are required by these rules and such other matters as seem to it necessary for the proper administration of KBI;
- (i) shall determine the signatories to operate KBI's bank accounts and sign cheques on behalf of KBI provided that at least two signatories shall be required to sign cheques and that one such signatory shall be either the Chairperson, Chief Executive Officer or Financial Director.

## **22. Voting at Board**

- (1) Each Board Member, other than the Chief Executive Officer, shall have a deliberate vote.
- (2) The decision will be taken by simple majority.
- (3) If at a Meeting a ballot on any question is demanded by not less than two Board Members, it shall be taken at that meeting in such manner as the

Chairperson may direct but that two scrutineers shall be appointed by those present to count the votes of the meeting on that question.

- (4) The Chairperson shall have a second and casting vote in the event of equality of voting.

### **23. Quorum**

A quorum for a Meeting of the Board shall be half of the total number of Board Members plus one, rounded down in the event of there being an odd number of Board Members.

### **24. Meetings of Board**

- (1) The Board shall meet a minimum of ten times per year and as often as is necessary to properly conduct the business of KBI.
- (2) The Board may by instrument in writing convene a Special Meeting. Such instrument shall set out the date, time and place of such Meeting and the purpose for which it is called.
- (3) The Board shall, on the requisition in writing of not less than two members convene a Special Meeting.
- (4) The Board shall cause a Special Meeting to be held within fourteen (14) days after receipt of the requisition.

### **25. Notice of Meetings**

Each Board Member shall receive notice of any Board Meeting by written notice mailed to their address or by email to the address provided to the Secretary.

### **26. Conflicts**

#### **(1) Board Members' Interests**

A Board Member is disqualified by holding any place of profit or position of employment in KBI other than the Chief Executive Officer, any Affiliate or

in any company or incorporates association in which KBI is a shareholder or otherwise interests or from contracting with KBI

either as vendor, purchaser or otherwise except with express resolution of approval of the Board. Any such contract or any contract or arrangement entered into by or on behalf of KBI in which any Board Member is in any way interested will be voided for such reason.

**(2) Conflict of interest**

A Board Member shall declare their interest in any:

- (a) contractual matter;
- (b) selection matter;
- (c) disciplinary matter; or
- (d) other financial matter

in which a conflict of interest arises or may arise and shall unless otherwise determined by the Board, absent himself from discussions of such matter and shall not be entitled to vote in respect of such matter. If the Board Member votes, the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Board Member to absent himself from discussions and refrain from voting, the issue should be immediately determined by vote of the Board, or if this is not possible, the matter shall be adjourned or deferred.

**(3) Disclosure of Interests**

The nature of the interest of such Board Member must be declared by the Board Member at the meeting of the Board at which the contract or other matter is first taken into consideration if the interest then exists or in any other case at the first meeting of the Board after the acquisition of the interest. If a Board Member becomes interested in a contract or other matter after it is made or entered into the declaration of the interest must be made at



the first meeting of the Board held after the Board Member becomes so interested.

**(4) General Disclosure**

A general notice that a Board Member is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under Clause 26(3) as regards such Board Member and the said transactions. After such general notice it is not necessary for such Board Member to give a special notice relating to any particular transaction with that firm or company.

**(5) Recording Disclosures**

It is the duty of the minute taker to record in the minutes any declaration made or any general notice given by a Board Member in accordance with Rule 26(3) and 26(4).

**27. Chairperson**

- (1) The Chairperson shall preside as Chairperson at every meeting of the Board and in his absence the Vice-Chairperson shall preside as Chairperson at the meeting and in his absence also the Members present shall elect one of their numbers to be Chairperson of the meeting.

**28. Financial Director**

- (1) The duties of the Financial Director shall be to over see:
- (a) the receiving of all moneys belonging to the funds of KBI and within a reasonable time deposit or arrange for the deposit of such money with KBI's bankers as determined by the Board from time to time;
  - (b) the payment of all accounts and obtain vouchers for all payments and authorisation for all payments from the Board to the satisfaction of the Auditor;
  - (c) the keeping of correct accounts of all monies received and expended;

- (d) the preparation and the submission of the Financial Statements to each Annual General Meeting;
- (e) the production of a statement of cash transactions and of the financial position of KBI, including the bank balance at each ordinary meeting of the Board;
- (f) The Board or KBI may in addition fix, determine and vary other powers and duties of the Financial Director;

**29. Other Board Members**

Other Board Members shall be responsible for the duties as set out in the Duty Statement as prepared by the Board from time to time, and held in custody by the Secretary of KBI.

**30. Removal of Board Members**

The members at a General Meeting may upon a resolution approved by at least two-thirds majority of the votes cast at the meeting remove any Board Member before the expiration of the term of office of such Board Member and appoint another person in his stead to hold office until the expiration of the term of the first mentioned Board Member.

**31. Auditor**

- (1) An Auditor shall be elected annually to examine the books and accounts of KBI and to report on same to members at the Annual General Meeting and at any other time that KBI may require. He shall certify as to the correctness of the Annual Balance Sheet and Financial Statements prepared by the Board. The Board may fill a casual vacancy in the position of Auditor.

### **32. Player Registration**

- (1) No member will allow any person to continue to participate in any competition conducted by KBI as a player unless that person has *first* been registered in accordance with the competition rules.

### **33. Rules of the Competition**

KBI's competitions will be conducted subject to and in accordance with Basketball Australia Regulations and other governing body By-Laws in force from time to time.

### **34. Resolution in Writing**

A resolution in writing which was forwarded to all members and which has been signed by a quorum of the delegates for the time shall be as valid and effectual as if it had been passed at a meeting of KBI duly convened and held.

### **35. Notices**

- (1) A notice may be given by KBI to any member by sending by post to its address as shown in the Register of Members.
- (2) Service of the notice shall be deemed to be effective by properly addressing prepaying and posting a letter containing the notice and to have been effected at the time at which the letter would be delivered in the ordinary course of post, or by electronic media.
- (3) Notices may also be served in any other manner authorised by the rules of the Supreme Court of Victoria.
- (4) Notice of any General Meeting of KBI shall be given by posting a notice of the meeting with sufficient particulars of the meeting and of the business to be transacted at the meeting on the notice board, or by electronic media.

### **36. Seal**

- (1) The Board shall provide for the safe custody of the seal.
- (2) The seal shall only be used by authority of the Board or of a committee of the Board authorised by it to authorise the use of the seal and every document to which the seal is affixed shall be signed by a Board Member and be counter signed by another Board Member or such other person appointed by the Board to counter sign that document or a class of documents in which that document is included.

### **37. Irregularity of Appointment**

All acts done by any meeting of KBI or of the Board or of a Committee or by any person acting as a Delegate shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any person acting as aforesaid be as valid as if every such person had been duly appointed or was qualified to so act.

### **38. Funds**

The funds of KBI shall be derived from entry fees, donations and other such sources as the Board determines.

### **39. Alteration of Rules**

The Constitution and Statement of Purpose and Objectives of KBI shall not be altered, rescinded or added to except in accordance with the Act.

### **40. Winding Up**

In the event of the club being disbanded its net assets will not be distributed to members but will be distributed to a fund with objectives similar to those of the club or association or to a community or charitable organisation.

### **41. Custody of Records**

Except as otherwise provided in these rules, the Public Officer shall keep in his custody or under his control all books, documents and securities of KBI.

#### **42. Indemnity**

Every member of the Board, Auditor and any other office or agent for the time being of KBI shall be indemnified out of the assets of this Association against any liability arising out of the execution of his duties which is incurred by him in defending any proceedings whether civil or criminal in which Judgement is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the court in respect of any negligence default breach of duty or breach of trust.

#### **43 Inspection Of Records**

- (1) A Member may through its Delegate have reasonable access on a reasonable number of times during the year to the books and documents of KBI during normal business hours and by prior appointment with the Chief Executive Officer and upon payment of the fee as prescribed by the Executive;
- (2) A Delegate may not take copies of any books or documents;
- (3) A Delegate and Member shall keep confidential any information so obtained which is likely to cause commercial damage to KBI and shall indemnify KBI from any loss that might be sustained by reason of such disclosure;
- (4) The Executive may determine that some books and documents are commercially sensitive and not available for inspection by a Member. If the Member objects to the classification, then the question of whether the books or documents are commercially sensitive and of whether they ought to be made available for inspection shall be referred to KBI's Auditor. The Auditor shall decide within 28 days of the referral whether the books or documents are commercially sensitive and whether they ought to be made available for inspection and his decision shall be final and binding on the Member and the Executive.

**STATEMENT OF PURPOSES**  
**OF**  
**KNOX BASKETBALL INCORPORATED**

1. The name of KBI is ( hereinafter called “*KBI*”) **KBI**
2. The purposes for which KBI is established are:-
  - 2.1 To facilitate the game of basketball in the Knox and surrounding region;
  - 2.2 To promote, develop and encourage participation in community activities, particularly sport with the main emphasis on basketball;
  - 2.3 To encourage and control the game of basketball within **KBI** by means of:
    - (a) managing and controlling competition basketball within **KBI** and of such events as may decided upon;
    - (b) establishing and maintaining competitive female and male, (Junior and Senior) representative teams;
    - (c) settling disputes between Members;
    - (d) affiliating with Basketball Australia or such other body or bodies which may from time to time be responsible for the overall conduct of the game of basketball within Australia;
    - (e) affiliating with such bodies as deemed necessary and paying any relevant fees;
    - (f) providing training for playing, coaching, refereeing and administration of basketball;
    - (g) dealing with any other matters that **KBI** may deem to be in the interest of basketball;
  - 2.4 To do all such things as are incidental or conducive to the attainment of the purpose and the exercise of the powers of **KBI**.