

# Constitution of Rockhampton Basketball Incorporated

## 1 Interpretation

(1) In these rules—

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

**Board of Directors** means the elected members of the management committee.

**Chief Executive** means the Chief Executive as defined in the Act.

**present**—

(a) at a Board of Directors meeting, see rule 23(6); or

(b) at a General Meeting, see rule 37(2).

**family member** means a mother and/or father (or another person in a parenting role) with at least one (1) junior member.

(2) A word or expression that is not defined in these model 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 Rockhampton Basketball Incorporated (***the association***).

## 3 Objects

(1) The objects of the association are—

(a) to promote and advance the sport of basketball amongst participants of all ages and abilities;

(b) to establish and enter teams in basketball competitions at all levels of competition organised by Rockhampton Basketball Incorporated or by other sporting organisations;

(c) to provide basketball and ancillary facilities to our members; and

(d) to affiliate with the the recognised State sporting organisation and align our governance with their requirements.

## 4 Powers

(1) The association has the powers of an individual.

(2) The association may, for example—

(a) enter into contracts; and

(b) acquire, hold, deal with and dispose of property; and

(c) make charges for services and facilities it supplies; and

(d) do other things necessary or convenient to be done in carrying out its affairs.

(3) The association may also issue secured and unsecured notes, debentures and debenture stock for the association.

## 5 Classes of members

(1) The membership of the association consists of ordinary members, in any of the following classes of members—

	<b>Membership Category</b>	<b>Definition</b>	<b>Voting Rights at General Meeting</b>
(a)	Ordinary Members	Those playing members over the age of 18 years who are registered directly with the association or through an affiliated body on payment of a membership fee as determined by the association.	Yes
(b)	Associate Members	Those non-playing members over the age of 18, such as volunteers, referees, coaches, managers etc, whose applications have been approved by the association. Associate membership will be subject to renewal each year.	Yes

	<b>Membership Category</b>	<b>Definition</b>	<b>Voting Rights at General Meeting</b>
(c)	Life Members	A Life Member is a person appointed by a resolution passed at a General Meeting.	No
(d)	Honorary Member	Person or organisation invited to membership by the Board of Directors in the interest of the association for such a period as the Board considers appropriate as specified in the appointment made in accordance with the current By-Laws.	No

## 6 Limitations of membership

(1) The number of all classes of members is unlimited.

## 7 New membership

(1) An applicant for membership of the association must be proposed by one (1) member of the association (the **proposer**) and seconded by another member (the **seconder**).

(2) An application for membership must be—

- (a) in writing; and
- (b) signed by the applicant and the applicants proposer and seconder; and
- (c) in the form decided by the Board of Directors.

## 8 Membership fees

(1) The membership fee for each ordinary membership and for each other class of membership (if any)—

- (a) is the amount decided by the Board of Directors from time to time at a meeting; and
- (b) is payable when, and in the way, the Board of Directors decides.

(2) A member of the incorporated association who, before becoming a member, has paid the members annual subscription for membership of the association on or before a day fixed by the Board of Directors, is not liable to pay a further amount of annual subscription for the period before the day fixed by the Board of Directors as the day on which the next annual subscription is payable.

## 9 Admission and rejection of new members

(1) The Board of Directors must consider an application for membership at the next committee meeting held after it receives—

- (a) the application for membership; and
- (b) the appropriate membership fee for the application.

(2) The Board of Directors must ensure that, as soon as possible after the person applies to become a member of the association, and before the Board of Directors considers the person's application, the person is advised—

- (a) whether or not the association has public liability insurance; and
- (b) if the association has public liability insurance—the amount of the insurance.

(3) The Board of Directors must decide at the meeting whether to accept or reject the application.

(4) a majority of the members of the Board of Directors present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for (except in the case of an application for a member to be accepted as a Life Member)

(5) The secretary of the association must, as soon as practicable after the Board of Directors decides to accept or reject an application, give the applicant a written notice of the decision.

## 10 When membership ends

(1) A member may resign from the association by giving a written notice of resignation to the secretary.

(2) The resignation takes effect at—

- (a) the time the notice is received by the secretary; or
- (b) if a later time is stated in the notice—the later time.

(3) The Board of Directors may terminate a member's membership if the member—

- (a) is convicted of an indictable offence; or
- (b) does not comply with any of the provisions of these rules; or

- (c) has membership fees in arrears for at least two (2) months; or
- (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the association.

(4) Before the Board of Directors terminates a member's membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.

(5) If, after considering all representations made by the member, the Board of Directors decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision.

### **11 Appeal against rejection or termination of membership**

(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.

(2) A notice of intention to appeal must be given to the secretary within one (1) month after the person receives written notice of the decision.

(3) If the secretary receives a notice of intention to appeal, the secretary must, within one (1) month after receiving the notice, call a General Meeting to decide the appeal.

### **12 General Meeting to decide appeal**

(1) The General Meeting to decide an appeal must be held within three (3) months after the secretary receives the notice of intention to appeal.

(2) At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.

(3) Also, the Board of Directors and the members of the committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.

(4) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.

(5) If a person whose application for membership has been rejected does not appeal against the decision within one (1) month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the membership fee paid by the person.

### **13 Register of members**

(1) The Board of Directors must keep a register of members of the association.

(2) The register must include the following particulars for each member—

(a) the full name of the member;

(b) the postal or residential address of the member;

(c) the date of admission as a member;

(d) the date of death or time of resignation of the member;

(e) details about the termination or reinstatement of membership;

(f) any other particulars the Board of Directors or the members at a General Meeting decide.

(3) The register must be open for inspection by members of the association at all reasonable times.

(4) A member must contact the secretary to arrange an inspection of the register.

(5) However, the Board of Directors may, on the application of a member of the association, withhold information about the member (other than the member's full name) from the register available for inspection if the Board of Directors 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**

(1) A member of the association must not—

(a) use information obtained from the register of members of the association to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes; or

(b) 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 of the association for the purpose of advertising for political, religious, charitable or commercial purposes.

(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**

- (1) The secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is—
- (a) a member of the association elected by the association as secretary; or
  - (b) any of the following persons appointed by the Board of Directors as secretary—
    - (i) a member of the associations Board of Directors;
    - (ii) another member of the association;
    - (iii) another person.
- (2) If the association has not elected an interim officer as secretary for the association before its incorporation, the members of the Board of Directors must ensure a secretary is appointed or elected for the association within one (1) month after incorporation.
- (3) If a vacancy happens in the office of secretary, the members of the Board of Directors must ensure a secretary is appointed or elected for the association within 1 month after the vacancy happens.
- (4) If the Board of Directors appoints a person mentioned in subrule 15(1)(b)(ii) as secretary, other than to fill a casual vacancy on the Board of Directors, the person does not become a member of the Board of Directors.
- (5) However, if the Board of Directors appoints a person mentioned in subrule 15(1)(b)(ii) as secretary to fill a casual vacancy on the Board of Directors, the person becomes a member of the Board of Directors.
- (6) If the Board of Directors appoints a person mentioned in subrule 15(1)(b)(iii) as secretary, the person does not become a member of the Board of Directors.
- (7) In this rule— **casual vacancy**, on the Board of Directors, means a vacancy that happens when an elected member of the Board of Directors resigns, dies or otherwise stops holding office.

### **16 Removal of secretary**

- (1) The Board of Directors of the association may at any time remove a person appointed by the committee as the secretary.
- (2) If the Board of Directors removes a secretary who is a person mentioned in rule 15(1)(b)(i), the person remains a member of the Board of Directors.
- (3) If the Board of Directors removes a secretary who is a person mentioned in rule 15(1)(b)(ii) and who has been appointed to a casual vacancy on the Board of Directors under rule 15(5), the person remains a member of the Board of Directors.

### **17 Functions of secretary**

The secretary's functions include, but are not limited to—

- (a) calling meetings of the association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the association; and
- (b) keeping minutes of each meeting; and
- (c) keeping copies of all correspondence and other documents relating to the association; and
- (d) maintaining the register of members of the association.

### **18 Membership of Board of Directors**

- (1) The Board of Directors of the association consists of a minimum of a president, vice-president, secretary, treasurer, and any other members the association members elect at a General Meeting to a maximum of seven (7) members inclusive of the office bearers.
- (2) A member of the Board of Directors, other than a secretary appointed by the Board of Directors under rule 15(1)(b)(iii), must be a member of the association.
- (3) Members of the Board of Directors will be appointed for a term of two (2) years and must retire from office at the end of this term, but are eligible, on nomination, for re-election. Namely:
- (a) The president, treasurer and two (2) elected board members will be appointed in even numbered years.
  - (b) The secretary, vice-president, and one (1) elected board member will be appointed in odd numbered years.
- (4) At the first Annual General Meeting following the adoption of these rules, each candidate must be advised that those parties accepting the office of secretary, vice-president and one (1) elected board member at the Annual General Meeting will only be appointed to the Board of Directors for a term of twelve (12) months, but will be eligible, upon nomination, for re-election at the next Annual General Meeting for a term of two (2) years. Thereafter all appointments to the Board of Directors shall be for a term of two (2) years.
- (5) A member of the association may be appointed to a casual vacancy on the Board of Directors under rule 21.
- (6) A maximum of one (1) Family Member may serve on the Board of Directors at one time.

(7) A Board of Directors member, who holds any position for a period of two (2) consecutive two (2) year terms (the maximum period) or 10 years in the aggregate, is not eligible for election until the Annual General Meeting which follows the Annual General Meeting at which the maximum period was completed.

### **19 Electing the Board of Directors**

(1) A member of the Board of Directors may only be elected as follows—

- (a) any two (2) members of the association may nominate another member (the *candidate*) to serve as a member of the Board of Directors;
- (b) the nomination must be—
  - (i) in writing; and
  - (ii) signed by the candidate and the members who nominated him or her; and
  - (iii) given to the secretary at least 14 days before the Annual General Meeting at which the election is to be held;
- (c) each member of the association present and eligible to vote at the Annual General Meeting may vote for one (1) candidate for each vacant position on the Board of Directors;
- (d) if, at the start of the meeting, there are not enough candidates nominated, and despite sub-rule 19(1)(b) nominations may be taken from the floor of the meeting.

(2) A person may be a candidate only if the person—

- (a) is an adult; and
- (b) is not ineligible to be elected as a member under section 61A of the Act.

(3) A list of the candidates names in alphabetical order, with the names of the members who nominated each candidate, must be posted in a conspicuous place in the office or usual place of meeting of the association for at least seven (7) days immediately preceding the Annual General Meeting.

(4) If required by the Board of Directors, balloting lists must be prepared containing the names of the candidates in alphabetical order.

(5) The Board of Directors must ensure that, before a candidate is elected as a member of the Board of Directors, the candidate is advised—

- (a) whether or not the association has public liability insurance; and
- (b) if the association has public liability insurance—the amount of the insurance.

### **20 Resignation, removal or vacation of office of Board of Directors member**

(1) A member of the Board of Directors may resign from the committee by giving written notice of resignation to the secretary.

(2) The resignation takes effect at—

- (a) the time the notice is received by the secretary; or
- (b) if a later time is stated in the notice—the later time.

(3) A member may be removed from office at a General Meeting of the association if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.

(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.

(5) A member has no right of appeal against the members removal from office under this rule.

(6) A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

### **21 Vacancies on Board of Directors**

(1) If a casual vacancy happens on the Board of Directors, the continuing members of the committee may appoint another member of the association to fill the vacancy until the next Annual General Meeting.

(2) The continuing members of the Board of Directors may act despite a casual vacancy on the Board of Directors.

(3) However, if the number of committee members is less than the number fixed under rule 24(1) as a quorum of the Board of Directors, the continuing members may act only to—

- (a) increase the number of Board of Directors members to the number required for a quorum; or
- (b) call a General Meeting of the association.

### **22 Functions of Board of Directors**

(1) Subject to these rules or a resolution of the members of the association carried at a General Meeting, the Board of Directors has the general control and management of the administration of the affairs, property and funds of the association.

(2) The Board of Directors has authority to interpret the meaning of these rules and any matter relating to the association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

*Note—*

The Act prevails if the associations rules are inconsistent with the Act—see section 1B of the Act.

(3) The Board of Directors may exercise the powers of the association—

- (a) to borrow, raise or secure the payment of amounts in a way the members of the association decide; and
- (b) to secure the amounts mentioned in paragraph (a) 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 associations property, both present and future; and
- (c) to purchase, redeem or pay off any securities issued; and
- (d) to borrow amounts from members and pay interest on the amounts borrowed; and
- (e) to mortgage or charge the whole or part of its property; and
- (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association; and
- (g) to provide and pay off any securities issued; and
- (h) to invest in a way the members of the association may from time to time decide.

(4) For subrule 22(3)(d), 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—

- (a) the financial institution for the association; or
- (b) if there is more than one (1) financial institution for the association—the financial institution nominated by the Board of Directors.

### **23 Meetings of Board of Directors**

- (1) Subject to this rule, the Board of Directors may meet and conduct its proceedings as it considers appropriate.
- (2) The Board of Directors must meet at least once every three (3) months to exercise its functions.
- (3) The Board of Directors must decide how a meeting is to be called.
- (4) Notice of a meeting is to be given in the way decided by the Board of Directors.
- (5) The Board of Directors may hold meetings, or permit a committee 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.
- (6) A committee member who participates in the meeting as mentioned in subrule 23(5) is taken to be present at the meeting.
- (7) A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative.
- (8) A member of the Board of Directors must not vote on a question about a contract or proposed contract with the association if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.
- (9) The president is to preside as chairperson at a Board of Directors meeting.
- (10) If there is no president or if the president is not present within 10 minutes after the time fixed for a Board of Directors meeting, the members may choose 1 of their number to preside as chairperson at the meeting.

### **24 Quorum for, and adjournment of, Board of Directors meeting**

- (1) At a Board of Directors meeting, more than 50% of the members elected to the committee as at the close of the last General Meeting of the members form a quorum.
- (2) If there is no quorum within 30 minutes after the time fixed for a Board of Directors meeting called on the request of members of the committee, the meeting lapses.
- (3) If there is no quorum within 30 minutes after the time fixed for a Board of Directors meeting called other than on the request of the members of the committee—
  - (a) the meeting is to be adjourned for at least one (1) day; and
  - (b) the members of the Board of Directors who are present are to decide the day, time and place of the adjourned meeting.
- (4) If, at an adjourned meeting mentioned in subrule 24(3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

## **25 Special meeting of Board of Directors**

- (1) If the secretary receives a written request signed by at least 33% of the members of the Board of Directors, the secretary must call a special meeting of the committee by giving each member of the committee notice of the meeting within 14 days after the secretary receives the request.
- (2) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
- (3) A request for a special meeting must state—
  - (a) why the special meeting is called; and
  - (b) the business to be conducted at the meeting.
- (4) A notice of a special meeting must state—
  - (a) the day, time and place of the meeting; and
  - (b) the business to be conducted at the meeting.
- (5) A special meeting of the Board of Directors must be held within 14 days after notice of the meeting is given to the members of the Board of Directors.

## **26 Minutes of Board of Directors meetings**

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

## **27 Appointment of subcommittees**

- (1) The Board of Directors may appoint a subcommittee consisting of members and non-members of the association considered appropriate by the Management Committee to help with the conduct of the association's operations. Each subcommittee will be subject to its terms of reference for their delegation by the Board of Directors.
- (2) A member of the subcommittee who is not a member of the Board of Directors is not entitled to vote at a Board of Directors meeting.
- (3) A subcommittee may elect a chairperson of its meetings.
- (4) If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose one (1) of their number to be chairperson of the meeting.
- (5) A subcommittee may meet and adjourn as it considers appropriate, according to their terms of reference.
- (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.
- (7) The Board of Directors may withdraw its appointment of a subcommittee at any time. If that occurs, such subcommittee shall cease to exist.

## **28 Acts not affected by defects or disqualifications**

- (1) An act performed by the Board of Directors, a subcommittee (within their terms of reference) or a person acting as a member of the Board of Directors is taken to have been validly performed.
- (2) Subrule 28(1) applies even if the act was performed when—
  - (a) there was a defect in the appointment of a member of the Board of Directors, subcommittee or person acting as a member of the Board of Directors; or
  - (b) a Board of Directors member, subcommittee member or person acting as a member of the Board of Directors was disqualified from being a member.

## **29 Resolutions of Board of Directors without meeting**

- (1) A written resolution signed by each member of the Board of Directors is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
- (2) A resolution mentioned in subrule 29(1) may consist of several documents in like form, each signed by one (1) or more members of the committee.

## **30 Subsequent Annual General Meetings**

- (1) Each subsequent Annual General Meeting must be held—
  - (a) at least once each year; and
  - (b) within six (6) months after the end date of the association's reportable financial year.

### **31 Business to be conducted at Annual General Meeting of level 1 incorporated associations and particular level 2 and 3 incorporated associations**

- (1) This rule applies only if the association is—
  - (a) a level 1 incorporated association; or
  - (b) a level 2 incorporated association to which section 59 of the Act applies; or
  - (c) a level 3 incorporated association to which section 59 of the Act applies.
- (2) The following business must be conducted at each Annual General Meeting of the association—
  - (a) receiving the association's financial statement, and audit report, for the last reportable financial year;
  - (b) presenting the financial statement and audit report to the meeting for adoption;
  - (c) electing members of the Board of Directors;
  - (d) for a level 1 incorporated association—appointing an auditor or an accountant for the present financial year;
  - (e) for a level 2 incorporated association, or a level 3 incorporated association, to which section 59 of the Act applies—appointing an auditor, an accountant or an approved person for the present financial year.

### **32 Business to be conducted at Annual General Meeting of other level 2 incorporated associations**

- (1) This rule applies only if the association is a level 2 incorporated association to which section 59A of the Act applies.
- (2) The following business must be conducted at each Annual General Meeting of the association—
  - (a) receiving the association's financial statement, and signed statement, for the last reportable financial year;
  - (b) presenting the financial statement and signed statement to the meeting for adoption;
  - (c) electing members of the Board of Directors;
  - (d) appointing an auditor, an accountant or an approved person for the present financial year.

### **33 Business to be conducted at Annual General Meeting of other level 3 incorporated associations**

- (1) This rule applies only if the association is a level 3 incorporated association to which section 59B of the Act applies.
- (2) The following business must be conducted at each Annual General Meeting of the association—
  - (a) receiving the association's financial statement, and signed statement, for the last reportable financial year;
  - (b) presenting the financial statement and signed statement to the meeting for adoption;
  - (c) electing members of the Board of Directors.

### **34 Notice of General Meeting**

- (1) The secretary may call a General Meeting of the association.
- (2) The secretary must give at least 14 days notice of the meeting to each member of the association.
- (3) If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
- (4) The Board of Directors may decide the way in which the notice must be given.
- (5) However, notice of the following meetings must be given in writing—
  - (a) a meeting called to hear and decide the appeal of a person against the Board of Directors' decision—
    - (i) to reject the person's application for membership of the association; or
    - (ii) to terminate the person's membership of the association;
  - (b) a meeting called to hear and decide a proposed special resolution of the association.
- (6) A notice of a General Meeting must state the business to be conducted at the meeting.

### **35 Quorum for, and adjournment of, General Meeting**

- (1) The quorum for a General Meeting is at least the number of members elected or appointed to the Board of Directors at the close of the association's last General Meeting plus one (1).
- (2) However, if all members of the association are members of the Board of Directors, the quorum is the total number of members less one (1).
- (3) No business may be conducted at a General Meeting unless there is a quorum of members when the meeting proceeds to business.
- (4) If there is no quorum within 30 minutes after the time fixed for a General Meeting called on the request of members of the Board of Directors or the association, the meeting lapses.
- (5) If there is no quorum within 30 minutes after the time fixed for a General Meeting called other than on the request of members of the Board of Directors or the association—
  - (a) the meeting is to be adjourned for at least seven (7) days; and
  - (b) the Board of Directors is to decide the day, time and place of the adjourned meeting.



- (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.
- (7) If a meeting is adjourned under subrule 35(6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (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.
- (9) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

### **36 Procedure at General Meeting**

- (1) A member may take part and vote in a General Meeting in person, by electronic vote to the secretary, by proxy, or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (2) A member who participates in a meeting as mentioned in subrule 36(1) is taken to be present at the meeting.
- (3) At each General Meeting—
  - (a) the president is to preside as chairperson; and
  - (b) 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, the members present must elect one (1) of their number to be chairperson of the meeting; and
  - (c) the chairperson must conduct the meeting in a proper and orderly way.

### **37 Voting at General Meeting**

- (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.
- (2) Each member present and eligible to vote is entitled to one (1) vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- (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.
- (4) The method of voting is to be decided by the Board of Directors.
- (5) A member may vote in person or by proxy and every member or a representative of a member shall have one (1) vote and in a secret ballot every member present in person or by proxy shall have one (1) vote.
- (6) However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- (7) If a secret ballot is held, the chairperson must appoint two (2) members to conduct the secret ballot in the way the chairperson decides.
- (8) 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.

### **38 Special General Meeting**

- (1) The secretary must call a special General Meeting by giving each member of the association notice of the meeting within 14 days after—
  - (a) being directed to call the meeting by the Board of Directors; or
  - (b) being given a written request signed by—
    - (i) at least 33% of the number of members of the Board of Directors when the request is signed; or
    - (ii) at least the number of ordinary members of the association equal to double the number of members of the association on the Board of Directors when the request is signed plus 1; or
  - (c) being given a written notice of an intention to appeal against the decision of the Board of Directors—
    - (i) to reject an application for membership; or
    - (ii) to terminate a person's membership.
- (2) A request mentioned in subrule 38(1)(b) must state—
  - (a) why the special General Meeting is being called; and
  - (b) the business to be conducted at the meeting.
- (3) A special General Meeting must be held within three (3) months after the secretary—
  - (a) is directed to call the meeting by the Board of Directors; or
  - (b) is given the written request mentioned in subrule 38(1)(b); or
  - (c) is given the written notice of an intention to appeal mentioned in subrule 38(1)(c).
- (4) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

### **39 Proxies**

- (1) The instrument appointing a proxy must be by written notice under the hand of the appointer.
- (2) The notice must be completed and given to the secretary before the start of the meeting.
- (3) A proxy:
  - (a) Can be given to anyone who has the right to vote at a General Meeting;
  - (b) Can be, but need not be, a member of the association.
  - (c) Must be a named individual;
  - (d) Ends at the date stipulated on the form;
  - (e) Cannot be transferred to a third person;
  - (f) Cannot vote on a motion where the member has submitted a written vote.
- (4) Where it is desired to afford members an opportunity of voting for or against a resolution, the instrument appointing a proxy must be in the following form, or a form as near thereto as circumstances permit:

Rockhampton Basketball Inc:

I, \_\_\_\_\_ of \_\_\_\_\_, being a member of the abovementioned Association, hereby appoint of, or failing him, of \_\_\_\_\_ as my proxy to vote for me on my behalf at the (annual) general meeting of the Association to be held on the date of \_\_, and at any adjournment thereof.

Signed this \_\_ day of \_\_ 20 \_\_\_\_.

Signature

This form is to be used \* in favour of the resolution / \* against the resolution (\*strike out whichever is not desired unless otherwise instructed, the proxy may vote as he thinks fit)

### **40 Minutes of General Meetings**

- (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.
- (2) To ensure the accuracy of the minutes—
  - (a) 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; and
  - (b) the minutes of each Annual General Meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a General Meeting or Annual General Meeting, verifying their accuracy.
- (3) If asked by a member of the association, the secretary must, within 28 days after the request is made—
  - (a) make the minute book for a particular General Meeting available for inspection by the member at a mutually agreed time and place; and
  - (b) give the member copies of the minutes of the meeting.
- (4) The association may require the member to pay the reasonable costs of providing copies of the minutes.

### **41 By-laws**

- (1) The Board of Directors may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the association.
- (2) A by-law may be set aside by a vote of members at a General Meeting of the association.

### **42 Alteration of rules**

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

### **43 Common seal**

- (1) The Board of Directors must ensure the association has a common seal.
- (2) The common seal must be—

- (a) kept securely by the Board of Directors; and
- (b) used only under the authority of the Board of Directors.
- (3) Each instrument to which the seal is attached must be signed by a member of the Board of Directors and countersigned by—
  - (a) the secretary; or
  - (b) another member of the Board of Directors; or
  - (c) someone authorised by the Board of Directors.

#### **44 Funds and accounts**

- (1) The funds of the association must be kept in an account in the name of the association in a financial institution decided by the Board of Directors.
- (2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- (3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (4) A payment by the association of \$100 or more must be made by cheque or electronic funds transfer.
- (5) If a payment of \$100 or more is made by cheque, the cheque must be signed by any two (2) of the following—
  - (a) the president;
  - (b) the secretary;
  - (c) the treasurer;
  - (d) any one (1) of three (3) other members of the association who have been authorised by the Board of Directors to sign cheques issued by the association.
- (6) However, one (1) of the persons who signs the cheque must be the president, the secretary or the treasurer.
- (7) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- (8) If a payment is made by EFT, the transaction to a value of \$5,000 or more must be approved in writing by any two (2) of the following—
  - (a) the president;
  - (b) the secretary;
  - (c) the treasurer;
  - (d) any one (1) of three (3) members of the association who have been authorised by the Board of Directors to sign EFT issued by the association.
- (9) A petty cash account must be kept on the imprest system, and the Board of Directors must decide the amount of petty cash to be kept in the account.
- (10) All expenditure must be approved or ratified at a Board of Directors meeting.

#### **45 General financial matters**

- (1) On behalf of the Board of Directors, 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.
- (2) The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.

#### **46 Documents**

The Board of Directors must ensure the safe custody of books, documents, instruments of title and securities of the association.

#### **47 Financial year**

The end date of the association's financial year is 30 September in each year.

#### **48 Distribution of surplus assets to another entity**

- (1) This rule applies if the association—
  - (a) is wound-up under Part 10 of the Act; and
  - (b) has surplus assets.
- (2) The surplus assets must not be distributed among the members of the association.
- (3) The surplus assets must be given to another entity—
  - (a) having objects similar to the association's objects; and
  - (b) the rules of which prohibit the distribution of the entity's income and assets to its members.
- (4) In this rule— **surplus assets** see section 92(3) of the Act.

#### **49 Patrons**

The association may have a Patron who for the time being shall be the Patron of the Incorporated Association. The Patron shall hold office until such time as they resign or die or are replaced at an Annual General Meeting. The Patron shall be an Honorary Member of the association and the Patron shall perform such duties as shall be agreed between them and the Board of Directors.

#### **50 State Sporting Organisation affiliation**

(1) This rule applies while the association is an affiliated association with the recognised State sporting organisation.

(2) The secretary must give the recognised State sporting organisation a copy of any notice of a proposed special resolution at the same time as the notice is required to be given to the members under the Act or these rules.

(3) Within 14 days after a special resolution is passed to amend these rules, the association must give a copy of the special resolution to the recognised State sporting organisation.

(4) The association is bound by, and must comply with, the constitution of the recognised State sporting organisation.

(5) So far as it is relevant to them, each member of the association is bound by, and must comply with, the constitution of the recognised State sporting organisation.