



CONSTITUTION OF GOLD COAST CITY REGIONAL BASKETBALL ASSOCIATION

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PART 1 - INTRODUCTORY

1 INTRODUCTION

- 1.1 The name of the *association* is “Gold Coast City Regional Basketball Association” (the *association*).
- 1.2 This *constitution* contains the rules of the *association* for the purposes of the *Act*.
- 1.3 Subsection 47(1) of the *Act* does not apply to this *constitution*.

2 DEFINITIONS AND INTERPRETATION

- 2.1 The following definitions apply to terms used in this *constitution*:

Act means the Associations Incorporation Act 1981 and includes the *Regulation* and any other statutory instrument under that Act or Regulation.

affiliated club means a member of the *association* as an affiliated club.

appeals panel means a panel of 3 persons chosen by the secretary from among any person or persons determined by the *board* from time to time as eligible members of such a panel.

appellant – see sub-rule 22.1. *applicant*

– see sub-rule 11.1.

associate member means a member of the *association* as an associate member. *association*

– see sub-rule 1.1.

board – see sub-rule 26.1. *by-laws*

– see sub-rule 55.8.

candidate – see sub-rules 29.3 and 29.7.

chief executive – means *General Manager*

constituent documents of an entity means:

- (a) the entity’s constitution, rules or by-laws; and
- (b) any similar document that takes effect as a contract between the members of the entity or between the entity and its members; and
- (c) any other document that regulates the administration, membership or affairs of the entity.

constitution – this constitution, which contains the rules of the *association*. **directors** – see sub-rule 26.3.

eligible vote means in relation to a general meeting – every vote that may be cast at the meeting by delegates there present on behalf of an *affiliated club* under this *constitution*. **expulsion ground** – see sub-rule 21.8.

financial member means a member that is not an *unfinancial member*.

financial statement – see sub-rule 16.4.

governing body, for an entity, means the board of directors, management committee or other governing body (whatever called) of the entity. **holding company** – see sub-rule 61.3. **individual member** means a member of the *association* as an individual member.

liability – see sub-rule 61.3. **member**

participation – see sub-rule 10.5.

membership fees include affiliation fees and any other fees, levies or charges owing to the Association by a member.

officer – see sub-rule 61.3.

overdue amount – see sub-rule 24.4. **prescribed** means prescribed in the *by-laws* or by a resolution of the *board*.

protected invalidity – see sub-rule 54.2.

re-affiliation means the renewal of membership of the *association* of an *affiliated club* for a calendar year.

registered participant for an *affiliated club* means a person, including a junior player, who:

- (a) is actively involved in playing basketball or in acting as a coach, official or referee; and
- (b) is a member of the *affiliated club* or plays or participates under the control of or in competitions controlled or participated in by the *affiliated club*.

Regulation means the Associations Incorporation Regulation 1992.

required majority – see sub-rule 35.4. **surplus assets** – see sub-rule 53.3.

unfinancial member as at a particular date means:

- (a) in relation to an *affiliated club* – an *affiliated club* required to pay *membership fees* but whose *membership fees* are at least 1 month in arrears as at that date; and
- (b) in relation to an *individual member* – an *individual member* required to pay amounts to the *association* or to the *affiliated club* who named the *individual member* as a *registered participant* under rule 17 but whose payments are in arrears as at that date.

unreasonable barrier – see sub-rule 10.5.

unregistered participant means a person who:

- (a) is not an individual member; or
- (b) is an *individual member* but is an *unfinancial member*.

2.2 An expression used in this *constitution* in a particular context has the same meaning or definition as it has when used in a similar context in the *Act*.

2.3 The Acts Interpretation Act 1954, as in force on the day on which this *constitution* comes into effect, is to apply to this *constitution* as if it was an Act of the Queensland Parliament.

2.4 If a form *prescribed* requires:

- (a) the form to be completed in a specified way; or
- (b) specified information or documents to be included in, attached to or given with the form; or

- (c) the form, or information or documents included in or attached to it, to be verified in a specified way,
the form is not properly completed unless the requirement is complied with.

2.5 A reference in this *constitution* to a law is taken to include a reference to any law that:

- (a) re-enacts or consolidates the law; or
- (b) amends the law; or
- (c) deals with substantially the same subject matter as the law after the repeal of the law; or
- (d) is a statutory instrument under the law or one of the other laws mentioned in this subrule.

2.6 A provision of this rule or applying because of this rule, or a definition contained in another provision of this *constitution*, does not apply to the extent that applying the provision or definition leads to a result that is absurd, impossible or unintended.

3 OBJECTS

3.1 The objects of the *association* are:

- (a) to manage, control and foster the sport of basketball in the greater Gold Coast; and
- (b) to promote, conduct, control or arrange basketball matches and championships between representatives of *affiliated clubs*; and
- (c) to promote, conduct, control or arrange inter-regional, interstate and international basketball matches, tours to and from the Gold Coast, and competitions and where appropriate championships; and
- (d) to arrange for the selection, coaching and management of representative basketball teams for the greater Gold Coast; and
- (e) to help *affiliated clubs*, and others involved in the sport of basketball, achieve their objects; and
- (f) to promote, preserve, foster and encourage good fellowship, health and safety, for the *registered participants* and others involved in the sport of basketball; and
- (g) to implement and change codes of conduct and other policies for the sport of basketball and to ensure compliance with and enforce those codes and policies; and
- (h) to provide a system for basketball players in the greater Gold Coast to be registered with the *association*; and
- (i) to help resolve disputes arising in the sport of basketball in the greater Gold Coast; and
- (j) to develop, promote or assist with coaching and talent identification programs for basketball players, umpires and officials; and
- (k) to strive for and maintain government, commercial and public recognition of the *association* as the representative body for basketball in the greater Gold Coast; and
- (l) to represent or promote the interests of the sport of basketball, *affiliated clubs* and *registered participants*; and
- (m) to encourage and implement, enforce and amend measures designed to enhance competition in the sport of basketball free of performance enhancing substances; and
- (n) to seek, obtain and maintain facilities for the sport of basketball; and
- (o) to be and remain affiliated with Basketball Queensland; and
- (p) co-operate with, and procure the co-operation of, other individuals and groups to try to achieve another object of the *association*; and
- (q) do anything incidental or helpful to try to achieve another objective of the *association*.

3.2 Each of the objects in this rule (other than those in paragraphs (p) and (q)) is a separate and independent object for which the *association* is established.

4 POWERS

- 4.1 The *association* has, in the exercise of its affairs, all the powers of an individual.
- 4.2 The *association* may, for example:
- (a) enter into contracts;
 - (b) acquire, hold, deal with and dispose of property;
 - (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, including nominate and appoint any person for such purposes and with such powers as may be deemed desirable.
- 4.3 The *association* may also issue secured and unsecured notes, debentures and debenture stock for the *association*.

PART 2 - MEMBERSHIP

5 CLASSES OF MEMBERS

- 5.1 The membership of the *association* is to consist of the following classes:

Voting members	<i>Affiliated clubs</i> (see part 3)
Non-voting members	<i>Associate members</i> (see rule 6) <i>Life members</i> (see rule 7) <i>Individual members</i> (see rule 8)

- 5.2 The number of members overall, and the number within each class, are unlimited.

6 ASSOCIATE MEMBERS

- 6.1 Any person or entity determined by the *board* is eligible to become and, subject to that determination or a further determination of the *board*, remain a member of the *association* as an *associate member*.
- 6.2 There is no right of appeal from any application to the *board* for membership of the *association* as an *associate member*.
- 6.3 The membership of the *association* of an *associate member* is at the *board's pleasure* and:
- (a) the *board* may terminate the membership at any time; and
 - (b) the *board* does not have to comply with the rules of natural justice in doing so; and
 - (c) the appeal rights and procedures contained in this constitution do not apply in relation to the termination of the membership of the association of *associate members*.

7 LIFE MEMBERS

- 7.1 A person who was a life member of the *association* immediately before this *constitution* came into effect continues to be a life member of the *association*.
- 7.2 The Board may admit as a life member of the *association* any person who the Board is satisfied has given long or exceptional service to the *association* or to the sport of basketball.
- 7.3 A Life member has no right to be given notice of a general meeting, to vote at a general meeting, to participate or to debate, speak or be heard at a general meeting.
- .

8 INDIVIDUAL MEMBERS

- 8.1 A person who is named by an *affiliated club* as a *registered participant* under rule 17 becomes a member of the *association* as an individual member until the earliest of:
- (a) 31 January next following the naming of the person as a *registered participant*; or (b) the person's membership of the *association* being terminated under this *constitution*; or
 - (c) the *affiliated club* changing its list of *registered participants* under rule 17 and removing the person from the list; or
 - (d) the person becoming an *unfinancial member*.

9 AWARD OF MERIT AND OTHER AWARDS

- 9.1 The *board*, or a person or subcommittee appointed by the *board*, may confer on any individual such awards as it may from time to time consider appropriate.
- 9.2 The conferral of any such award does not constitute the recipient of the award as a member of the *association*.

PART 3 - AFFILIATED CLUBS

10 ELIGIBILITY AND ONGOING OBLIGATIONS - AFFILIATED CLUBS

- 10.1 To be eligible to become and remain a member of the *association* as an *affiliated club*, an entity must be:
- (a) an association incorporated under the *Act*; or (b) an unincorporated Club that:
 - (i) has applied for incorporation under the *Act*; and
 - (ii) becomes incorporated under the *Act* within 1 year after applying for membership of the association as an affiliated Club; or

(c) a company limited by guarantee incorporated under the Corporations Act 2001; or (d) another type of entity that the *board* is satisfied is a non-profit entity.

10.2 An entity is not eligible to become and remain a member of the *association* as an *affiliated club* unless:

(a) the entity has *constituent documents* in writing; and (b) the *constituent documents* provides for objects that:

- (i) are similar in substance to any or all of the objects of the *association* as set out in this constitution; and
- (ii) are restricted to a particular region within Gold Coast City or its surrounds or to a particular aspect, or particular aspects, of the sport of basketball in Gold Coast City or whose members or participants are a definable segment of basketball participants in Gold Coast City or its surrounds; and

(c) the entity satisfies any affiliation requirements *prescribed*.

10.3 An entity is not eligible to become and remain a member of the *association* as an *affiliated club* if the *board* has resolved that:

- (a) the entity's *constituent documents* are inconsistent with this *constitution* or the *by-laws*; or
- (b) there are *unreasonable barriers* to *member participation* in the entity, unless the *board* has since revoked that resolution.

10.4 An *affiliated club* must give the *association* a copy of:

- (a) any notice of any proposed special resolution at the same time as it is required to give the notice to the *affiliated club's* own members under the *Act*, any other law or the *affiliated club's* *constituent documents*; and
- (b) any amendment to its *constituent documents* within 14 days after the amendment is made.

10.5 For the purposes of paragraph 10.3(b):

member participation means the opportunities:

- (a) for the people who would, if the entity was an *affiliated club*, be its *registered participants* to be or become members of the entity (or of another entity which itself is a member of the entity applying to become an *affiliated club*); and
- (b) for the entity's members (or the members of another entity which itself is a member of the entity applying to become an *affiliated club*) to be nominated for election to the entity's *governing body*; and
- (c) for the entity's members (or the members of another entity which itself is a member of the entity applying to become an *affiliated club*) to enjoy the benefits of membership of the entity; and
- (d) for the entity's members to vote at general meetings of the entity's members and for the members' votes to carry the same weight as the votes of the other members; and
- (e) for the members of the entity's *governing body* to vote at meetings of the entity's *governing body* and for those members' votes to carry the same weight as the votes of the other members of the entity's *governing body*; and
- (f) for resolutions of the general meetings of the entity, and meetings of the entity's *governing body*, to be given effect.

unreasonable barrier means an arrangement that denies or (in the *board's* opinion) unreasonably restricts an opportunity for *member participation*, other than an arrangement:

- (a) required by law or to comply with any law; or
- (b) under the entity's *constituent documents* which the *board* decides is reasonable.

11 HOW TO APPLY FOR MEMBERSHIP

11.1 An entity (the *applicant*) that wants to apply for membership of the *association* as an *affiliated club* must:

- (a) be eligible under rule 10; and
- (b) complete a written application and give it to the secretary; and
- (c) pay any *membership fees* applicable to the class of membership applied for.

11.2 The application is to be:

- (a) in the form *prescribed* from time to time and properly completed; and
- (b) accompanied by a copy, verified by statutory declaration by at least 2 members of the *applicant's governing body*, of the *applicant's constituent documents*.

12 DEALING WITH APPLICATIONS

12.1 The secretary must refer all applications for membership of the *association* as an *affiliated club* to the next meeting of the *board*.

12.2 The *board* is to:

- (a) consider the application, based on the criteria set out in this *constitution*, any criteria under the *bylaws* and any additional criteria the *board* decides; and (b) decide whether to accept or reject the application.

12.3 The *board* is taken to have decided to reject the application if the *board*:

- (a) does not resolve to accept the application; and
- (b) does not adjourn the further consideration of the application to a subsequent meeting of the *board*.

12.4 The secretary must give the *applicant* notice of the *board's* decision on the application within 14 days after the decision.

13 REJECTION - FURTHER APPLICATIONS

13.1 This rule applies if the *board* rejects an application for membership of the *association* as an *affiliated club*.

13.2 If the *applicant* does not appeal against the decision under rule 14, the *applicant* may make a further application for membership after at least 3 months have elapsed from the date of the *board's* decision (but not before).

13.3 If the *applicant* does appeal against the decision under rule 14, the *applicant* may make a further application for membership after at least 3 months have elapsed from the date of rejection of the appeal (but not before).

14 REJECTION - APPEAL

14.1 This rule applies if the *board* rejects an application for membership of the *association* as an *affiliated club*.

- 14.2 The *applicant* may, within 14 days after being given notice of the *board's* decision, give notice to the secretary appealing against the decision.
- 14.3 The notice must be:
- (a) in the form *prescribed*; and
 - (b) accompanied by a statement of the reasons for the appeal, any written evidence in support of the appeal and any other matter the *applicant* wants to be taken into account in dealing with the appeal.
- 14.4 Once sub-rule 14.3 has been complied with, the secretary must:
- (a) convene an *appeals panel* to hear the appeal; and
 - (b) give the *applicant* at least 14 days notice of the date, time and place of the meeting of the *appeals panel* at which the appeal will be heard.
- 14.5 At that meeting, the *appeals panel* must:
- (a) consider the notice of appeal and accompanying documents; and
 - (b) decide whether to allow or reject the appeal.
- 14.6 The appeal is taken to be allowed only if at least 65% of the members of the *appeals panel* at the meeting resolve to allow it.
- 14.7 The *appeals panel* must, through the secretary, give notice to the applicant of the *appeals panel's* decision on the appeal within 14 days.
- 14.8 The decision of the *appeals panel* is final and the *applicant* has no further right of appeal.

15 LAPSING OF MEMBERSHIP AND RE-AFFILIATION

- 15.1 The membership of the *association* of an *affiliated club* for a year lapses on 31 January of the following year.
- 15.2 An entity that was an *affiliated club* as at 31 December of the previous calendar year may apply for *reaffiliation* for a calendar year by:
- (a) applying in writing to re-affiliate by 31 January (or a later date resolved by the *board*, either generally or in a particular case) of that calendar year; and
 - (b) paying to the *association* any *membership fees* that fell due or that fall due on or before the date mentioned in paragraph (a).
- 15.3 The application must be in any form *prescribed*, properly completed and accompanied by any document or information required by the *prescribed* form.
- 15.4 The application is to be dealt with in the same way as an application for membership as an *affiliated club* is to be dealt with under rules 12, 13 and 14.

16 ACCOUNTS

16.1 An *affiliated club* that is required by law to prepare a *financial statement* must for a financial year of the *affiliated club* give the *association* a copy of the *affiliated club's financial statement* for that financial year by the earlier of:

- (a) 1 month after the *financial statement* is tabled at a general meeting of the members of the *affiliated club*; or
- (b) 6 months after the end of the financial year.

16.2 The *association* may, at any time if authorised by a resolution of the *board* to do so, have the books of:

- (a) an *affiliated club*; or
- (b) an entity that used to be an *affiliated club* if the audit only covers the period of the entity's membership of the *association* as an *affiliated club*,
audited by a person referred to in subparagraph 59(2)(b)(i) of the *Act*.

16.3 The *affiliated club* or entity must pay or reimburse all costs and expenses paid or incurred by the *association* in conducting an audit under sub-rule 16.2, together with any shortfall in amounts payable by the *affiliated club* or entity to the *association*, if the audit reveals that the *affiliated club* or entity:

- (a) has withheld funds from the *association*; or
- (b) has not paid the correct *membership fees* or other amounts to the *association*; or (c)
has given the *association* an inaccurate or incomplete *financial statement*.

16.4 In this rule:

financial statement means:

- (a) for an *affiliated club* to which section 59 of the *Act* applies – a financial statement and audit report under that section; and
- (b) for an *affiliated club* to which section 59A of the *Act* applies – a financial statement and a statement signed by an auditor, accountant or approved person under that section; and
- (c) for an *affiliated club* to which section 59B of the *Act* applies – a financial statement and a statement signed by the *affiliated club's* Chairperson or Director of Finance under that section; and
- (d) for an *affiliated club* which is a company incorporated under the Corporations Act 2001 and which is required to prepare a financial report and directors' report under section 292 of that Act – that financial report and directors' report.

16.5 No affiliated club can run any senior and junior competitions or tournaments without the written approval of the board.

17 PARTICIPANTS REGISTER

17.1 An *affiliated club* must, by the date determined by the Board in each year, give the secretary a list that contains:

- (a) the names of all its *registered participants*; and (b)
any other information prescribed.

17.2 An *affiliated club* must also, within 7 days after the end of each month, give the secretary details of any changes to that list.

17.3 The lists and changes must be given by any method, and in any medium and format, *prescribed* by the *board*.

17.4 By giving the secretary a list of changes under this rule, an *affiliated club* warrants that the list and changes are complete, accurate and up-to-date.

18 PARTICIPANT REGISTRATION

18.1 An *affiliated club* must ensure that no *unregistered participant* participates in any basketball game or competition conducted or managed by or under the auspices of, or endorsed or supported by, the *affiliated club*.

18.2 An *affiliated club* must comply with all *prescribed* requirements about the registration of basketball players and participants.

PART 4 - TERMINATION OF MEMBERSHIP

19 GENERAL

19.1 A member's membership of the *association* ends if:

- (a) the membership lapses under this *constitution*; or
- (b) the member resigns the membership under this *constitution*; or (c) the member is expelled under this *constitution*.

19.2 If a member's membership of the *association* ends, the former member no longer has any of the rights or benefits previously conferred on the member under this *constitution*.

19.3 However, the former member must still comply with any obligation (including an obligation to pay *membership fees*) that arose or accrued before the membership ended.

19.4 A former member is not entitled to a refund of any *membership fees* paid by the former member before the member's membership of the *association* ended.

20 RESIGNATION

20.1 A member may resign as a member of the *association* by giving written notice to the secretary.

20.2 If the member is an *affiliated club*, the notice must be signed by at least 2 members of the *affiliated club's governing body*.

20.3 The resignation takes effect on the later of: (a) the date the notice was given; and (b) the date specified in the notice.

20.4 When the resignation takes effect, the membership ends.

21 EXPULSION AND SUSPENSION

- 21.1 The *board* may consider whether to expel or suspend a member if:
- (a) a person makes a complaint to the *board* or the *association* to the effect that an *expulsion ground* exists for the member; or
 - (b) the *board* considers, on its own initiative, that there is an arguable case that an *expulsion ground* exists for the member.
- 21.2 If the *board* proposes to consider whether to expel or suspend a member, the *board* must ensure that the secretary gives the member at least 14 days notice setting out the date, time and venue for the meeting of the *board* at which the expulsion is to be considered.
- 21.3 A member given a notice under sub-rule 21.2 may:
- (a) give the *board* written submissions;
 - (b) attend the meeting stated in the notice and make submissions (but may not be represented by a lawyer or other representative other than a member of the *governing body* of the member if the member is an *affiliated club*); or
 - (c) do both.
- 21.4 The *board* may, before or at the meeting (or after the meeting if the *board* resolves to adjourn consideration of the proposed expulsion to a subsequent meeting of the *board*), conduct any investigations and inform itself in the way the *board* sees fit on the questions of:
- (a) whether an *expulsion ground* exists for the member concerned; and
 - (b) what sanction is appropriate for the member if an *expulsion ground* is subsequently found to exist.
- 21.5 At the meeting (or at a subsequent meeting of the *board* if the *board* resolves to adjourn consideration of the proposed expulsion), the *board*:
- (a) must consider any submissions made under sub-rule 21.3; and
 - (b) must consider any investigations or information gathered under sub-rule 21.4; and (c) is not bound by the rules of evidence; and (d) may resolve to:
 - (i) expel the member; or
 - (ii) suspend the member for a specified period.
- 21.6 The secretary must give the applicant notice of the *board*'s decision on the application within 14 days after the decision.
- 21.7 When the notice is given:
- (a) if the *board* resolved to expel the member - the membership of the member ends; or
 - (b) if the *board* resolved to suspend the member - the membership of the member ends and then recommences at the end of the period for which the *board* resolved to suspend the member.
- 21.8 An *expulsion ground* exists for a member if:
- (a) the member (or a person on the *governing body* of the member) is convicted of an indictable offence; or
 - (b) the member breaches this *constitution* or the *by-laws* (including by not paying *membership fees* on time); or
 - (c) the member wilfully disobeys the rules or instructions of the *association* or permits or counsels any club or individual under its jurisdiction or control to do so; or
 - (d) the member engages in, condones or does not take effective measures to prevent conduct that is injurious or prejudicial to the *association*, its character or interests or the sport of basketball generally; or

- (e) the member brings the game into disrepute; or
- (f) the member is not a fit and proper person or entity to be a member of the *association*.

22 EXPULSION AND SUSPENSION - APPEAL

- 22.1 This rule applies if the membership of the *association* of a former member (the ***appellant***) has ended under rule 21.
- 22.2 The *appellant* may, within 14 days after being given notice of the *board's* decision to expel or suspend the *appellant*, give notice to the secretary appealing against the decision.
- 22.3 The notice must be:
- (a) in the form *prescribed* and properly completed; and
 - (b) accompanied by a statement of the reasons for the appeal, any written evidence in support of the appeal and any other matter the *appellant* wants to be taken into account in deciding the appeal.
- 22.4 Once sub-rule 22.3 has been complied with, the secretary must:
- (a) convene an *appeals panel* to hear the appeal; and
 - (b) give the *applicant* at least 14 days notice of the date, time and place of the meeting of the *appeals panel* at which the appeal will be heard.
- 22.5 At that meeting, the *appeals panel* must:
- (a) consider the notice of appeal and accompanying documents; and (b) decide whether to allow or reject the appeal.
- 22.6 The appeal is taken to be allowed only if at least 65% of the members of the *appeals panel* at the meeting resolve to allow it.
- 22.7 The *appeals panel* must, through the secretary, give notice to the applicant of the *appeals panel's* decision on the appeal within 14 days.
- 22.8 The decision of the *appeals panel* is final and the *applicant* has no further right of appeal.
- 22.9 If the appeal is allowed, the *appellant's* membership of the *association* recommences on the date the appeal is allowed.

PART 5 - OTHER MEMBERSHIP MATTERS

23 RESTRICTED RIGHTS OF ASSOCIATE MEMBERS

An *associate member* may attend, but is not entitled to move or second or amend motions or to vote at, any general meeting of the *association*.

24 MEMBERSHIP AND OTHER FEES

24.1 *Membership fees* are to be in the amount, and payable at the time and in the way, determined by the *board*.

24.2 Determinations under sub-rule 24.1 may:

- (a) differ for different classes of members; and
- (b) distinguish between different categories of members within a class; and
- (c) be made more than once during a financial year; and
- (d) provide for *membership fees*, or types of *membership fees*, to be payable according to a formula or a number of formulas; and
- (e) provide for fixed amounts, or parts or proportions, of *membership fees* to be payable at different times; and
- (f) by the application of any of these formulas, parts or proportions, mean that a member does not have to pay any *membership fees*.

24.3 The *board* may also *prescribe*:

- (a) other fees payable in connection with proceedings under this *constitution*, including fees to be paid to the *association* when a notice of appeal or particular kind of notice of appeal is lodged; and
- (b) the consequences of not paying those fees.

24.4 If a member does not pay any amount of *membership fees* (the ***overdue amount***) on the date that it falls due for payment under a determination under sub-rule 24.1, the member must pay the *association*:

- (a) interest, calculated and accruing daily, on the *overdue amount* from the date that it fell due for payment until it is paid at the highest overdraft rate charged from time to time by the *association's* financial institution (or, if the *association* has more than 1 financial institution, the one of them chosen by the *board*); and
- (b) an administration fee, calculated and accruing daily, on the *overdue amount* from the date that it fell due for payment until it is paid at the rate of 5% per annum.

24.5 A certificate by a financial institution of the rate for a specified period for the purpose of paragraph 24.4(a) is conclusive evidence of the matters it deals with.

24.6 The interest and administration fees payable under sub-rule 24.4 are payable even if the *association* obtains a judgment against the member for the *overdue amount* or any part of it.

24.7 The *board* may waive the obligation to pay interest, administration fees or both under this rule in the *board's* absolute discretion.

25 REGISTER

25.1 The secretary must keep a register of members.

25.2 The register must contain the following particulars:

- (a) the names and contact details of all members and the dates of their admission; and
- (b) deaths, resignations, terminations and reinstatements of membership; and (c) any further particulars *prescribed*.

25.3 A *director* may inspect (but not copy) the register of members if they:

- (a) apply to the secretary to do so; and
- (b) pay any fees *prescribed* for inspecting the register.

25.4 The secretary may inspect the register of members at any time.

25.5 Nobody else is entitled to access the register of members except as provided by law.

PART 6 - BOARD OF DIRECTORS

26 THE BOARD

26.1 The *association* will have a board of directors (the ***board***).

26.2 The *board* is the *association's* management committee for the purposes of the *Act*.

26.3 The *board* is to consist of a maximum of 8 people (directors), 1 of whom must be elected as the Chairperson, 1 of whom must be elected as the Director of Finance and up to 6 additional elected members.

26.4 For the purposes of the *Act*:

- (a) the Chairperson is the president; and
- (b) the Director of Finance is the treasurer.

27 ELIGIBILITY FOR ELECTION OR APPOINTMENT AS A DIRECTOR

27.1 A person is eligible to be elected or appointed as a *director* if the person:

- (a) is an individual; and
- (b) is not ineligible because of section 61A of the *Act* ; and
- (c) would not, immediately after election or appointment, vacate their office as a *director* because of section 64(2) of the *Act* ; and (d) agrees to be bound by this *constitution*.

27.2 A person does not have to be a member of the *association* to be eligible to be elected or appointed as a *director*.

27.3 A person seeking election or appointment as a Director shall not be an employee of the *association* or an employee or elected committee member of a financial, *affiliated club* after so being elected to the *board*, or during the period of appointment. A period of 30 days will be allowed for a duly elected person to divest of their relationship with a club. Failure to do so, will result in the position being declared vacant.

28 TENURE OF DIRECTORS

28.1 The office on the *board* of a *director* who was elected at an annual general meeting is vacated on the date of the second annual general meeting after the annual general meeting at which the *director* was elected.

28.2 The office of the *board* of a *director* who was appointed to fill a casual vacancy is vacated on the date of the next annual general meeting after the date of the *director's* appointment.

28.3 The office of the *board* of a *director* who was elected or appointed in some other way is vacated on the date of the second annual general meeting after the date of the election or appointment.

28.4 However, the office of the board of any director (regardless of how they were elected or appointed) is vacated on any earlier date on which:

- (a) the *director* vacates the office under section 64(2) of the *Act*; or
- (b) the *director's* resignation from the *board* takes effect; or
- (c) the *director* is removed from his or her position by a resolution of the members at a general meeting, the notice of which set out the intention to move the removal of the *director*; or
- (d) the *director* is absent from meetings of the *board* for a period of 3 consecutive months without the permission of the other *directors* and the other *directors* resolve to remove the *director* from office.

28.5 A person who vacates office as a *director* under this rule is eligible to be re-elected or re-appointed as long as he or she is otherwise eligible under rule 27.

28.6 For paragraph 28.4(b), a resignation takes effect:

- (a) when the *director* gives written notice to the secretary; or (b) on a later date specified in such a notice.

28.7 For paragraph 28.4(c) or (d), the *director* concerned:

- (a) must first be given a reasonable opportunity to fully present his or her case at a meeting of the *board* (but is not entitled to legal or other representation); and
- (b) is taken to have been given that reasonable opportunity if the *director* concerned is notified that the other *directors* intend to consider removing the *director* from office at a specified *board* meeting at least 14 days after the notification.

29 ELECTION - OUTLINE OF PROCEDURE

29.1 At each annual general meeting, an election is to be held for the purpose of filling any positions on the *board* being vacated on the date of the annual general meeting under this *constitution*.

29.2 Prior to the annual general meeting, the secretary may:

- (a) call for nominations through the *affiliated clubs* or members for new *directors*; and (b) advertise, invite or solicit applications for new *directors*.

29.3 A person (the *candidate*) who is eligible for election as a *director* under this *constitution* may be nominated or apply for election as a *director*.

29.4 For nomination of the position of **President** of Gold Coast Basketball. A person must have had experience of sitting on a board for one of the affiliated clubs or the board of Gold Coast Basketball for one year or more. If no candidates have had this experience, then a nomination will be accepted.

- 29.5 A candidate is only taken to have been nominated and applied if any nomination or application form *prescribed* has been: (a) properly completed; and
(b) signed by the *candidate*; and/or **(REMOVE OR)**
(c) signed by a representative of an *affiliated club* nominating the candidate; and (d) lodged with the secretary at least 21 days before the annual general meeting.
- 29.5 At least 14 days before the annual general meeting, the secretary must give each *affiliated club* a list containing the name of each *candidate* nominated or who has applied for election as a *director*.
- 29.6 The list may contain other information about the candidates.
- 29.7 If an insufficient number of *candidates* are nominated or apply to fill the number of positions on the *board* being vacated on the date of the annual general meeting, nominations for the election of people (each of whom is also a *candidate*) as *directors* may be taken from the floor at the annual general meeting.
- 29.8 The Chairperson shall be elected for a 2 year term on each odd calendar year and the Director of Finance shall be elected for a 2 year term on each even calendar year. The other directors of the association shall be elected for terms as set out in paragraph 28.1.
- 29.9 To remove any doubt:
- (a) if the Chairperson is vacating office as a *director* at the annual general meeting then a single election is to be held for the position of Chairperson; and
 - (b) if the Director of Finance is vacating office as a *director* at the annual general meeting then a single election is to be held for the position of Director of Finance; and
 - (c) if any other *director* is or *directors* are vacating office at the annual general meeting then a single election is to be held for that position or those positions; and
 - (d) consequently, more than one election may be held at an annual general meeting; and (e) in that event, a person may be a candidate in more than one of those elections.

30 ELECTION - PROCEDURE AT AGM

- 30.1 At the annual general meeting, the *affiliated clubs* represented at the meeting in accordance with this *constitution* are to elect *directors* to fill the vacancies for which the election is to be held by voting in accordance with rules 43, 44 and 45.
- 30.2 A separate ballot shall be held for each position being vacated.
- 30.3 For the purposes of the ballot:
- (a) balloting lists are to be prepared, containing the names of the candidates in alphabetical order by surname; and
 - (b) the *candidate* receiving the highest numbers of votes in each election is elected; and
 - (c) second or subsequent rounds of balloting are to be conducted only if two or more *candidates* receive the same number of votes in the same election; and
 - (d) if paragraph (c) applies - the second or subsequent round is to involve only the *candidates* receiving that same number of votes; and
 - (e) the way that the ballot is otherwise conducted is to be decided by the person chairing the annual general meeting.

31 CASUAL VACANCIES

- 31.1 This rule applies if there is a casual vacancy on the *board*.
- 31.2 The continuing *director* or *directors* may appoint a person, who is eligible to be appointed as a director under rule 27, to serve as a *director*.
- 31.3 If the casual vacancy is in the position of Chairperson or Director of Finance, the continuing *director* or *directors* must resolve to appoint a new Chairperson or Director of Finance, who:
- (a) vacates the position as Chairperson or Director of Finance on the date of the next annual general meeting (but does not necessarily vacate his or her office as a *director* at that time unless otherwise provided under this *constitution*); and
 - (b) may be a person appointed under this rule to fill a casual vacancy or may be a continuing *director*.
- 31.4 The continuing *director* or *directors* may act despite the casual vacancy.
- 31.5 To remove any doubt, the *board* may fill a casual vacancy in the office of Chairperson or Director of Finance from an existing *director* or from an outside person.

PART 7 - WHAT THE BOARD DOES AND HOW IT OPERATES

32 MAIN FUNCTIONS AND POWERS

- 32.1 Subject to this *constitution* and any resolution of the members at any general meeting, the *board*:
- (a) has the general control and management of the administration of the affairs, property and funds of the *association*; and
 - (b) is responsible for the overall governance and strategic direction of the *association*; and
 - (c) has authority to interpret the meaning of this *constitution* and any matter relating to the *association* on which this *constitution* is silent.

33 MEETINGS

- 33.1 The *board* is to meet at least once every 2 months.
- 33.2 The secretary must, by no later than 31 January in each year, set and give the *directors* a schedule of the dates of meetings of the *board* for that year.
- 33.3 In addition:
- (a) the Chairperson; or
 - (b) any 3 or more of the *directors*, may give the secretary a signed requisition to convene a meeting of the *board*.
- 33.4 The secretary must, within 7 days after being given a requisition under sub-rule 33.3:
- (a) convene a meeting of the *board* to be held within 14 days after the requisition was given; and
 - (b) give the *directors* notice of the date, time and venue for the meeting.
- 33.5 If the secretary does not comply with sub-rule 33.4 after being given a requisition under subrule 33.3, the person or people who gave the requisition: (a) may convene a meeting of the *board*; and

- (b) must give the other *directors* at least 7 days notice of the date, time and venue for the meeting.

34 PROCEDURE AT MEETINGS

- 34.1 At a meeting of the *board*, a quorum is constituted by half the number of *directors* then holding office plus 1 (with any fractions disregarded).
- 34.2 If within 30 minutes from the time appointed for the commencement of a *board* meeting a quorum is not present, the meeting:
- (a) if it was convened following a requisition or has already been adjourned under paragraph (b) - lapses; or
 - (b) otherwise - stands adjourned to the same day in the next week at the same time and place, or to another day, time or place determined by the *board*.
- 34.3 A meeting of the *board* is to be chaired by:
- (a) the Chairperson; or
 - (b) if the Chairperson is not at the meeting within 30 minutes after the time appointed for it - another *director* present at the meeting and chosen by the *directors* at the meeting; or
 - (c) if the Chairperson is temporarily absent from the meeting without the leave of the meeting or is incapacitated from chairing the meeting or unwilling or unable to do so:
 - (i) another *director* present at the meeting and chosen by the *directors* at the meeting while the Chairperson is absent, incapacitated, unwilling or unable; and (ii) the Chairperson for the rest of the meeting.
- 34.4 A *director* cannot attend a meeting of the Board by a proxy, attorney or other representative.
- 34.5 Questions arising at a meeting of the *board*:
- (a) are to be decided by a majority of votes (by show of hands); and
 - (b) may be decided by the person chairing the meeting exercising a casting vote, in addition to his or her deliberative vote, if there is an equality of votes; and
 - (c) are regarded as decided in the negative if there is still an equality of votes because the person chairing the meeting cannot or does not exercise the casting vote.
- 34.6 The declaration by the person chairing the meeting of the outcome of a vote, and its subsequent recording in the minutes of the meeting, are conclusive evidence of the outcome.
- 34.7 A *director* who has a material personal interest in a matter that is being considered at a *board* meeting must not:
- (a) be present while the matter is being considered at the meeting; or
 - (b) vote on the matter, and if the *director* does vote the vote is not to be counted.
- 34.8 The minutes of every meeting of the *board* are to be signed by a person who chaired that meeting or the next meeting of the *board*.
- 34.9 The person chairing a *board* meeting has the power to rule conclusively on any matter of meeting procedure in relation to which this *constitution* and the *by-laws* are silent.
- 34.10 Except as provided in this rule, the *board* may meet together and regulate its proceedings in the way it *prescribes*.

34.11 At the first meeting following an Annual General Meeting the President may allocate portfolios/areas of responsibility to each Director except for the Finance Director.

35 RESOLUTIONS WITHOUT MEETINGS

35.1 The *board* may pass a resolution without a meeting being held if the *required majority* of the *directors* sign a document containing a statement that they are in favour of the resolution set out in the document.

35.2 Separate copies of a document may be used for signing by the *required majority* of *directors* if the wording of the resolution and statement is identical in each copy. Furthermore scanned images of signed copies emailed to the *association* are acceptable under this Rule 35.

35.3 The resolution is passed when the last of the *required majority* of *directors* signs.

35.4 For this rule:

required majority means at least half plus one of the *directors* (with any fraction disregarded) who would be entitled to vote on the resolution if it was moved at a *board* meeting.

36 USE OF TECHNOLOGY

36.1 A *board* meeting may be held at 2 or more venues using any technology that gives the *directors* present as a whole a reasonable opportunity to participate.

36.2 However, this is only the case if each of the *directors* present at any of the venues acknowledges his or her presence to all the other *directors* present at any of the venues at the start of the meeting.

36.3 A *director* who is present at a venue at the start of a *board* meeting, or when the person chairing the meeting declares a quorum to be present, by using any technology is taken to be present for the duration of the meeting for the purpose of deciding whether a quorum was present for the meeting.

37 SUBCOMMITTEES

37.1 The *board* may establish and disband subcommittees consisting of people appointed by the *Board* or chosen in the way decided by the *board*.

37.2 A subcommittee:

- (a) has the functions determined by the *board* from time to time; and
- (b) has any powers delegated to it by the *board* from time to time (which delegations may be revoked or altered by the *board* at any time); and
- (c) must obey any regulations imposed on it by the *board*.

37.3 The *board* may:

- (a) change the regulations imposed on, or functions determined for, a subcommittee from time to time; and
- (b) enlarge or reduce the powers of a subcommittee from time to time.

37.4 Subject to any regulations under this rule, meetings of subcommittees are to be conducted in the same way as meetings of the *board* (with any necessary adaptations).

37.5 The *board* may not transfer or delegate its liability to a subcommittee.

PART 8 - GENERAL MEETINGS

38 ANNUAL GENERAL MEETINGS

- 38.1 An annual general meeting of the members must be held: (a) at least once each year; and (b) within 6 months after the end of the *association's* previous financial year; and (c) at the time and place decided by the *board*.
- 38.2 The following business must be transacted at every annual general meeting:
- (a) the receiving of the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the *association* for the last financial year; and
 - (b) the presenting by the *board* of a written report of the *association's* operation throughout the year and an audited statement of the *association's* financial position (which can be incorporated in the statement referred to in paragraph (a)); and
 - (c) the receiving of the auditor's report on the financial affairs of the *association* for the last financial year; and
 - (d) the presenting of the audited statement to the meeting for adoption; and
 - (e) the election of *directors* (if there are any positions on the *board* being vacated at the date of the meeting); and
 - (f) the appointment of an auditor; and
 - (g) the receiving of a report by the *board* giving details of the *affiliated clubs* admitted as members since the previous annual general meeting; and
 - (h) motions set out in the agenda for the meeting; and
 - (i) any other business allowed or required by the Chairperson, the meeting or this *constitution* or the *by-laws*.

39 SPECIAL GENERAL MEETINGS

- 39.1 The secretary must convene a special general meeting, to be held within 3 months, if:
- (a) given a requisition by 4 or more *directors*; or
 - (b) given a requisition by the Chairperson; or
 - (c) given a requisition by a number of *affiliated clubs* equal to or greater than 35% of the number of *affiliated clubs* (with any fractions of a number rounded up to the next whole number).
- 39.2 A requisition under sub-rule 39.1 must clearly state the reasons why the special general meeting is being convened and the nature of the business to be transacted at it. Separate copies of a document setting out the requisition may be used for signing by *directors* or *affiliated clubs* if the wording of the requisition is identical in each copy.

- 39.3 If the secretary does not give notice of a special general meeting within 1 month after being given a requisition under sub-rule 39.1, the person or people who gave the requisition may give the notice instead.

40 NOTICE OF GENERAL MEETINGS

- 40.1 The secretary must give *affiliated clubs* and *directors* at least 28 days notice of any general meeting.
- 40.2 The way the notice is given is to be *prescribed* by the *board*.
- 40.3 The notice of a general meeting must include:
- (a) a provisional agenda or short summary of the business proposed for the meeting; and
 - (b) a call for notices of motion; and
 - (c) a call for nominations for any *board* positions to be filled at the meeting.

41 NOTICES OF MOTION

- 41.1 A *director or affiliated club* who wants a matter to be discussed or a motion to be put, at an annual general meeting may give the secretary notice of the matter or motion at least 21 days before the date appointed for the annual general meeting.
- 41.2 The secretary must add those matters and motions to the agenda for the annual general meeting.
- 41.3 The secretary must, at least 14 days before the date appointed for the annual general meeting, give everybody who is entitled to be given notice of the meeting: (a) copies of the notices given to the secretary under this rule; or
- (b) an amended agenda for the meeting.

42 QUORUM AND ADJOURNMENT

- 42.1 A quorum at a general meeting is constituted by at least 50% of the *affiliated clubs* who are *financial members* at the date of the meeting being represented at the meeting in accordance with this *constitution*.
- 42.2 No business may be conducted at a general meeting unless a quorum is present at the time the meeting begins its business.
- 42.3 If a quorum is not present within 30 minutes after the time appointed for the general meeting, then:
- (a) if the meeting has already been adjourned under paragraph (b) - the *affiliated clubs* who are *financial members* at the date of the meeting who are present constitute a quorum despite anything else in this *constitution*; or
 - (b) otherwise – the meeting stands adjourned to the same day in the next week at the same time and place, or to another day, time or place determined by the *board*.
- 42.4 The person chairing a general meeting may, and must if directed by a resolution of the meeting, adjourn the meeting from time to time and from place to place.

- 42.5 If a general meeting is adjourned under sub-rule 42.4:
- (a) only business left unfinished may be conducted at the adjourned meeting; and
 - (b) the secretary is to give fresh notice to members of the adjourned meeting, in the same way as was required for the original meeting, if the adjournment is for 30 days or more; and
 - (c) otherwise, the secretary does not need to give fresh notice to members of the adjourned meeting.

43 PROCEDURE

- 43.1 A general meeting is to be chaired by:
- (a) the Chairperson; or
 - (b) if the Chairperson is not at the meeting within 30 minutes after the time appointed for it - a person present at the meeting and chosen:
 - (i) by the *directors* at the meeting; or
 - (ii) if there are no *directors* at the meeting - by the meeting; or
 - (c) if the person chairing the meeting under paragraph (a) or (b) is temporarily absent from the meeting without the leave of the meeting or is incapacitated from chairing the meeting or unwilling or unable to do so:
 - (i) a person present at the meeting and chosen by the *directors* at the meeting (or, if there are no *directors* at the meeting, by the meeting) while the person chairing the meeting under paragraph (a) or (b) is absent, incapacitated, unwilling or unable; and
 - (ii) the person chairing the meeting under paragraph (a) or (b) for the rest of the meeting.
- 43.2 The person chairing a general meeting must conduct the meeting in a proper and orderly way.
- 43.3 The minutes of every general meeting are to be signed by a person who chaired that meeting or the next general meeting.
- 43.4 The person chairing a general meeting has the power to rule conclusively on any matter of meeting procedure in relation to which this *constitution* and the *by-laws* are silent.

44 VOTING RIGHTS

- 44.1 At a general meeting, each *affiliated club* is entitled to one vote.
- 44.2 However, an *affiliated club* may exercise its vote at the meeting only if and to the extent that: (a) it is a *financial member* at the date of the meeting; and
- (b) it has granted a proxy to a person who is eligible under this *constitution* to be appointed as the *affiliated club's* proxy for the meeting and has complied with the requirements of this *constitution* in relation to the proxy.
- 44.3 A question or motion is only passed, decided or resolved at a general meeting if more than 50% of the eligible votes on it are cast in favour of it.
- 44.4 If the votes on a question or motion are equal, the person chairing the meeting has a casting vote (even though that person might not otherwise have a vote).
- 44.5 Except as provided in this rule, nobody else has a right to vote at a general meeting.

45 HOW VOTING IS CARRIED OUT

45.1 Questions arising at a general meeting are to be decided by a majority of votes (by verbal declaration).

45.2 The declaration by the person chairing a general meeting of the outcome of a vote, and its subsequent recording in the minutes of the meeting, are conclusive evidence of the outcome unless at least 35% of the proxies present at the meeting for *affiliated clubs* who are *financial members* at the date of the meeting and who are represented at the meeting in accordance with this *constitution* demand a ballot.

45.3 If at least 35% of the proxies present at a general meeting for *affiliated clubs* who are *financial members* at the date of the meeting and who are represented at the meeting in accordance with this *constitution* demand a ballot, the person chairing the meeting must appoint 2 people present at the meeting to conduct the ballot in the way decided by the person chairing the meeting.

45.4 The declaration by the person chairing a general meeting of the outcome of a ballot, and its subsequent recording in the minutes of the meeting, are conclusive evidence of the outcome.

46 PROXIES, ETC

46.1 An instrument appointing a proxy is not valid unless:

- (a) it is in writing; and
- (b) it is in, or substantially in, the form set out in attachment 2 to this *constitution* or in another form *prescribed*; and
- (c) it is signed by at least 1 member of the *affiliated club's governing body*; and
- (d) it is served at the *association's* registered office at least 2 business days before the date of the meeting (a scanned and emailed proxy will suffice).

46.2 Unless an instrument appointing a proxy says otherwise, the instrument is taken to confer the authority to:

- (a) demand or join in demanding a poll; and
- (b) vote however the appointed *proxy* decides; and
- (c) do those things at any adjournment of the meeting, but only to the extent that the proxies present, and entitled to vote on behalf of *affiliated clubs* under this *constitution*, granting the proxy has those rights, or would have those rights but for the requirement under this *constitution* for *affiliated clubs* to exercise votes only by their proxies appointed under this *constitution*.

47 USE OF TECHNOLOGY

47.1 If the *board* decides, a general meeting may be held at 2 or more venues using any technology that gives the *affiliated clubs* present as a whole a reasonable opportunity to participate.

47.2 However, this is only the case if each of those proxies present at any of the venues acknowledges his or her presence to the person chairing the meeting at the start of the meeting..

- 47.3 Each of those proxies who is present at a venue at the start of a general meeting, or when the person chairing the meeting declares a quorum to be present, by using any technology is taken to be present for the duration of the meeting for the purpose of deciding whether a quorum was present for the meeting.

PART 9 - FINANCIAL ADMINISTRATION AND MANAGEMENT

48 APPLICATION OF INCOME AND PROPERTY

- 48.1 The income and property of the *association* must be used and applied solely in the promotion of the *association's* objects and the exercise of its powers.
- 48.2 No portion of the *association's* income or property may be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit among any of the *association's* members.
- 48.3 However, this does not prevent:
- (a) the *association* paying interest to a member in good faith on an amount advanced by the member to the *association*; or
 - (b) remuneration for services actually rendered to or for the *association*; or
 - (c) the payment or reimbursement of out of pocket expenses, money advanced, reasonable and proper charges for goods hired or leased by the *association* or reasonable and proper rent and outgoings for premises let to the *association*; or
 - (d) the payment or transfer of money (including profits) to an *affiliated club* solely for the control or promotion of basketball or for the promotion of any of the *association's* objects.

49 ACCOUNTING REQUIREMENTS

- 49.1 The *association* must comply with the accounting requirements under the *Act*.
- 49.2 Attachment 1 sets out the requirements as at the date on which this *constitution* came into effect.

50 FINANCIAL STATEMENTS AND AUDIT

- 50.1 The secretary must ensure that a financial management report, summarising the *association's* income and expenditure since the last one was prepared, is prepared and presented at least once a month to the *directors*.
- 50.2 The *association* must comply with the financial and auditing requirements under the *Act*.
- 50.3 Attachment 1 sets out the requirements as at the date on which this *constitution* came into effect.

51 FINANCIAL YEAR

51.1 The financial year of the *association* runs from 1 January to 31 December in each calendar year.

PART 10 - MISCELLANEOUS

52 WINDING-UP

52.1 The *association* may be wound-up as provided in part 10 of the *Act*.

53 DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY

53.1 This rule applies if the *association* is wound-up under part 10 of the *Act* and there are *surplus assets*.

53.2 The *surplus assets* must not be distributed among the members but must be given to another entity:

- (a) that has objects similar to the *association's* objects; and
- (b) the *constituent documents* of which prohibit the distribution of the entity's income and assets to its members; and
- (c) which is exempt from income tax under the Income Tax Assessment Act 1936 and/or Income Tax Assessment Act 1997.

53.3 In this rule:

surplus assets has the meaning given by subsection 92(3) of the *Act*.

54 PROTECTION FROM INVALIDITY

54.1 Any resolution, determination or decision made, or act or thing done, in good faith by any of the following is to be regarded as valid and fully effective in spite of a protected invalidity:

- (a) a general meeting; and
- (b) a meeting of the *board*; and
- (c) the *board*; and
- (d) a *director*; and
- (e) a meeting of a subcommittee; and (f) a subcommittee; and (g) the secretary.

54.2 In this rule:

protected invalidity means:

- (a) the fact that a *director* or person purporting to be a *director* or to hold a particular office or position was not a *director* or did not hold the office or position or was disqualified; and
- (b) a defect in the appointment or election of a *director* or person purporting to hold a particular office or position; and
- (c) a defect in the convening, giving notice, calling or conduct of a meeting.

55 BY-LAWS

- 55.1 The *board* may make, amend or repeal *by-laws*:
- (a) for the internal management of the *association*; or
 - (b) providing for or dealing with a matter this *constitution* allows to be *prescribed*; or (c) providing for or dealing with a matter the *board* has jurisdiction over.
- 55.2 The *by-laws*:
- (a) may impose monetary liabilities on members (including fines not exceeding 5 penalty units for non-compliance with this *constitution* or the *by-laws*); but (b) must not conflict with this *constitution* or any law.
- 55.3 Each member must comply with the *by-laws* as if the *by-laws* were in this *constitution*.
- 55.4 Any *by-law* or part of a *by-law* may be repealed by a special resolution passed at a general meeting.
- 55.5 However, sub-rule 55.4 does not confer the power to make or amend a *by-law* or part of a *by-law*.
- 55.6 The secretary must keep a register of the *by-laws* in force from time to time at the *association's* registered office.
- 55.7 A member or *director* may inspect the register at the *association's* registered office after giving reasonable notice to the secretary.
- 55.8 In this *constitution*:
by-laws includes codes of conduct and policies expressed to take effect as by-laws.

56 CHANGING THIS CONSTITUTION

- 56.1 Subject to the *Act*, this *constitution* may be amended, rescinded or added to from time to time by a special resolution passed at any general meeting.
- 56.2 However, an amendment, rescission or addition is valid only if the chief executive registers it.

57 COMMON SEAL

- 57.1 The *board* is to provide for a common seal and for its safe custody.
- 57.2 The common seal must only be used by the authority of the *board*.
- 57.3 Every document to which the seal is affixed is to be:
- (a) signed by a *director*; and
 - (b) countersigned by the secretary, another *director* or some other person appointed by the *board* for the purpose.

57.4 This rule does not apply if the *association* is not required under the *Act* to have a seal.

58 SECRETARY

58.1 The *board* must ensure that the *association* always has a secretary in accordance with the requirements of the *Act*.

58.2 Attachment 1 sets out the requirements as at the date on which this *constitution* came into effect.

58.3 There may be more than 1 secretary.

58.4 To remove any doubt, the Chief Executive Officer of the *association* may be appointed as a secretary.

58.5 The secretary must ensure that:

- (a) full and accurate minutes of all questions, matters, resolutions and proceedings of each general meeting and *board* meeting are kept in a minute book; and
- (b) the minute book for each general meeting is open to inspection at the *association's* registered office during normal business hours by any *financial member* who gives the secretary reasonable notice of the inspection and who pays any *prescribed* fee for the inspection.

58.6 To ensure the accuracy of the minutes kept under paragraph 58.5(a), they are to be signed as set out in this *constitution* and their signing in that way is proof of their accuracy.

59 DOCUMENTS AND RECORDS

59.1 The *board* is to provide for the safe custody of books, documents, instruments of title and securities of the *association*.

59.2 The *association* must keep the records required by the *Act*.

60 NOTICES

60.1 If a provision of this *constitution* requires or allows notice to be given, or for a person to be notified of a matter, notice may be given under this rule.

60.2 If the notice is to be given to the *association*, it may be given in a way provided for in the *Act*.

60.3 If the notice is to be given to a member, *affiliated club*, *candidate*, *applicant*, *appellant* or *director*, it may be given:

- (a) in a way provided for in section 39 of the Acts Interpretation Act 1954; or
- (b) by ordinary prepaid post to the person's postal address last known to the *association*.

60.4 A member, *affiliated club*, *candidate*, *applicant*, *appellant* or *director* must notify the *association* of any change to the person's: (a) residential, business or postal address; or (b) telephone or facsimile number; or (c) email address.

61 INDEMNITY

61.1 The *association* must indemnify an *officer* of the *association* against any *liability* incurred by the *officer*:

- (a) as an *officer* of the *association*; and
- (b) to a person other than the *association* or any entity of which the *association* is a *holding company*.

61.2 However, sub-rule 61.1 does not apply to a liability that arose out of conduct, acts or omissions by the *officer* to the extent they involve:

- (a) dishonesty; or
- (b) a lack of good faith.

61.3 In this rule:

holding company has the meaning given by section 9 of the Corporations Act 2001.

liability includes costs and expenses incurred in defending any civil or criminal proceedings in which:

- (a) judgment is given in favour of the *officer*; or
- (b) the officer is acquitted, found not liable or relieved from liability.

officer includes:

- (a) a *director*, a secretary and an auditor; and
- (b) a former *director*, a former secretary and a former auditor.

PART 11 – TRANSITIONAL

62 ABOUT THIS PART

62.1 In this part 11:

commencement date means the date on which this *constitution* takes effect. ***old constitution*** means the *association's* rules immediately before the *commencement date*.

62.2 Each of the rules in this part 11 (with the exception of this rule) is stated to expire at a particular date.

At the date stated in each rule:

- (a) the rule expires; and
- (b) the rule is taken to have been deleted from this *constitution*.

62.3 Once each of the rules in this part 11 (with the exception of this rule) has expired:

- (a) this part 11 expires; and
- (b) this part 11 in its entirety is taken to have been deleted from this *constitution*.

63 TRANSITION OF BY-LAWS

63.1 On and from the *commencement date*, any by-laws that were in force under the *old constitution* immediately before the *commencement date* continue to have effect as if they were *by-laws* made under this *constitution* on the *commencement date*.

63.2 This rule expires when the last of the by-laws to which it applies is repealed.

64 TRANSITION OF DIRECTORS

64.1 On and from the commencement date, any directors holding office under the old constitution immediately before the commencement date continue to hold office, subject to the following:

- (a) the chairperson and two nominated board members will resign, such resignations to take effect at the annual general meeting immediately following the commencement date;
- (b) resigning directors will be eligible for re-election;
- (c) those directors not resigning as noted in subsection 64.1(a) will all resign, and be eligible for reelection, at the second annual general meeting following the commencement date .

64.2 This rule expires when the last of the directors' terms to which it applies expires.

ATTACHMENT 1 – REQUIREMENTS OF THE ACT

Accounting requirements

1. The association must keep an account in Queensland with a financial institution.
2. The association's Director of Finance, or other authorised officer, must:
 - (a) receive all amounts paid to the association and, if asked, immediately give a receipt for the amounts; and
 - (b) as soon as practicable:
 - (i) deposit each amount received into the association's account with a financial institution; and
 - (ii) enter the particulars of each amount received, and payments made by the association, into the association's cash book.
3. Payments of less than \$100 may be made from a petty cash account kept on the imprest system.
4. Payments of \$100 or more must be made by cheque or electronic funds transfer.
5. Particulars of all payments from, and reimbursements to, the petty cash account must be recorded in the petty cash book.
6. The board must:
 - (a) approve or ratify the association's expenditure; and
 - (b) ensure the approval or ratification is recorded in the board's minute book.
7. The association's expenditure must be supported by adequate documentation filed in chronological order and kept at a place decided by the board.
8. A negotiable instrument issued by the association must be signed by any 2 of the following association members:
 - (a) the Chairperson;
 - (b) the secretary;
 - (c) the Director of Finance;
 - (d) another member approved by the board.
9. The Director of Finance, or other authorised officer, must regularly:
 - (a) balance the cash book; and
 - (b) make a reconciliation between the cash book and the balance of the association's account with a financial institution.
10. The association must keep its financial records: (a) in the State; and (b) for at least 7 years.

Record-keeping requirements

11. The association must keep the following records:
 - (a) a cash book or statement of amounts receive and paid;

- (b) a receipt book of receipt forms;
- (c) records of the account the association keeps with a financial institution that are given to the association by the financial institution;
- (d) a register of members;
- (e) a register of assets;
- (f) petty cash book;
- (g) a minute book of the board.

12. Unless a receipt book mentioned in 12(b) is kept by way of a computer system record, it must: (a) contain receipt forms printed in duplicate and consecutively numbered; or (b) be kept on the numbered butt principle.

13. If the chief executive considers the appropriate circumstances exist, the chief executive may also require an incorporated association to keep the following records:

- (a) a ledger;
- (b) a journal.

14. The association must ensure its records are kept in the English language in a way that:

- (a) correctly records and explains its transactions and financial position; and
- (b) enables the statement mentioned in section 59(1)(a) of the Act to be prepared; and (c) enables its accounts and affairs to be properly and conveniently audited.

Secretary

15. If a vacancy happens in the office of secretary for the association, the directors must ensure a secretary is appointed or elected for the association within 1 month after the vacancy happens.

16. The board must ensure the secretary is an individual residing in Queensland, or in another State but not more than 65 km from the Queensland border, who is:

- (a) a member of the association elected by the association as secretary; or
- (b) a member of the board appointed by the board as secretary; or
- (c) appointed by the board as secretary (whether or not the individual is a member of the association).

17. The board may appoint and remove the association's secretary at any time.

ATTACHMENT 2 – FORM OF PROXY

GOLD COASTAL CITY REGIONAL BASKETBALL ASSOCIATION

..... (name of affiliated club)
 of (address of affiliated club)
 being a member of the association, appoints
 (name of proxy) as its proxy to vote for it on its behalf at the general meeting of the association to be held
 on
 / / (date of meeting) and at any adjournment of that meeting.

This form is to be used as follows:

Motion	How vote is to be exercised
	For / Against / At proxy's discretion

Date signed: / /

..... Signature of member of governing body

..... Signature of member of governing body