



**MORETON BAY  
BASKETBALL Inc.  
2022 Constitution**

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## 1 NAME AND INTERPRETATION

### 1.1 Name

The name of the incorporated Association shall be “Moreton Bay Basketball Inc. (**Association**) trading as Moreton Bay Suns

1.2 Unless otherwise specified, any reference to an Act, Regulation or Statutory Instrument shall be a reference to that Act, Regulation or Statutory Instrument by that name in the State of Queensland.

1.3 The Act shall prevail where there is an inconsistency between these rules and the Act

### 1.4 Definitions

In this Constitution, the following terms shall have the meanings that are set out against them below, respectively:

#### **Act**

[Associations Incorporation Act 1981](#), including the [Associations Incorporation Regulation 1999](#), as amended from time to time. Any legislation that amends the Act shall also apply.

#### **Blue Card**

A Positive Notice in accordance with [Working with Children \(Risk Management and Screen\) Act 2000 \(QLD\)](#).

#### **Board**

The Committee, comprising members identified in Section 11, responsible for the control of the business and operations of the Association.

#### **BQ**

Basketball Queensland Ltd (ABN 47 162 567 419).

#### **Branch Manager**

An adult Financial Member of the Association, appointed by the Board, in accordance with Section 18

#### **By-Laws**

By-Laws created by the Association, in accordance with the Constitution.

#### **Constitution**

This Constitution, as adopted, or revised from time to time.

#### **Financial Member**

A member who has paid all membership fees and other fees required to be paid by the Association

### **General Meeting**

Any General Meeting of the Board, including the Annual General Meeting.

### **Management Committee**

The Committee consisting of the members of the Board, the Branch Managers and any individual appointed by the Board under Section 16.

### **Management Meeting**

Any meeting of the Management Committee.

### **Member**

Unless otherwise specifically described, the Members as set out in Section 6.

### **Objects**

The objects of the Association identified under Section 2.

### **Voting Member**

An Ordinary Member, a Playing Member, a Parent Member or a Life Member entitled to vote.

## **1.5 Interpretation**

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty.
- (b) a reference to the exercise of a function includes where the function is a power, authority, or duty a reference to the exercise of the power or authority or the performance of the duty.
- (c) words importing the singular include the plural and vice versa.
- (d) words importing any gender include the other genders.
- (e) references to persons include corporations and bodies politic.
- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person.
- (g) a reference to a statute, ordinance code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments, or replacements of any of them (whether of the same or any legislative authority having jurisdiction).
- (h) The specification of the objects and powers of the Association are not in any order and are not to be construed so as to lead to the construction that any object or power is more important than any other object or power.

- (i) If any provision of this Constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction. If possible, to be valid and enforceable and otherwise it shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution or affecting the validity or enforceability of that provision in any other jurisdiction.
- (j) All fractions are to be round down.
- (k) Unless otherwise specified:
  - (i) “or” means “or”;
  - (ii) “and” means “and”; and
  - (iii) “;” without anything following it means “and”.

## **2 OBJECTS**

2.1 The objects of the Association are:

- (a) to encourage, manage, promote, and foster the values and best interests of the sport of Basketball.
- (b) to promote positive player and stakeholder behavioural standards which uphold the values of Basketball.
- (c) to establish and operate structured basketball competitions in which their registered players can participate.
- (d) to ensure that basketball at the Association and in the Local Area is conducted in accordance with the rules and practices adopted by BQ from time to time.
- (e) to abide by and comply with all rules, by-laws and resolutions made by BQ and any other administrators of basketball approved by BQ.
- (f) to work closely with the BQ game development officers and other personnel in developing Basketball.
- (g) to work closely with the BQ clubs, other Associations and clubs to ensure clear pathways are established for players who wish to pursue that direction.
- (h) to ensure that basketball is played according to the Official Basketball Rules as set down by FIBA except as described in the Association Competition Rules and Bylaws.
- (i) to ensure that the sport of basketball is valuable to society and promotes ethical principles in all aspects of the sport.
- (j) to defend the moral and material interests of basketball in an appropriate manner while respecting FIBA's Code of Ethics and its Code of Conduct and Fair Play.

- (k) to promote, preserve, foster, and encourage good fellowship, health and safety for registered participants and others involved in the sport of basketball.
- (l) 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.
- (m) to develop, promote or assist with coaching and talent identification programs for basketball participants.
- (n) to do all such acts and things as are necessary, incidental, conducive or subsidiary to all or any of the above objects; and
- (o) to promote, preserve, foster, and encourage basketball within the local community and schools to expand the player base and increase training facilities.

### **3 POWERS**

- 3.1 The powers of the Association shall be the powers of an individual at law.
- 3.2 The powers of the Association shall be exercised to do such other things as are conducive to, or necessarily associated with, the attainment of the Objects and the exercise of the powers of the Association in accordance with the Constitution.
- 3.3 Any function or act required to be taken shall be taken in a timely fashion, but no later than two (2) calendar months of the date when such requirement arose.

### **4 INCOME AND PROPERTY**

- 4.1 The income and property of the Association shall be applied solely in furtherance of the Objects of the Constitution and no portion shall be distributed directly or indirectly to the Members, except as bona fide compensation for services rendered to the Association or expenses incurred on behalf of the Association, with such services to be rendered or expenses incurred in accordance with the Objects of the Constitution.

### **5 MEMBERSHIP**

- 5.1 The Association will achieve and maintain membership of BQ.
- 5.2 The Association shall be bound by the constitution, rules, and by-laws of BQ.
- 5.3 In the event of any inconsistency between the Constitution and any provision of the Act, the constitution of BQ or the rules of BQ or the by-laws of BQ, the relevant provision of the Act, constitutional provision, rule or by-law of BQ shall prevail.
- 5.4 In the event of any inconsistency between the Constitution and any By-Law, the Constitution shall prevail

## **6 MEMBERSHIP**

6.1 The membership of the Association shall consist of the following classes of members:

- (a) Ordinary Members.
- (b) Playing Members.
- (c) Junior Members.
- (d) Parent Members.
- (e) Life Members; and
- (f) Corporate Members.

### **6.2 Ordinary Members**

- (a) An Ordinary Member of the Association must be at least eighteen (18) years of age.
- (b) An Ordinary Member shall have the right to vote and shall be entitled to receive notice of General Meetings and to attend and speak at the Annual General Meetings, if they are a Financial Member at such relevant times.
- (c) An Ordinary Member shall be entitled to be nominated, and to nominate, persons for positions on the Board, if they are a Financial Member at the time of their nomination.
- (d) An Ordinary Member must have an identifiable interest in both basketball and the Association, which may be demonstrated by a person being a coach, referee, parent of a Junior Member, or team manager.

### **6.3 Playing Members**

- (a) A Playing Member of the Association must be at least eighteen (18) years of age.
- (b) A Playing Member shall have the right to vote and shall be entitled to receive notice of General Meetings and to attend and speak at the Annual General Meetings if they are a Financial Member at the time of the nomination.
- (c) A Playing Member shall be entitled to be nominated and nominate persons for positions on the Board if they are a Financial Member at the time of the nomination.
- (d) A Playing Member must be a current player with the Association.

#### **6.4 Junior Members**

- (a) Junior Members shall be under the age of eighteen (18) years of age.
- (b) Junior Members shall not be entitled to vote and shall not be entitled to receive notice of General Meetings or to attend and speak at General Meetings.
- (c) Junior Members shall not be entitled to be nominated and nominate persons for positions on the Board
- (d) Junior Members shall not be Guardians
- (e) Junior Members are not entitled to be nominated and nominate persons for elections of the Board or to be nominated.
- (f) A Junior Member must have an interest in basketball and the Association and may be a person such as a player, coach, referee, or team manager.

#### **6.5 Parent Members**

- (a) A Parent Member of the Association must be at least eighteen (18) years of age and have at least one child who is a current Junior Member.
- (b) A Parent Member shall have the right to vote and shall be entitled to receive notice of Annual General Meetings and to attend and speak at the Annual General Meetings if they are a Financial Member at the time of the nomination.
- (c) A Parent Member shall be entitled to be nominated and nominate persons for positions on the Board if they are a Financial Member at the time of the nomination.
- (d) There can only be one (1) current Parent Member for all Junior Members within a family.

#### **6.6 Life Members**

- (a) Life Members may be elected from Members of the Association who have rendered special service to the Association and shall be entitled to those privileges as they enjoyed in their class of membership of the Association prior to being elected as a Life Member.
- (b) Life Membership shall be bestowed on a person who has been nominated as a Life Member and whose nomination shall have been received, considered, and approved by the Board. The nominate must then be elected by not less than 75% majority of those Members attending a General Meeting and entitled to vote.



- (c) Life Members who prior to becoming a Life Member were entitled to vote shall have the right to vote and shall be entitled to receive notice of General Meetings and to attend and speak at General Meetings.
- (d) Life Members who prior to becoming a Life Member were entitled to be nominated or to nominate for positions on the Board shall be entitled to be nominated and to nominate persons for positions on the Board.

## **6.7 Corporate Members**

- (a) CORPORATE MEMBERS shall be a Company, Business, Co-op, Incorporated Group, or Individual who supports the Association's objectives and on payment of the subscription or such other sum as may be nominated from time to time by the Board and/or declared upon the Association at any General Meeting.
- (b) Corporate Members shall be subject to the provisions of the Constitution while participating at Association functions and activities
- (c) Corporate Members shall not be entitled to attend or vote at any Meetings of the Association or to hold office or otherwise take part in the management of the Association.
- (d) The number of Corporate Members shall be determined by the Board from time to time

## **7 MEMBERSHIP FEES**

- 7.1 The membership fees for each class of membership shall be such a sum as determined by the Board from time to time.
- 7.2 The membership fees for each class of membership shall be payable at such time and in such manner as the Board shall from time to time determine.
- 7.3 Membership of the Association will expire on the annual anniversary date of the last payment of their membership fee.

## **8 ADMISSION AND REJECTION OF MEMBERS**

- 8.1 At the next meeting of the Board after the receipt of both any application and the fee applicable for any class of membership and the applicant has demonstrated an active involvement in the association, such application shall be considered by the Board, who shall thereupon determine upon the admission or rejection of the applicant.
- 8.2 Any applicant who receives a majority of the votes of the members of the Board present at the meeting at which such application is being considered shall be accepted as a member to the class of membership applied for.

- 8.3 Should an application for any class of membership be rejected the Secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.
- 8.4 There shall be no limit to the number of members on each class of membership.
- 8.5 There shall be no right of appeal against a rejection of an application for membership.

## **9 TERMINATION OF MEMBERSHIP**

- 9.1 A member may resign from the Association at any time by giving notice in writing of such resignation to the Secretary. Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date. Refund of membership fees and any other fees will be determined at the absolute discretion of the Board.
- 9.2 The termination of membership or the disciplining of members shall occur in accordance with the Disciplinary Procedures Codes of Conduct and By-Laws, as determined by the Association from time to time. Refund of membership fees and any other fees will be determined at the absolute discretion of the Board.

## **10 REGISTER OF MEMBERS**

- 10.1 The Board shall cause a Register of members to be kept, in which shall be entered the names of proposed members and the date of proposal, the names, residential addresses of all persons admitted to membership of the Association, the dates of their admission to membership and the dates that membership ceased.
- 10.2 Particulars shall also be entered into the Register of deaths, resignations, termination and/or reinstatement of membership of any Member and any further particulars as the Board or the members at any General Meeting may require from time to time.
- 10.3 The register must be available for inspection by a Member at all reasonable times, upon the giving of reasonable notice of an application by a Member to access same.
- 10.4 A Member must contact the secretary to arrange an inspection of the register.
- 10.5 However, the Board may, on the application of a member of the association to access the register, withhold information about members (other than the members' full name) from the register available for inspection, if the Management Committee has reasonable grounds for believing the disclosure of the information would put that Member or any other Member at risk of harm, or may breach the [Privacy Act 1988](#) or any other legislation, or otherwise be unlawful.
- 10.6 A Member must not use information obtained from the Register of Members of the Association to contact or, send material to someone else, knowing that the information is likely to be used to contact or, send material to member of the association for the purpose of advertising, for political, religious, charitable, or commercial purposes; or

- 10.7 A member of the Association must not disclose information obtained from the register of members of the association to someone else, knowing that the information is likely to be used to contact, or send material to member of the association for the purpose of advertising, for political, religious, charitable, or commercial purposes.

## **11 MEMBERSHIP OF BOARD**

- 11.1 The Board shall consist of:
- (a) President.
  - (b) Secretary.
  - (c) Treasurer.
  - (d) Senior Competition Coordinator.
  - (e) Junior Competition Coordinator.
  - (f) Registrar;
  - (g) Representative Coordinator; and
  - (h) Development Coordinator.
- 11.2 The Roles and Tasks of each of the positions will be determined through the Position Descriptions, which will be reviewed periodically by the Management Committee.
- 11.3 No paid staff member of the Association may nominate or be nominated for a position on the Board.
- 11.4 Apart from Secretary, who may be appointed in accordance with the Act, a member of the Board must be a member of the association as per clause 6.
- 11.5 The term of a Board member shall be two years.
- 11.6 The maximum number of terms of a Board member is 4 terms, unless approved by at least 75% of voting members at the Annual General Meeting.

## **12 ELECTION OF THE BOARD**

- 12.1 The President, Secretary, Treasurer and Board Members shall be elected by the Members from amongst nominations submitted for terms of 2 years, which shall commence from the conclusion of the Annual General Meeting at which the election occurred until the conclusion of the second Annual General Meeting following.
- 12.2 The election of members of the Board shall take place in the following manner:
- (a) On odd years, The President, Secretary, Senior Competition Coordinator and Representative Coordinator positions shall be declared vacant at the AGM.
  - (b) On even years, Treasurer, Registrar, Junior Competition Coordinator and the Development Coordinator positions shall be declared vacant at the AGM.
- 12.3 Should any adjustment to the term of members of the Board elected under this Constitution be necessary to ensure rotational terms in accordance with this constitution, this shall be determined by the Board, by lot.

Elections to subsequent Boards shall then proceed in accordance with the procedures in this Constitution

- 12.4 The election of members of the Board shall take place in the manner as determined by the Board.
- 12.5 The nomination, which shall be in writing, shall be lodged with the Secretary at least fourteen (14) days before the Annual General Meeting at which the election is to take place. Nominations from the floor of the AGM will only be accepted should no written nomination be received by the prescribed time.
- 12.6 A list of the candidates' names in alphabetical order shall be posted in a conspicuous place for at least fourteen (14) immediately preceding the Annual General Meeting.
- 12.7 Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each Voting Member present at the Annual General Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.
- 12.8 No member of the Board shall serve more than eight (8) consecutive years ("Maximum Term") on the Board, unless approved by at least 75% of voting members at the Annual General Meeting. Once a Maximum Term has been reached the person must have at least one year off the Board before being nominated for election or being appointed to the Board. Where exceptional circumstances exist, the Board may extend the Maximum Term by two (2) years.
- 12.9 A member who has resigned from the Board will not be eligible for election or nomination to any position on the Board for a 6 month period from their resignation. Where unforeseen circumstances exist, the Board may extend or reduce this period and accept renomination.

### **13 RESIGNATION, REMOVAL OR VACATION OF OFFICE OF BOARD MEMBER**

- 13.1 A member of the Board may resign from the Board by giving written notice of resignation to the Secretary.
- 13.2 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.
- 13.3 A member may be removed from office at a Special 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.
- 13.4 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.
- 13.5 A member has no right of appeal against the member's removal from office under this rule.
- 13.6 A member immediately vacates the office of member in the circumstances mentioned in [section 64\(2\)](#) of the Act.

- 13.7 A member of the Board may be removed from their position but retain a position more suitable on the Board if a 75% majority of the remaining Management Committee feel it will improve the running of the Association business.
- 13.8 A member of the Board may be removed from their position if a 75% majority of the remaining Management Committee believe that the board member has failed to fulfill their position.
- 13.9 A member of the Board may be removed from their position if the Board member fails to attend at least two consecutive General Meetings. A 75% majority of the remaining Management Committee are needed to approve the removal.

#### **14 VACANCIES ON THE BOARD**

- 14.1 The Board shall have power at any time to appoint a Voting Member of the Association to fill any casual vacancy on the Board.
- 14.2 A casual vacancy filled under this Section shall be declared vacant at the next Annual General Meeting.
- 14.3 The continuing members of the Board may act notwithstanding any casual vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to the Constitution as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a General Meeting of the Association but no other purpose.

#### **15 FUNCTION OF THE BOARD**

- 15.1 Except as otherwise provided by the Constitution and subject to resolutions of the Members of the Association carried at any General Meeting the Board shall -
- (a) have the general control and management of the administration of the affairs, property, and funds of the Association.
  - (b) have authority to interpret the meaning of the Constitution and any matter relating to the Association on which the Constitution are silent.
- 15.2 The Board may exercise all the powers of the Association.
- 15.3 Where the Association has junior players, all members of the Management Committee shall hold a Blue Card.

#### **16 DELEGATION/POWERS OF BOARD**

- 16.1 The Board may delegate any of its power to:
- (a) an individual who is a member of the Association, including a Branch Manager appointed under Section 19; or
  - (b) a sub-committee consisting of such members of the Association as the Board thinks fit.
- 16.2 Any such delegation shall be in writing and shall identify the conditions (if any) attaching to the delegation of power.

- 16.3 Any individual, or sub-committee so formed shall, in the exercise of the powers so delegated, conform to any directions that are imposed on it by the Board and comply with any conditions attaching to such delegation.
- 16.4 An individual exercising delegated powers shall be required to submit reports of their activities at each General Meeting.
- 16.5 A sub-committee exercising delegated powers shall be required to meet regularly in the course of its duties and submit reports of the sub-committee's activities to the Board at each General Meeting.
- 16.6 A sub-committee may elect a Chairperson of its meetings. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairperson of the meeting.
- 16.7 A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes, the question shall be deemed to be decided in the negative.
- 16.8 An individual or a sub-committee shall have written delegated terms of reference and levels of authority under which to operate.
- 16.9 Individuals or Sub-committees may make recommendations to the Board for approval.
- 16.10 A resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Board.

## **17 ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS**

- 17.1 All acts done by any meeting of the Board or Management Committee, of an individual or of a sub-committee, or by any person acting as a member of the Board or Management Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that any members of the Board or Management Committee were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.

## **18 BRANCH MANAGERS**

- 18.1 A Branch Manager position is an appointment under Section 19.
- 18.2 Branch managers are responsible for managing service delivery standards and requirements in accordance with the signed members agreement, the Association and the sport's governing bodies operating and service delivery requirements, policies, and procedures.

- 18.3 Branch managers are required to work constructively with the Association's Board and other member Branch Managers.
- 18.4 Branch managers are protected by the Association's incorporation. To receive such protection will require the Branch management personnel to act within the policies, rules and guidelines of the Association
- 18.5 If a breach does occur, the Board will determine the action/s required to remedy the breach, the timeframe for compliance, penalties for non-compliance and or ceasing the Agreement and protection offered.
- 18.6 There shall be one Branch Manager for each Junior Club as designated by the Board.
- 18.7 There shall be one Branch Manager for each division in the Senior Competition.
- 18.8 Branch Managers are an advisory role to the Board at Management Meetings.

## **19 APPOINTMENT (ELECTION) OF THE BRANCH MANAGER**

- 19.1 A Branch manager may only be appointed by a 75% majority of the Board.
- 19.2 A person may be a candidate for Branch Manager only if the person is an adult Financial Member.
- 19.3 A Branch Manager's term of appointment is for two years from their appointment.
- 19.4 The Junior Club branches shall be listed alphabetically and given a number, and Senior Divisions similarly.
- 19.5 Directly after the Annual General Meeting, on an even year, the Board shall appoint a Branch Manager for the even numbered Junior clubs and Senior Divisions. On odd years, directly after the Annual General Meeting, the Board will appoint a Branch Manager for each of all the other Junior clubs and Senior Divisions.
- 19.6 No Branch Manager can hold the position for more than four (4) terms unless approved by 75% majority of the Board.

## **20 REMOVAL OR VACANCIES OF BRANCH MANAGEMENT COMMITTEE**

- 20.1 A Branch Manager may only be removed from their position if 75% of the Board so decides upon being is satisfied that the Branch Manager:
- (a) the Branch Manager is unable or unwilling to meet the responsibilities of the position of Branch Manager; or
  - (b) has failed to abide by the Constitution or the Association's, Policies, Confidentiality Agreements, Procedures, Codes of Conduct and Behaviour or the By-Laws; and/or

- (c) has placed the Association's reputation within the community or sport at risk; and/or
  - (d) is not actively participating in the development of the Branch.
- 20.2 Upon removal, the position of a Branch Manager shall be declared vacant.
- 20.3 A casual vacancy is to be appointed by a 75% majority of the Board.
- 20.4 A Casual appointment to the role of Branch Manager under Section 20.3 shall be declared vacant again at the next AGM.

## **21 GENERAL MEETING OF BOARD**

- 21.1 The Board shall meet at least once every two (2) calendar month to exercise its function.
- 21.2 A special meeting of the Board shall be convened by the Secretary on the requisition in writing signed by not less than one-third of the members of the Board. Such requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.
- 21.3 Not less than fourteen (14) clear days' notice, in writing, shall be given by the Secretary to members of the Board of any Special Meeting of the Board and the Members. Such notice shall clearly state the nature of the business to be discussed thereat.
- 21.4 At every meeting of the Board a quorum shall be constituted by the attendance, in person or by a form of telecommunication, of at least four (4) persons.
- 21.5 Subject as previously provided in this Rule, the Board may meet and regulate its proceedings as it thinks fit, provided that questions arising at any meeting of the Board shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.
- 21.6 A member of the Board shall not vote in respect of any contract or proposed contract with the Association in which he is interested, or any matter arising thereat, and if he does so vote his vote shall not be counted.
- 21.7 The President shall preside as Chairperson at every meeting of the Board. or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting, the members may choose one of their number to be Chairperson of the meeting.
- 21.8 If within half an hour from the time appointed for the commencement of a Board meeting, a quorum is not present, the meeting if convened upon the requisition of members of the Board shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the appointed time for the meeting, the meeting shall lapse.



21.9 Where necessary members of the Board may attend Board meetings by telephone or other electronic means.

## **22 ANNUAL GENERAL OR GENERAL MEETINGS**

22.1 The Annual General Meeting shall be held within six (6) months of the close of the financial year as defined at clause 33.

22.2 The Secretary shall convene a Special General Meeting -

- (a) When directed to do so by the Board. or
- (b) On the requisition in writing signed by not less than 25 Voting Members of the Association. Such requisition shall clearly state the reasons such Special General Meeting is being convened and the nature of the business to be transacted thereat.

22.3 The Secretary shall convene all Annual General Meetings of the Association by giving not less than forty two (42) days' notice of any such Annual General Meeting to the members of the Association.

22.4 At any Special or Annual General Meeting, the number of Voting Members required to constitute a quorum shall be twice the number of members presently on the Board plus one:

- (a) No business shall be transacted at any General Meeting unless a quorum of Voting Members is present at the time when the meeting proceeds to business.
- (b) If within half an hour from the time appointed for the commencement of a General Meeting a quorum is not present, the meeting if convened upon the requisition of members of the Board or the Association, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the appointed time for the meeting, the Voting Members present shall be a quorum.
- (c) The Chairperson may, with the consent of any meeting which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

22.5 How such notice shall be given shall be determined by the Board. Notice of a General, a Special General or an Annual General Meeting shall clearly state the nature of the business to be discussed thereat.

22.6 Unless otherwise provided by the Constitution, at every General Meeting: The President shall preside as Chairperson, or if there is no President, or if he is not present within fifteen minutes after the time appointed for the

holding of the meeting or is unwilling to act, then the members present shall elect one of their number to be Chairperson of the meeting.

- (a) The Chairperson shall maintain order and conduct the meeting in a proper and orderly manner.
- (b) Every question, matter or resolution shall be decided by a majority of votes of Voting Members present.

22.7 Every Voting Member present shall be entitled to one vote and in the case of an equality of votes the Chairperson shall have a second or casting vote. provided that no Voting Member shall be entitled to vote at any General Meeting if his annual subscription is more than one month in arrears at the date of the meeting.

22.8 Voting shall be by show of hands or a division of Voting Members, unless not less than one-fifth of the Voting Members present demand a ballot, in which event there shall be a secret ballot. The Chairperson shall appoint two members to conduct the secret ballot in such manner as he shall determine, and the result of the ballot as declared by the Chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded.

### **23 BUSINESS TO BE CONDUCTED AT THE ANNUAL GENERAL MEETING**

23.1 The Association shall comply with the reporting requirements of a Large Incorporated Association as defined in The Act.

23.2 The business to be conducted at Annual General Meeting of Large Incorporated Associations is:

- (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.
- (d) for a Large Incorporated Association—appointing an auditor or an accountant for the present financial year; and
- (e) for a Medium Incorporated Association, or a Small Incorporated Association, to which section 59 of the Act applies—appointing an auditor, an accountant or an approved person for the present financial year.

23.3 In addition to any requirements of The Act, the following business shall be conducted at the Annual General Meeting.

- (a) Opening, recording of attendance and apologies
- (b) President's welcome
- (c) Approval of minutes of the previous Annual General Meeting
- (d) Business arising from the minutes
- (e) Association Reports
- (f) Financial Statement and Auditor's Report for the last Financial Year
- (g) Approval of the Association Membership fee for the next Financial Year

- (h) Board Recommendations
- (i) Notice of Motions or Special Resolutions
- (j) Election of Life Members, Service Award recipients and Merit Certificates
- (k) Election of Board Members as described in Rule 12
- (l) Appointment of an Auditor for the new Financial Year.

## **24 SPECIAL GENERAL MEETING**

- 24.1 The Secretary shall convene a Special General Meeting -
- (a) When directed to do so by the Board. or
  - (b) On the requisition in writing signed by not less than 25 Voting Members of the Association. Such requisition shall clearly state the reasons such Special General Meeting is being convened and the nature of the business to be transacted thereat.
- 24.2 The Secretary shall convene all Special General Meetings of the Association by giving not less than forty two (42) days' notice of any such Special General Meeting to the members of the Association.
- 24.3 At any Special General Meeting, the number of Voting Members required to constitute a quorum shall be twice the number of members presently on the Board plus one:
- (a) No business shall be transacted at any Special General Meeting unless a quorum of Voting Members is present at the time when the meeting proceeds to business.
  - (b) If within half an hour from the time appointed for the commencement of a Special General Meeting a quorum is not present, the meeting if convened upon the requisition of members of the Board or the Association, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the appointed time for the meeting, the Voting Members present shall be a quorum.
  - (c) The Chairperson may, with the consent of any meeting which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 24.4 How such notice shall be given shall be determined by the Board. Notice of a Special General Meeting shall clearly state the nature of the business to be discussed thereat.
- 24.5 Unless otherwise provided by the Constitution, at every Special General Meeting:

The President shall preside as Chairperson, or if there is no President, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, then the members present shall elect one of their number to be Chairperson of the meeting.

- (a) The Chairperson shall maintain order and conduct the meeting in a proper and orderly manner.
- (b) Every question, matter or resolution shall be decided by a majority of votes of Voting Members present.

- 24.6 Every Voting Member present shall be entitled to one vote and in the case of an equality of votes the Chairperson shall have a second or casting vote. provided that no Voting Member shall be entitled to vote at any Special General Meeting if his annual subscription is more than one month in arrears at the date of the meeting.
- 24.7 Voting shall be by show of hands or a division of Voting Members, unless not less than one-fifth of the Voting Members present demand a ballot, in which event there shall be a secret ballot. The Chairperson shall appoint two members to conduct the secret ballot in such manner as he shall determine and the result of the ballot as declared by the Chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded.

## **25 MANAGEMENT MEETINGS**

- 25.1 Shall be held immediately before a Board General Meeting.
- 25.2 At every management meeting a quorum shall be constituted by the attendance, in person or by a form of telecommunication, of at least four (4) members of the board and at least 50% of the Branch Managers.
- 25.3 Meeting procedures are to be conducted as follows:
- (a) the Chairperson of the Board will Chair the meeting.
  - (b) the Chairperson must conduct the meeting in a proper and orderly way.
  - (c) The Chair and the Board Secretary must ensure all matters raised for Board for consideration are placed on the agenda of the next official meeting of the Board.

## **26 BUSINESS TO BE CONDUCTED AT MANAGEMENT MEETINGS**

- 26.1 Update members on all alterations to budget projections that may impact Branch or the Association's financial status.
- 26.2 Discuss next season Association events and activities.
- 26.3 Discuss Association activities, training, competition, and event schedule needs.
- 26.4 Discuss any critical matters requiring Branch input.
- 26.5 Discuss the Association activity and game fees and other fees for the following season and or year.
- 26.6 Discuss any matter raised officially by the Branch as an item for discussion.

## **27 MINUTES OF MEETINGS**

- 27.1 The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Board Management meeting and General Meeting to be entered in a book to be open for inspection at all reasonable times by any Financial Member who previously applies to the Secretary for that inspection.
- 27.2 For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every meeting shall be agreed at the next succeeding meeting verifying their accuracy. Similarly, the minutes of every General Meeting shall at the next succeeding General meeting.
- 27.3 Once the minutes of the previous meeting are agreed, they shall be stored on the Associations electronic filing system in an uneditable format.
- 27.4 If asked by a financial member of the Association, the Secretary must, within twenty-eight (28) days after the request is made, make the minute book for a particular Meeting available for inspection by the member at a mutually agreed time and place and give the member copies of the minutes of the meeting.
- 27.5 The Association may require the member to pay the reasonable costs of providing copies of the minutes.

## **28 BY-LAWS**

- 28.1 The Board may from time to time make, amend or repeal By-Laws, not inconsistent with the Constitution, for the internal management of the Association and any By-Law may be set aside by a General Meeting.

## **29 ALTERATION OF CONSTITUTION**

- 29.1 Subject to the provisions of the Act, the Constitution may be amended, rescinded or added to, from time to time, by a special resolution carried at any General Meeting, provided that no such amendment, rescission or addition shall be valid unless the same have been submitted to and approved by the relevant Government Department.
- 29.2 Notice of the proposed alteration shall be given in the manner provided for and shall specifically state that it is a notice of proposal to alter the Constitution, either by amending or repealing an existing provision thereof or by adding a new provision.

## **30 NOTICE OF MOTION**

- 30.1 Notices of any motion intended to be moved at an Annual General, or Special Meeting of the Association, shall be given in writing signed by the mover and seconder thereof (who must be members of the meeting to which the Notice of Motion will be referred) to the Secretary at least fourteen (14) clear days prior to the date of such meeting and shall be included in the business paper on the notice calling such meeting.
- 30.2 The meeting may, by ordinary resolution, grant the mover and seconder leave to alter their motion, in a minor way without altering the intention of the motion. No major amendment to the motion will be accepted.
- 30.3 A motion of which due notice has been given, if unsuccessful, cannot be resubmitted, nor may any other motion having a similar effect be moved

at the next meeting of the Association or within six (6) months from the date of its rejection, unless approved by the Board.

### **31 FUNDS AND ACCOUNTS**

- 31.1 The funds of the Association shall be banked in the name of the Association in such Bank as the Board may from time to time direct. The following provisions shall be required:
- 31.2 Proper books and accounts shall be kept and maintained either in written or printed form in the English language, correctly showing the financial affairs of the Association and the particulars usually shown in books of a like nature. Such record keeping may use accounting software and be recorded digitally provided such records are backed up regularly.
- 31.3 All monies shall be banked as soon as practicable after receipt thereof.
- 31.4 The Board shall determine the protocol and method for dealing with payments and receipts.
- 31.5 A payment by the Association of three hundred dollars (\$300) or more must be made by cheque or electronic funds transfer that has been approved by the Board in line with the Association's financial policy.
- 31.6 If a payment of three hundred dollars (\$300) or more is made by cheque or electronic funds transfer, the cheque or transfer must be signed by any two (2) of the following;
- (a) the Chairperson,
  - (b) the Treasurer,
  - (c) any other member or employee of the Association authorised by the Board from time to time.
- 31.7 However, one (1) of the persons who signs the cheque or authorises the payment electronically must be a member of the Board, preferably the Treasurer and if the Treasurer is unavailable then it must be the Chairperson.
- 31.8 All the expenditure shall be approved or ratified at a Board meeting.
- 31.9 The Association is entitled and authorised under the Constitution to issue Bank Debit or Credit Cards for the Association.
- 31.10 Each Bank Debit Card or Credit Card usage limits will be determined by the Board in consideration of the Association's budget and operational requirements from time to time.
- 31.11 A petty cash account may be kept on the imprest system, and the Board must decide the amount of petty cash to be kept in the account.
- 31.12 As soon as practicable after the end of each financial month the Treasurer shall cause to be prepared a statement containing particulars of:
- (a) The income and expenditure for the financial month just ended.  
and
  - (b) The assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that month.
- 31.13 The income and property of the Association however derived shall be used and applied solely in promotion of its objects and in the exercise of

its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of monies advanced by him to the Association or otherwise owing by the Association to him or of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.

- 31.14 No member shall be entitled to any benefit or advantage from the Association which is not shared equally by every member thereof.

## **32 DOCUMENTS**

- 32.1 The Board shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

## **33 FINANCIAL YEAR**

- 33.1 The financial year of the Association shall close on 31 December in each year.

## **34 CONFLICT OF INTEREST**

- 34.1 A member of the Board shall declare their interest in any contractual, selection, disciplinary or other matter in which a conflict of interest arises or may arise or may be perceived to arise and shall absent themselves from discussions of such matter and shall not be entitled to vote in respect of such matter. Such matter shall be recorded in the Minutes of the Board's meetings. In the event of uncertainty as to whether it is necessary for a member of the Board to absent them from discussion or refrain from voting, the issue should be immediately determined by vote of the Board, or, if this is not possible, the matter shall be adjourned or deferred. All disclosed interests must be submitted to the Annual General Meeting in accordance with the Act.

## **35 DISSOLUTION**

- 35.1 The Association shall be dissolved only with the consent of 75% of the Voting Members present at a Special Meeting called for that purpose, notice of which must be posted to Members at least twenty-eight (28) days prior thereto, and advertised in the major regional newspaper, at least once in each of the two (2) consecutive weeks immediately preceding such meeting.

## **36 DISTRIBUTION OF SURPLUS ASSETS**

- 36.1 If the Association shall be wound up in accordance with the provisions of the relevant Act, and there remains, after satisfaction of all its debts and liabilities, and, property whatsoever, the same shall not be paid to, or distributed among, the members of the Association, but shall instead be given or transferred to another legal entity (limited to such legal entities under the Act) that plays basketball in Queensland.

**37 NON-APPLICATION OF MODEL RULES**

- 37.1** [Part 5](#) of the Act does not apply to the Constitution and the provisions of the Model Rules do not apply.