

**THE CONSTITUTION AND RULES OF
THE GINNINDERRA RATS BASKETBALL CLUB INCORPORATED**

- NAME** 1. The name of the association shall, be the GINNINDERRA RATS BASKETBALL CLUB INCORPORATED (in these rules “the Association”)
- INTERPRETATION** 2. Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Associations Incorporation Regulations 1991 and the Legislation Act 2001.
- OBJECTS & PURPOSE** 3. The objects of the Association are:
- a) to provide for, encourage and promote active participation in the sport of basketball,
 - b) to provide access to facilities, training and competition opportunities in basketball for members
 - c) to educate, train, coach and develop playing members
 - d) to train, support & develop coaches & officials
 - e) to foster a vibrant community of interest in the sport of basketball
 - f) Any other objects which are:
 - (i) consistent with the Objects; and
 - (ii) approved by the Board from time to time
- EXERCISE OF POWERS** 4. The Association may only exercise its powers pursuant to the Act to:
- a) carry out the Association’s Objects; and
 - b) do all things incidental or convenient in relation to the exercise of its power under clause 4(a).
- MEMBERSHIP** 5.
- (1) **Types of membership**
- The Association shall consist of the following classes of membership
- a) **PLAYING MEMBERS**
- Playing members shall be persons who have paid all outstanding subscriptions or entered into a payments plan as determined by the Board prior to the Annual General Meeting and who satisfy such conditions which entitle them to play in an A.C.T. Basketball Association Incorporated competition.
- Playing members under the age of eighteen (18) years are not entitled to any voting rights. See 5.c) Junior Membership
- Financial members of affiliated teams are also deemed to be playing members with associated rights.

b) HONORARY LIFE MEMBERSHIP

Honorary life membership is available to any nominated person providing that person has been as Association member for at least five (5) years. The nomination must be approved by at least two thirds of all members present and entitled to vote at a general meeting. Twenty eight (28) days notice must be given to the Honorary Secretary in respect of any such nomination.

c) JUNIOR MEMBERSHIP

Junior membership is available to persons under the age of eighteen (18) years as determined by the A.C.T. Basketball Association Incorporated but such membership does not entitle a junior member to any voting right.

1. The voting rights of a junior member pass over to the parent/guardian of that junior member. Subject to: One vote per person
2. One vote per child
3. Maximum two votes per family

d) ASSOCIATE MEMBERSHIP

Designated coaches, managers and other appointed club administrators appointed under the Association's by-laws are deemed to be associate members with full voting rights.

- (2) Alternative classes of membership may be created or discontinued by resolution of the Board.
- (3) **Eligibility for membership**

A person is eligible to be a member of the Association on payment of any subscriptions prescribed in, or fixed under these rules or paying as part of an instalment plan as agreed by the Board
- (4) Upon membership being approved by the Board, and upon receipt of the sum payable by or on behalf of the new member as his or her first season's subscription, the member's name shall be entered in a register of members to be kept by the Public Offer whereupon the new member becomes a financial member of the Association.
- (5) **Rights of members non-transferrable**

A right, privilege, or obligation of a person by virtue of membership of the Association is not capable of being transferred or transmitted to another person and terminates upon cessation of his or her membership, whether by resignation death or otherwise.
- (6) **Limitation of liability**

The liability of a member to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount (if any) unpaid

by the member in respect of membership of the association as required by rule 5.3

(7) **Non-discrimination**

No restriction shall be imposed on any person by virtue of religion, political beliefs, sex or race, but the Board shall have the right to refuse membership to any person without assigning any reason in respect of the said refusal.

CESSATION OF MEMBERSHIP

6.

(1) **Cessation**

A person ceases to be a member of the Association if the person:

- a) fails to renew membership of the Association
- b) resigns from membership of the Association by delivering or sending by post to the public officer a written notice of resignation
- c) is expelled from the Association
- d) dies

(2) **Cessation of Junior Membership**

In the case of Junior Membership, the member will be removed from the register either when the junior player turns eighteen (18) years of age or the junior player ceases playing for the Association.

- (3) Upon any of the provisions of this rule being met, the Public Officer shall remove the name of the member by whom the notice was given, from the register of members, whereupon that member ceases to be a member of the Association.

INCOME AND PROPERTY

7.

(1) **Application of Income:**

The income and property of the Association, however derived, shall be applied solely towards the promotion of the objects and purposes of the Association.

(2) **Transfers to Members:**

No income shall be paid or transferred, directly or indirectly, by dividend, bonus, or otherwise to any member of the Association, except for payment in return for any services rendered or goods supplied to the Association in the ordinary course of business, as approved by the Committee.

ANNUAL GENERAL MEETING

8.

- (1) The Association shall, in each year, hold an Annual General Meeting

(2) **Timing of Annual General Meeting**

The Annual General Meeting shall be held on such day (being not later than five months after the close of the financial year of the Association) as the Board may determine.

- (3) The Annual General Meeting shall be in addition to any other general meetings that may be held in the same year.

(4) **Notice of Annual General Meeting**

The Annual General Meeting shall be specified as such in the notice convening it. At least 21 days notice of the Annual General Meeting must be given by posting on the club's website and by being posted on notice boards at Belconnen Basketball Stadium or by other means as determined by the Board.

(5) **Business of the Annual General Meeting**

The ordinary business of the Annual General Meeting shall be –

- a) To confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
- b) To receive from the Board, auditor, and servants of the Association reports upon the transactions of the Association during the last preceding financial year;
- c) To elect the officers of the Association and the Board members;
- d) To appoint the auditor and determine his or her remuneration.

(6) **Quorum at Annual General Meetings**

No item of business shall be transacted at an Annual General Meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that time.

Fifteen (15) members present (being members entitled under these rules to vote) constitute a quorum for the transaction of the business of an Annual General Meeting.

(7) **Chairing of General Meetings**

The President, or in his or her absence, the Vice-President shall preside as chair at every general meeting of the Association.

If the President and Vice-President are absent from a general meeting, the members present shall elect one of their number to preside as chairman thereat.

(8) **Adjournment of Annual General Meeting**

If within one (1) hour after the appointed time for the commencement of an Annual General Meeting a quorum is not present, the meeting stands adjourned to the same day in the next week, at the same time and (unless another place is specified by the chairman at the time of the

adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.

If at the adjourned meeting a quorum is not present within one (1) hour after time appointed for the commencement of the meeting, the members present, being not less than three, constitute a quorum.

GENERAL MEETING

9.
 - (1) **Convening of General Meeting**

The Board may, whenever it thinks fit, convene a general meeting of the Association.
 - (2) **Notice of General Meeting**

At least 21 days notice of a General Meeting must be given by posting on the club's website and by being posted on notice boards at Belconnen Basketball Stadium or by other means as determined by the Board.
 - (3) **Quorum at General Meetings**

No item of business shall be transacted at a General Meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that time.

Fifteen (15) members present (being members entitled under these rules to vote) constitute a quorum for the transaction of the business of a general meeting.
 - (4) **Chairing of General Meetings**

The President, or in his or her absence, the Vice-President shall preside as chair at every general meeting of the Association.

If the President and Vice-President are absent from a general meeting, the members present shall elect one of their number to preside as chairman thereat.
 - (5) **Member initiated general meeting**

The Board shall, on the requisition in writing of not less than twenty (20) members, convene a special general meeting of the Association.
 - (6) A requisition for a general meeting shall:
 - (i) state the objects of the meeting
 - (ii) be signed by the members making the requisition,
 - (iii) lodged with the Secretary of the Association and
 - (iv) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
 - (7) If the Board fails to call a special general meeting within one month from the date on which a requisition is lodged with the Secretary of the Association, any one or more of the members who made the requisition

may convene the meeting; but any meeting so convened shall not be held later than three (3) months from that date.

- (8) A general meeting convened by a member or members mentioned in subclause (5) shall be convened in the same way as nearly as possible as that in which those meetings are convened by the Board, and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring them.

(9) **Adjournment of general meetings – absence of quorum**

If within one (1) hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; and in any other case it shall stand adjourned to the same day in the next week, at the same time and (unless another place is specified by the chairman at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.

If at the adjourned meeting a quorum is not present within one (1) hour after time appointed for the commencement of the meeting, the meeting shall be dissolved.

(10) **Adjournment of general meetings – with a quorum**

The chairman of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at which the adjournment took place.

Where a meeting is adjourned for fourteen (14) days or more, notice of the adjourned meeting shall be given.

Except as provided in the foregoing provisions of this rule, it is not necessary to give any notice of an adjourned meeting.

**VOTING AT
GENERAL
MEETINGS**

10.

(1) **Eligibility to vote**

A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid, other than the amount of the seasonal subscription payable in respect of the then current season.

(2) **Number of votes**

Upon any question arising at a general meeting of the Association, a member has one vote only.

(3) **Voting by proxy**

All votes shall be given personally or by proxy but no member may hold more than 5 proxies.

(4) **Appointment of Proxies**

Each member shall be entitled to appoint another member as proxy by notice to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed. The Board may make rules related to the information required to appoint a proxy.

(5) **Chair to have Casting Vote**

In the case of an equality of voting on a question the chairman of the meeting is entitled to exercise a second or casting vote

(6) **Taking of poll**

If at a meeting a poll on any question is demanded it shall be taken at that meeting in such manner as the chairman may direct, and the result of the poll shall be deemed to be the resolution of the meeting on that question.

(7) **When poll to be taken**

A poll that is demanded on the election of a chairman or on a question of adjournment shall be taken forthwith.

A poll that is demanded on any other question shall be taken at such time before the close of the meeting as the chairman may direct.

**AFFAIRS OF
ASSOCIATION
TO MANAGED
BY A BOARD**

11.

(1) The affairs of the Association shall be managed by a Board of management constituted as provided in rule 22.

(2) The Board –

- a) Shall control and manage the business and affairs of the Association;
- b) May, subject to these rules, exercise all such powers and functions as may be exercised by the Association, other than those powers and functions that are required by these rules to be exercised by general meetings of members of the Association; and
- c) Subject to the Act and these rules, has power to perform all such acts and make all such rules as appear to the Board to be essential for the proper management of the business and affairs of the Association.

**OFFICERS OF
THE
ASSOCIATION**

12.

(1) The executive officers of the Association shall be –

- a) A President
- b) One Vice-President;
- c) A Treasurer

d) A Secretary;

- (2) Each officer of the Association shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election
- (3) In the event of a casual vacancy in any office mentioned in sub-rule (1) of this rule, the Board may appoint one of its members to the vacant office, and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of his or her appointment. The casual vacancy must be filled within forty (40) days of acceptance of the vacation of office by the Board, unless the Annual General Meeting of the Association is held within this period.

CONSTITUTION OF THE BOARD

13.
 - (1) The Board shall consist of the officers of the Association and up to eight (8) general members
 - (2) The Board may create (and remove) additional positions as necessary for the efficient management of the Association
 - (3) The Board may make rules in the Association's By-Laws as to the position held by general members, and the process for appointing general members to those positions.
 - (4) Each Committee Member shall, subject to these rules hold office until the Annual General Meeting next after the date of his or her election, but is eligible for re-election.
 - (5) In the event of a casual vacancy occurring in the office of a Committee member, the Board may appoint a member of the Association to fill the vacancy, and the member so appointed shall hold office, subject to these rules until the conclusion of the Annual General Meeting next following the date of his or her appointment.
 - (6) The Board shall be free to call non-voting expert input as required.

ELECTION OF MEMBERS OF COMMITTEE

14.
 - (1) Nominations of candidates for election as Officers and General Committee members of the Association –
 - a) Shall be made by two members of the Association with the consent of the candidate; and
 - b) Shall be given to the Public Officer of the Association prior to the meeting with additional nominations sought if required at the annual general meeting.

- (2) If insufficient nominations are received to fill all vacancies of the Board, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (4) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- (5) The ballot for the election of officers and ordinary committee member shall be conducted at the annual general meeting in such usual and proper manner as the Board may direct.

VACATION OF OFFICE

15. For the purposes of these rules, the position of an officer of the Association or of an ordinary committee member becomes vacant if the officer or committee member –
 - a) Dies
 - b) Becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his or her creditors
 - c) Becomes of unsound mind
 - d) Resigns his or her office by writing under his or her hand addressed to the Board
 - e) Fails, without leave granted by the Board, to attend three (3) consecutive meetings of the Board
 - f) Ceases to be a member of the Association; or
 - g) Fails to pay all arrears of subscription due by him or her within fourteen (14) days after he has received a notice in writing signed by the public officer stating that he has ceased to be a financial member of the Association.
 - h) Is found by the Board to have acted in a manner contrary to the interests of the Association and/or in breach of the Association's Code of Conduct.

REMOVAL OF BOARD MEMBERS

16. The Association in general meeting may by resolution, subject to the Act, section 50, remove any member of the Board from the office of Member of the Board before the expiration of the member's term of office.

MEETINGS OF THE BOARD

17.
 - (1) The Board shall meet at least once every three months in each calendar year at such place and times as the Board may determine.

- (2) Additional meetings of the Board may be convened by the President, or any four of its members.
- (3) Oral or written notice of a meeting of the Board shall be given by the secretary to each member of the Board at least 48 hours (or such other period as may be unanimously agreed on by the members of the Board) before the time appointed for the holding of the meeting
- (4) A Quorum for the transaction of the business of a meeting of the Board shall not be less than 50% of the positions occupied on the Board.
- (5) No business shall be transacted unless a quorum is present and if within an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place at the same hour of the same day in the following week unless the meeting was a special meeting, in which case it lapses.
- (6) At meetings of the Board –
 - a) the President, or in his or her absence the Vice- President, or
 - b) if the President and Vice-President are absent, such one of the remaining members of the Board as may be chosen by the members present
— shall preside.
- (7) Questions arising at meetings of the Board or of any sub-Committee appointed by the Board shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- (8) Each member present at a meeting of the Board or of any sub-Committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes of any question; the person presiding may exercise a second or casting vote.

**DISCLOSURE
OF INTEREST
IN
CONTRACTS**

18.
 - (1) A member of the Board who is interested in any contract or arrangement made or proposed to be made with the Association shall disclose his or her interest at the first meeting of the Board at which the contract or arrangement is first taken into consideration, if his or her interest then exists, or, in any other case, at the first meeting of the Board after the acquisition of his or her interest.
 - (2) If a member of the Board becomes interested in a contract or arrangement after it is made or entered into he or she shall disclose his or her interest at the first meeting of the Board after he or she becomes so interested.
 - (3) No member of the Board shall vote as a member of the Board in respect of any contract or arrangement in which he or she is interested and if he

or she does so vote his or her vote shall not be counted.

**SUB
COMMITTEES**

- 19.
- (1) The Board may at any time appoint a sub-Committee from the membership as it may think fit and shall prescribe the powers and function thereof in the Association's By-Laws.
 - (2) The Board may co-opt as members of a sub-Committee such persons as it thinks fit, whether or not those persons are members of the Association, but a person so co-opted is not entitled to vote.

**SUBSCRIP-
TIONS**

- 20.
- (1) Until otherwise fixed pursuant to sub-rule (2) of this rule, the seasonal subscription payable by members shall be the sum of the fees as set down by the Board.
 - (2) The amount of the seasonal subscription may be altered from time to time by resolution of the Board.
 - (3) The seasonal subscription of a member is due and payable on or before the commencement of each season, except where the Board has agreed to an instalment plan.

**ACCOUNTS
OF RECEIPTS,
EXPENDITURE**

21. **True accounts shall be kept**
- (1)
 - a) Of all sums of money received and expended by the Association and the matter in respect of which the receipt or expenditure takes place; and
 - b) Of the property, credits, and liabilities of the Association. And subject to any reasonable restrictions as to time and manner of inspecting them that may be imposed by the Association for the time being, those accounts shall be open to the inspection of the members of the Association.
 - (2) The Treasurer of the Association shall faithfully keep all general records, accounting books, and records of receipts and expenditure connected with operations and business of the Association in such form and manner as the Board may direct.

**BANKING AND
FINANCE**

- 22.
- (1) **Funds**
The funds of the Association may be derived from any source and in any manner that the Board determines.
 - (2) **Expenditure**

Subject to any resolution passed by the Association in general meeting (which does not prejudice the tax status of the Association) the funds of the Association must only be used in pursuance of the Association's Objects.

(3) **Approval**

All payments, whether made by cheque, drafts, bills of exchange, promissory notes and other negotiable instruments or electronically must be approved by the Board.

**AUDIT &
ACCOUNTS**

23.

(1) **Accounts must be kept**

The Board must cause the Association to keep written financial records in relation to the business of the Association in accordance with the requirements of the Act.

(2) **Accounts must be audited**

The Board must cause the financial records of the Association to be audited in accordance with the Act.

**FINANCIAL
YEAR**

24. The financial year of the Association is the period beginning on 1st October in each year and ending on the 30th September next following.

NOTICES

25. A notice may be served by or on behalf of the Association upon any member either personally or by sending it via email or through the post addressed to the member at his or her usual or last-known place of abode.

**EXPULSION
OF MEMBERS**

26.

(1) Subject to this rule, the Committee may expel a member from the Association if, in the opinion of the Committee the member has been guilty of conduct detrimental to the interests of the Association.

(2) The expulsion of a member pursuant to sub-rule (1) of this rule does not take effect –

a) Until the expiration of seven (7) days after the services on the member of a notice under sub-rule (3) of this rule; or

b) If the member exercises his or her right of appeal under this rule, until the conclusion of the special general meeting convened to hear the appeal

- whichever is the later date.

- (3) Where the Committee expels a member from the Association, the public officer of the Association shall, without undue delay, cause to be served on the member a notice in writing
 - a) Stating that the Committee has expelled the member;
 - b) Specifying the grounds for the expulsion; and
 - c) Informing the member that if he or she so desires he or she may, within fourteen (14) days after the service of the notice on him or her, appeal against the expulsion as provided in this rule.
- (4) A member on whom a notice under sub-rule (3) of this rule is served may appeal against the expulsion to a special general meeting by delivering or sending by post to the public officer of the Association, within fourteen (14) days after the service of that notice, a requisition in writing demanding the convening of such a meeting for the purpose of hearing his or her appeal.
- (5) Upon receipt of a requisition under sub-rule (3) of this rule, the public officer shall forthwith notify the Committee of its receipt and the Committee shall thereupon cause a special general meeting of members to be held within twenty-one (21) days after the date on which the requisition is received by the public officer.
- (6) At a special general meeting convened for the purpose of this rule –
 - (a) No business other than the question of the expulsion shall be transacted
 - (b) The Committee may place before the meeting details of the grounds of the expulsion and the Committee's reasons for the expulsion
 - (c) The expelled member shall be given an opportunity to be heard; and
 - (d) The members present shall vote by secret ballot on the question whether the expulsion should be lifted or confirmed.
- (7) If at the special general meeting a majority of the members present vote in favour of the lifting of the expulsion, the expulsion shall be deemed to have been lifted and the expelled member is entitled to continue his or her membership of the Association.
- (8) If at the special general meeting a majority of the members present vote in favour of the confirmation of the expulsion, the expulsion takes effect, and the expelled member ceases to be a member of the Association.

- ALTERATION OF THE RULES**
- (1) The rules may be amended by resolution passed by a two-thirds majority of financial members voting at a General Meeting
 - (2) Notice of the proposed amendment shall be included in the notice calling the General Meeting.
 - (3) An amendment to the objects and purposes of the Association shall not be effective until approved by the Registrar of Companies
- SEAL OF THE ASSOCIATION**
- 25.
- (1) The seal of the Association shall be in the form of a rubber stamp, inscribed with the name of the Association encircling the word 'Seal'.
 - (2) The seal of the Association shall not be affixed to any instrument except by the authority of the Board and the affixing thereof shall be attested by the signatories either of two members of the Board or of one member of the Board and of a Public Officer of the Association or such other person as the Board may appoint for that purpose, and that attestation is sufficient for all purposes that the seal was affixed by authority of the Board.
 - (3) The seal shall remain the custody of the Public Officer.
- PUBLIC OFFICER**
26. The Public Officer of the Association shall be a member of the Association, a resident of the Australian Capital Territory and shall be appointed by the Board.
- RECORDS OF THE ASSOCIATION**
- 27.
- (1) The Board shall make provision for the proper custody of the books, documents, records and securities of the association.
 - (2) The records, books and other documents of the association shall be open to inspection by a member at any reasonable hour at a place in the Territory specified by the Board.
- BY-LAWS**
- 28.
- (1) The Board may make By-laws, not inconsistent with these Rules, to regulate the management and affairs of the Association.
 - (2) Any by-laws created under 28(1) shall be available on the Association's website or by other public means as determined by the Board, and a copy must be made available to any member who requests it within 21 days of the request being made.
- WINDING UP**
- 29.

- (1) The members of the association may by special resolution wind up the Association.
- (2) If upon the winding up of the Association there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other institution, or institutions having objects similar to the objects of the Association. Such institution or institutions to be determined by special resolution of the members of the Association at or before the time of winding up, or in default thereof by a Court of the Australian Capital Territory.

**TRANSITION
PROVISIONS**

30. The previous Constitution of the Association is repealed and any appointment made or motion passed under that constitution hereby repealed shall, if in force at the commencement of this Constitution, continue in force as far as practicable as if made or passed under this constitution.

**COPIES OF
THE
CONSTITU-
TION**

31. Copies of this Constitution shall be available from the Secretary.