ANNEXURE A - Proposed Rule Amendments

RULES OF HILLS RAIDERS BASKETBALL ASSOCIATION INC.

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PART 1 — PRELIMINARY

1. Name

The name of the Association is the Hills Raiders Basketball Association Incorporated (**HRBA**).

2. Objects

The objects for which the Association is established and maintained are to:

(a) Promote, encourage, administer, and advance basketball at the Association through participation, development, and competition

(b) Formulate and/or adopt and implement appropriate policies in relation to such matters as arise from time to time as issues to be addressed in basketball

(c) Adopt, formulate, issue, interpret, implement, and amend from time to time such By-laws and regulations as are necessary for the administration and development of basketball at the Association

(d) Promote social wellbeing, welfare, and good fellowship amongst the Members of the Association and within the wider community

(e) Provide and manage facilities and human resources to support the basketball activities of Members of the Association and within the wider community

(f) Develop, administer and control the sport of basketball in accordance with and having regard to the regulations, rules and by-laws of Basketball WA which apply to the Association

(g) Be an affiliate member of Basketball WA and do all things necessary to maintain that membership as applicable from time to time

(h) Collaborate with other affiliate members of Basketball WA to further the development of and participation in basketball in Western Australia

(i) Facilitate and promote the development of Members to participate in competition at the domestic, Western Australian and national levels

(j) Invest in the Association's staff, processes and systems, and attract diverse sources of income to ensure the Association is efficient, effective, accountable and sustainable, and exceeds Member expectations, and

(k) Undertake and/or do all such things or activities as are necessary, incidental, or conducive to the advancement of the Objects.

3. Financial Year

(a) The Financial Year of the Association is the period of 12 months commencing on 1 September to the 31 August of the following year, subject to Rule 3(b).

(b) To enable the transition of the Association from one Financial Year to another pursuant to Rule 3(a), an initial period of more than 12 months expiring on 31 August shall be the Financial Year which shall apply in respect of the Financial Year in which Rule 3(a) comes into force.

4. Terms and Interpretations

4.1 Terms

In these Rules, unless the contrary intention appears:

Act means the Associations Incorporation Act 2015 (WA).

Administrator or **Manager** or **Chief Executive Officer** or **General Manager** means any person employed by the Association as the Administrator or Manager or Chief Executive Officer or General Manager or similar, to manage the day-to-day operations of the Association.

Affiliated Club is an incorporated association which enters its teams in HRBA's Junior Domestic Competition or Senior Domestic Competition.

Affiliated Club Member is an Affiliated Club which is eligible under Rule 11(b)(iii)(1), and which has been approved as an Affiliated Club Member by the Board, with the rights referred to in Rule 11(b)(iii)(2) and 11(b)(iii)(3), subject to Rule 10.

Annual General Meeting or **AGM** means the General Meeting called pursuant to Rule 55.

Applicant means a person (including a body corporate) who applies for any class of Membership of the Association.

Appointed Director means a Director appointed by the Board of Directors pursuant to Rule 31.

Associate Member means a person who is eligible under Rule 11(b)(iv)(1), and is approved by the Board as an Associate Member under these Rules, with the rights referred to in Rule 11(b)(iv)(2), subject to Rule 10. '**Associate Membership**' has a corresponding meaning. An Associate Member is a member of the Association for the purposes of the Liquor Law.

Association or **HRBA** means the incorporated association to which these Rules apply, being the Hills Raiders Basketball Association Incorporated.

Auditor means a person who holds the qualifications specified in section 88 of the Act and who is appointed as an auditor of the Association in accordance with these Rules and the Act to undertake the functions of an auditor under and for the purposes set out in Part 5 of the Act.

Basketball WA means the Western Australian Basketball Federation (Inc) trading as Basketball WA.

Board of Directors or **Board** means the Elected Directors and any Appointed Directors of the Association.

Board Meeting means a meeting of the Board.

Books of the Association includes the following:

(a) a register

(b) financial records, financial statements or financial reports, however compiled, recorded or stored

(c) a document and

(d) any other record of information.

By-laws means By-laws made by the Association under Rule 70.

Chairperson means the Elected Director who is appointed by the Board of Directors to hold office as the Chairperson of the Association in accordance with Rule 30.2(a).

Coach means a person who is registered to coach games in the Junior Domestic Competition or Senior Domestic Competition, or of a team representing the Association. '**Coaching**' has a corresponding meaning.

Coaching Associate Member means a person who is eligible under Rule 11(b)(iv)(1)B who is approved by the Board as an Associate Member with the rights referred to in Rule 11(b)(iv)(2), subject to Rule 10.

Commissioner means the person for the time being designated as the Commissioner under section 153 of the Act.

Deputy Chairperson means the Elected Director who is appointed by the Board of Directors to hold office as the Deputy Chairperson of the Association in accordance with Rule 30.2(b).

Director means a person elected or appointed to the Board of Directors in accordance with these Rules.

Director of Finance means the Elected Director who is appointed by the Board of Directors to hold office as the Director of Finance of the Association in accordance with Rule 30.2(c).

Elected Director means a person elected to the Board of Directors by the Voting Members at a General Meeting.

Employee means an employee of the Association.

Employee Associate Member means an Employee who is approved by the Board as an Associate Member with the rights referred to in Rule 11(b)(iv)(2), subject to Rule 10.

Financial Records include:

(a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes, and vouchers and

(b) documents of prime entry and

(c) working papers and other documents needed to explain:

(i) the methods by which Financial Statements are prepared, and
(ii) adjustments to be made in preparing Financial Statements.

Financial Report, of a Tier 2 association or a Tier 3 association, has the meaning given in section 63 of the Act.

Financial Statements means the financial statements in relation to the Association required under Part 5 Division 3 of the Act.

Financial Year of the Association has the meaning given in Rule 3.

Full Voting Rights means 'full voting rights' in accordance with the Act and these Rules, including (without limitation) those rights specified in Rule 14(a)(iii).

General Meeting means a Meeting of the Association that all Members are entitled to receive notice of and to attend, and includes the Annual General Meeting.

Guest has the meaning given in the Liquor Law.

Junior Coach means a Coach who is under the age of eighteen (18) years.

Junior Domestic Competition means HRBA's competition for Players under the age of eighteen (18) years.

Junior Player means a Player who is under the age of eighteen (18) years and is registered to play in the Junior Domestic Competition.

Junior Team means a team of Junior Players registered to play in the Junior Domestic Competition.

Life Member means a person who is eligible under Rule 11(b)(ii)(1), and is approved as a Life Member by the Board, with the rights under Rule 11(b)(ii)(4), subject to Rule 11(b)(ii)(5).

Liquor Law means the Liquor Control Act 1988 (WA), and any regulation, or legislative instrument made under them and any consolidations, amendments, re-enactments, or replacements of any

of them.

Ordinary Member means a person who is eligible under Rule 11(b)(i)(1), and is who has been approved by the Board as an Ordinary Member, with the rights referred to in Rule 11(b)(i)(2), subject to Rule 10.

Member means a person registered as holding one of the following classes of Membership of the Association:

(a) Ordinary Member

(b) Affiliate Club Member

(c) Life Member

(d) Associate Member,

and 'Membership' has a corresponding meaning.

Membership Fee means a fee in respect of any class of Membership of the Association as determined from time to time by the Board in accordance with Rule 15.

Nominated Club Representative means a person who is duly authorised as the nominated representative for an Affiliated Club.

Non-Playing Non-Coaching Associate Member means a person who is eligible under Rule 11(b)(iv)(1)C who is approved by the Board as an Associate Member with the rights referred to in Rule 11(b)(iv)(2), subject to Rule 10.

Objects means the objectives and purposes of the Association as set out in Rule 2.

Office Holder means an Elected Director who is appointed to hold one of the designated positions referred to in Rule 30.2.

Ordinary Director means an Elected Director who is not an Office Holder of the Association.

Playing Associate Member means a person who is eligible under Rule 11(b)(iv)(1)A who is approved by the Board as an Associate Member with the rights referred to in Rule 11(b)(iv)(2), subject to Rule 10.

Player means a person playing in a recognised competition with the Association in the relevant Financial Year. '**Playing** ' has a corresponding meaning.

Register of Members means the register of Members referred to in section 53 of the Act.

Reviewer means a person who holds the relevant qualifications specified in section 88 of the Act and who is appointed as a reviewer of the Association in accordance with these Rules and the Act to undertake the functions of a reviewer under and for the purposes set out in Part 5 of the Act.

Rules means these rules of the Association, as in force for the time being.

Secretary means the person holding office as the secretary of the Association who is appointed by the Board of Directors in accordance with Rule 69.

Senior Coach means a Coach who has attained the age of eighteen (18) years.

Senior Domestic Competition means HRBA's competition for Players who are at least 18 years old.

Senior Player means a Player who has attained the age of eighteen (18) years and is registered to play in the Senior Domestic Competition.

Senior Team means a team of Senior Players registered to play in the Senior Domestic Competition.

Special General Meeting means a General Meeting of the Association other than the Annual General Meeting.

Special Resolution means a resolution passed by the Members at a General Meeting in accordance with section 51 of the Act.

Subcommittee means a Subcommittee established by the Board under Rule 53.

Tier 1 association means an incorporated association to which section 64(1) of the Act applies.

Tier 2 association means an incorporated association to which section 64(2) of the Act applies.

Tier 3 association means an incorporated association to which section 64(3) of the Act applies.

Voting Members means those Members specified in Rule 11(b) who have Full Voting Rights, including the right to vote at a General Meeting.

4.2 Interpretation

In these Rules, unless the context otherwise requires:

(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 of 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 individuals, corporations, associations and bodies politic.

(f) Another grammatical form of a defined word or expression has a corresponding meaning.

(g) References to a person include the legal personal representatives, successors and permitted assigns of that person.

(h) 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).

(i) A reference to 'writing' will unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

4.3 Severance

If any provision of these Rules 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, so as to be valid and enforceable. If the Rule or phrase cannot be so read down it will be severed to the extent of the invalidity or unenforceability. Such severance will not affect the remaining provisions of these Rules or affect the validity or enforceability of any provision in any other jurisdiction.

4.4 Expressions in Act

Except where the contrary intention appears, in these Rules, an expression that deals with a matter dealt with by a particular provision of the Act has the same meaning as that provision of the Act.

PART 2 — POWERS, STATUS AND COMPLIANCE OF THE ASSOCIATION

5. Powers of the Association

5.1 Powers of the Association

In addition to the rights, powers and privileges provided under the Act, the Association has power to do all such acts and things as are incidental, conducive, or subsidiary to all or any of the Objects of the Association.

5.2 Not for Profit

The property and income of the Association must be applied solely towards the promotion of the Objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any Member, except in good faith in the promotion of those Objects.

5.3 Payment to a Member

(a) A payment may be made to a Member out of the funds of the Association only if it is authorised under Subrule 5.3(b).

(b) A payment to a Member out of the funds of the Association is authorised if it is:

(i) the payment in good faith to the Member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business

(ii) the payment of interest, on money borrowed by the Association from the Member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia

(iii) the payment of reasonable rent to the Member for premises leased by the Member to the Association, or

(iv) the reimbursement of reasonable expenses properly incurred by the Member on behalf of the Association.

6. Status and Compliance of the Association

6.1 Recognition of Basketball WA

(a) Basketball WA is recognised by the Australian Government, Government of Western Australia, Basketball Australia, and other sporting organisations as the controlling body for the sport of basketball in Western Australia.

(b) Basketball WA is the only sporting body in Western Australia affiliated to Basketball Australia with respect to the sport of basketball.

6.2 Affiliation and Compliance

The Members acknowledge and agree that the Association will:

(a) be or remain incorporated in Western Australia

(b) be, and do all things necessary to maintain its status as, an affiliated member of Basketball WA and

(c) where consistent with these Rules, the Act and any other applicable laws in force from time to time, and to the extent that they apply to the Association:

(i) use its best endeavours to comply with and be bound by the standards and technical requirements of Basketball WA, and

(ii) to the best of its ability, uphold and enforce the policies and procedures published from time to time by Basketball Australia and Basketball WA.

6.3 Application of Rules

(a) The Association and its Members acknowledge and agree that they are bound by these Rules.

(b) The Association and its Members acknowledge they are bound, by reason of the affiliate membership of the Association with Basketball WA, to comply with the constitutions of Basketball Australia and Basketball WA, to the extent that they apply to the Association and are consistent with these Rules, the Act and any other applicable laws in force from time to time.

PART 3 — MEMBERS

Division 1 — Membership

7. Eligibility for Membership

Subject to Rules 7 and 11:

(a) Any person (including a body corporate) who:

(i) supports the Objects of the Association;

(ii) complies with Rule 7 where applicable; and

(iii) meets the eligibility criteria in Rule 11 in respect of any applicable class of Membership sought,

is eligible to apply to become a Member in accordance with these Rules.

(b) A body corporate is only eligible to apply to become a Member where it is an Affiliate Club applying to be an Affiliate Club Member in accordance with these Rules. A body corporate is not eligible to apply to be any other class of Member.

(c) An individual who has attained the age of eighteen (18) years is eligible to:

(i) apply to be an Ordinary Member

(ii) be considered for approval as a Life Member; and

(iii) apply to be any class of Associate Member

in accordance with these Rules.

(d) An individual who has not yet attained the age of eighteen (18) years is eligible to apply to be any class of Associate Member in accordance with these Rules.

(e) A parent of a Junior Player is eligible to apply to be a Non-Playing Non-Coaching Associate Member, but this does not limit their eligibility to apply for any other class of Membership where they satisfy the eligibility criteria.

(f) An Employee of the Association is only eligible to apply to be an Employee Associate Member in accordance with these Rules, and is not eligible to apply for any other class of Membership.

(g) An individual person can only hold one class of Membership at any given time.

8. Applying for Membership

(a) Applying to be a Member

(i) A person who wants to become a Member must apply to the Association in writing using the method determined by the Board from time to time.

(ii) The Membership application must specify:
(1) what class of Membership is being sought in the application
(2) the Applicant's eligibility for the Membership sought and
(3) the Applicant's agreement to become a Member, comply with these Rules and support the Objects.

(iii) The Membership application must be accompanied by the payment of any applicable Membership Fee determined pursuant to Rule 15.

(iv) The Membership application must be supported by an existing Voting Member's nomination of the Applicant for Membership where the Applicant is seeking to be a Voting Member and be signed by the Applicant and the nominating Voting Member save that, where an Applicant for Membership can provide evidence to the

Association of their status as a member of an Affiliated Club Member at the time of their Application, the Affiliated Club Member is deemed to have nominated the Applicant for Membership for the purposes of this Rule and a signed nomination to that effect by the Affiliated Club Member is not required.

(v) Where the Applicant for Membership is a body corporate, the application must be executed by a duly authorised officer of the body corporate, and it must nominate a representative who is authorised by the body corporate to exercise the rights and powers of the body corporate on its behalf in respect of its Membership, including voting rights, as their Nominated Club Representative. Such nomination may be revoked by notice in writing to the Secretary by the body corporate at any time.

(vi) Where an Applicant is under 18 years of age, the application must be signed by the Applicant's legal guardian.

9. Dealing with Membership Applications

(a) Dealing with Membership Applications

(i) The Board must consider each Membership application and decide whether to accept or reject the application.

(ii) Subject to Subrule (iii), the Board must consider Membership applications in the order in which they are received by the Association and within a reasonable period of time after receiving the application.

(iii) The Board may delay its consideration of a Membership application if the Board considers that any matter relating to the application needs to be clarified by the Applicant or that the Applicant needs to provide further information in support of the application.

(iv) The Board must not accept a Membership application unless the Applicant:
(1) is eligible under Rules 7 and 11, as applicable
(2) has applied under Rule 8.

(v) The Board may reject a Membership application even if the Applicant:
(1) is eligible under Rules 7 and 11, as applicable
(2) has applied under Rule 8,
and has the discretion to refuse Membership without giving reasons for refusing.

(vi) If the Board approves a Membership application, the Secretary must as soon as possible:
(1) enter the new Member on the Register of Members and
(2) notify the Applicant of the Board's decision to accept the application.

(vii) If the Board rejects the Membership application, the Secretary must notify the Applicant as soon as possible that their application has been rejected, but does not

have to give reasons.

(viii) Once approved by the Board, Membership of any class continues, subject to these Rules, and does not require a further Board approval provided that any applicable Membership Fees prescribed from time to time in accordance with Rule 15 continue to be paid when they fall due.

10. Becoming a Member

(a) A person becomes a Member of the Association when:

(i) the Board approves their Membership application

(ii) the Applicant pays any Membership Fee payable to the Association under Rule 15, and

(iii) the Applicant is entered on the Register of Members.

(b) The Board may delegate its power to approve Membership applications in accordance with Rule 54.

(c) The Board may establish such procedures and employ such electronic systems as they consider appropriate to efficiently receive and process applications and communicate with Members, including for the purposes of giving notices required under these Rules.

11. Number of Members, and Classes of Membership

(a) Number of Members

(i) The minimum number of Members of the Association shall be six or such other minimum as is prescribed by law.

(ii) The number of Members of any class is not limited unless otherwise approved by resolution of the Members at a General Meeting.

(b) Classes of Membership

The Association consists of the following classes of Members:

(i) Ordinary Member

(1) A person is eligible to apply to be an Ordinary Member where they:
   A. have attained the age of eighteen (18) years on or before 1 September of the Financial Year in which they apply
   B. agree to support the Objects and comply with the Rules
   C. comply with the relevant requirements in Rules 7, 8 and 15.

(2) Subject to Rule 10(a), an Ordinary Member has:

A. Full Voting Rights and
B. any other rights, responsibilities and privileges conferred on Members by these Rules or approved by resolution at a General Meeting or determined by the Board, and those otherwise described in Rule 14(a).

(ii) Life Member

(1) A person is eligible to apply to be a Life Member where:
    A. a Director or a Voting Member has nominated that person as a Life Member and
    B. the person has rendered distinguished or special service to the Association.
(2) The nomination must be in the form prescribed by the Board from time to time and must be submitted to the Secretary. Any nomination must be in writing and must be signed by the nominator, and by nominee confirming their consent to be a Life Member.
(3) Where a person is approved by the Board as a Life Member, the Board shall announce the new Life Member's approval at the next AGM which is no less than 21 days after the nomination is approved.
(4) Subject to Rule 10(a), Life Members:
    A. who are Ordinary Members at the time of their appointment as Life Members retain their status as Ordinary Members including the same rights, privileges, and responsibilities as Ordinary Members, in addition to their status as Life Members
    B. who are not Ordinary Members at the time of their appointment as Life Members are deemed to be, and have the same rights, privileges and responsibilities as, Associate Members

    but shall not be required to pay any Membership Fees or any other payments to become or remain a Life Member.
(5) Existing Life Members or 'honorary life members' at the time of adoption of these Rules will be deemed to be Life Members who are not Ordinary Members, and who are deemed to be, and have the same rights, privileges and responsibilities as, Associate Members, from that date.

(iii) Affiliated Club Member

(1) A person is eligible to apply to be an Affiliated Club Member where they:
    A. are an Affiliated Club at the time of the application
    B. have Junior Teams and/or Senior Teams in the relevant Financial Year and have verified the same with the Association
    C. have notified the Association of a Nominated Club Representative to exercise the rights and powers of Membership including voting rights on its behalf and
    D. comply with the relevant requirements in Rules 7, 8 and 15.
(2) Subject to Rule 10(a), each Affiliated Club Member shall:
    A. be entitled to exercise Full Voting Rights and
    B. be allocated 3 votes equivalent to the votes of 3 Ordinary

Members.

(3) Subject to this subrule 11(b), Affiliated Club Members will have the same rights, privileges, and responsibilities as Ordinary Members, save as provided in 11(b)(iii)(2).

(iv) Associate Member

(1) A person is eligible to apply to be an Associate Member which comprises the following sub-classes:

A. Playing Associate Member

a. A person is eligible to apply to be a Playing Associate Member where:

i. they are a Junior Player or Senior Player at the time of applying to be an Associate Member

ii. they have complied with the relevant requirements in Rules 7, 8 and 15.

B. Coaching Associate Member:

a. A person is eligible to apply to be a Coaching Associate Member where:

i. they are a Junior Coach or Senior Coach at the time of applying to be an Associate Member

ii. they have complied with the relevant requirements in Rules 7, 8 and 15.

C. Non-playing Non-Coaching Associate Member:

a. A person is eligible to apply to be a Non-Playing Non-Coaching Associate Member where:

i. they are neither a Player nor a Coach at the time of applying to be an Associate Member

ii. they have complied with the relevant requirements in Rules 7, 8 and 15.

D. Employee Associates:

a. A person is eligible to apply to be an Employee Associate Member where:

i. They are Employees of the Association at the time of applying to be an Associate Member

ii. Their application has been endorsed by the Administrator or, in the case of the Administrator applying, a Director

iii. they have complied with the relevant requirements in Rules 7, 8 and 15.

(2) Subject to Rule 10(b), Associate Members have the same rights, privileges, and responsibilities as Ordinary Members but with the exception of Full Voting Rights as described in Rule 14(a)(iii).

(3) This Rule 11(b)(iv) shall not limit Rule 11(b)(ii).

(v) Other Classes & Rights

(1) The Association may have any other class of Associate Member approved by

resolution at a General Meeting.

(2) Voting Members may have rights conferred on them in addition to Full Voting Rights where so determined by resolution at a General Meeting or by the Board.

(c) Non-members

Where the Board decides to establish alternative methods to engage with stakeholders or secure funding to achieve the Association's Objects, including by establishing a form of sponsorship, partnership, subscription, advisory committee, directory, working group, social enterprise, product or service offering, or network, those who solely engage with the Association in that manner shall not have any of the rights or obligations of a Member of the Association for the purposes of these Rules or the law, unless the person is also a Member in accordance with these Rules.

12. When Membership Ceases

(a) A person ceases to be a Member when any of the following takes place:

(i) For a Member who is an individual, the individual dies.

(ii) For a Member who is a body corporate, the entity is deregistered.

(iii) The person resigns as a Member of the Association under Rule 13.

(iv) The person is expelled from the Association under Rule 18.

(v) The person ceases to be a Member under Rule 15(d), except where the person is a Life Member.

(vi) The Member becomes of unsound mind or a person whose person or estate is liable to dealt with in any way under a law related to mental health.

(vii) Where a Playing Associate Member ceases to be either a Junior Player or a Senior Player they shall cease to be a Playing Associate Member upon the expiry of 4 weeks' notice from the Secretary confirming the same without evidence being provided to the contrary by any Members to the Secretary. To avoid doubt, where a Junior Player ceases to be a Junior Player solely because they reach the age of 18 years, and they become a Senior Player, their Associate Membership shall not cease.

(viii) Where an Affiliated Club Member ceases to have any Junior Teams or Senior Teams, the Affiliated Club Member's Membership shall cease to apply upon the expiry of 4 weeks' notice from the Secretary confirming the same without evidence being provided to the contrary by any Members to the Secretary.

(ix) Where a Coaching Associate Member ceases to be either a Junior Coach or Senior Coach, they shall cease to be a Coaching Associate Member upon the expiry of 4

weeks' notice from the Secretary confirming the same without evidence being provided to the contrary by any Members to the Secretary. To avoid doubt, where a Junior Coach ceases to be a Junior Coach solely because they reach the age of 18 years, and they become a Senior Coach, their Associate Membership shall not cease.

(x) Where an Employee Associate Member ceases to be an Employee of the Association in the relevant Financial Year, the Employee Associate Member shall cease to be an Associate Member upon the expiry of 4 weeks' notice from the Secretary confirming the same without evidence being provided to the contrary by any Members to the Secretary.

(xi) If they have not responded within three months to a written request from the Secretary that they confirm in writing that they want to remain a Member.

(b) The Secretary must keep a record, for at least one year after a person ceases to be a Member, of:

(i) the date on which the person ceased to be a Member, and

(ii) the reason why the person ceased to be a Member.

13. Resignation

(a) A Member may resign from Membership of the Association by giving written notice of the resignation to the Secretary.

(b) A Member's resignation takes effect:

(i) when the Secretary receives the notice or

(ii) if a later time is stated in the notice, at that later time.

(c) A person who has resigned from Membership of the Association remains liable for any fees that are owed to the Association (the owed amount) at the time of resignation. The owed amount may be recovered by the Association in a court of competent jurisdiction as a debt due to the Association.

14. Rights and obligations of Members

(a) The rights of a Member include (among others):

(i) to be notified of and participate at a General Meeting, ask questions and express views and comments on the Association's activities and finances, subject to the authority of the Chairperson

(ii) to receive information on the Association's activities and finances in accordance with these Rules and the Act

(iii) for Voting Members, **Full Voting Rights**, including:

(1) to vote at a General Meeting on all matters requiring a decision, in person or by proxy, by any method, including on a show of hands or by poll

(2) to vote by special resolution on amending the Rules, changes to legal form, and the merger, amalgamation, winding up or dissolution of the Association

(3) where they are an individual and not a body corporate, to be nominated and elected as a Director (subject to meeting the eligibility requirements and the requirements of the Rules and the Act)

(4) to vote on resolutions to elect or remove a Director, Auditor or Reviewer, in accordance with the Rules and the Act and

(5) to request that a General Meeting be called including for the purpose of considering a resolution as part of that request, or to request that a matter be adjourned, or to demand a poll, in accordance with these Rules and the Act and

(iv) to lodge a complaint with the Board and have the complaint responded to.

(b) The rights of a Member are not transferable and end when Membership ceases.

(c) Members have the following obligations (among others):

(i) to support the interests and activities of the Association, and to respect the decisions of the Association and the Board where these interests, activities and/or decisions are compliant with the terms of these Rules

(ii) to comply with the Rules

(iii) to act in accordance with the reasonable policies and decisions of the Association

(iv) to not claim (directly or indirectly) that the Member speaks on behalf of the Association

(v) to preserve and not infringe, or procure any other person to infringe, the confidentiality, intellectual property, or other property rights and interests of the Association

(vi) to act in a manner consistent with preserving the good reputation and standing of the Association and

(vii) to avoid abusing their status as a Member in particular with respect to personal benefits or advantages.

Division 2 — Fees

15. Membership Fees

(a) The Voting Members of the Association, pursuant to an ordinary resolution at an Annual General Meeting, may, on and subject to the recommendation of the Board, approve a Membership Fee (if any, including any variations to a Membership Fee) to be paid for Membership of the Association save that this Subrule (a) does not oblige the Association to charge any fees for Membership. Where a Membership Fee, or a variation to a Membership Fee, is approved by the Association, the Board shall promptly publish the Membership Fee. Where approval is not given at an AGM for a Membership Fee or a variation to a Membership Fee, the previously applicable Membership Fee shall continue to apply.

(b) The Board may recommend different fees for different classes of Membership for the approval of members under Rule 15(a). This Rule 15 does not oblige the Board to make a recommendation to vary, revoke or propose a new Membership Fee for members to approve at an Annual General Meeting if the Board does not consider it in the interests of the Association to do so.

(c) Notwithstanding Rule 15(a), the Board retains a discretion to waive the payment of a Membership Fee where the Board resolves that exceptional circumstances, including due to financial hardship, exist, or that it is otherwise in the interests of the Association to do so.

(d) Any Membership Fee must be paid to the Association in the manner that the Board determines:

(i) by an Applicant for Membership, on application or

(ii) by any existing Member, prior to the end of the current Financial Year unless determined otherwise by the Board,

(**Membership Fee Due Date**).

(e) If an existing Member has not paid the Membership Fee within the period of 3 months following the Membership Fee Due Date, the Member ceases to be a Member on the expiry of that period.

(f) If a person who has ceased to be a Member under Subrule (e) offers to pay the Membership Fee after the period referred to in that Subrule has expired:

(i) the Board may, in its discretion, accept that payment, and

(ii) if the payment is accepted, the person's Membership is reinstated from the date the payment is accepted.

Division 3 — Register of Members

16. Register of Members

16.1 Secretary to keep Register

(a) The Secretary, or another person authorised by the Board, is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the Register of Members and record in that Register any change in the Membership of the Association.

(b) In addition to the matters referred to in section 53(2) of the Act, the Register of Members must include the class of membership (if applicable) to which each Member belongs and the date on which each Member becomes a Member.

(c) The Register of Members must be kept at the Association's registered office, or at another place determined by the Board.

16.2 Inspection of Register

(a) A Member who wishes to inspect the Register of Members must contact the Secretary to make the necessary arrangements.

(b) If:

(i) a Member inspecting the Register of Members wishes to make a copy of, or take an extract from, the Register of Members under section 54(2) of the Act, or

(ii) a Member makes a written request under section 56(1) of the Act to be provided with a copy of the Register of Members,

the Board may require the Member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose relates to the affairs of the Association.

16.3 Right of Basketball WA to access Register of Members

(a) Subject to the limitations contained in the Act, the Privacy Act 1988 (Cth) or any other applicable laws, the Association shall provide a copy of the Register of Members to Basketball WA at a time and in a form acceptable to Basketball WA and shall provide regular updates of the Register of Members to Basketball WA. Basketball WA may use the information contained in the Register of Members and the Register itself, to further the Objects of Basketball WA, subject to Basketball WA complying with the Act, the Privacy Act 1988 (Cth) or any other applicable laws, and taking reasonable steps to protect the confidentiality, privacy and security of the information contained in the Register of Members.

(b) The Association may enter into an agreement with Basketball WA to have Basketball WA administer the whole or parts of the Register of Members on the Association's behalf, subject to Basketball WA complying with the Act, the Privacy Act 1988 (Cth) or any other applicable laws, and Basketball WA taking reasonable steps to protect the confidentiality, privacy and security of the information contained in the Register of Members.

PART 4 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION

Division 1 — Term used

17. Term used: Member

In this Part:

Member, in relation to a Member who is expelled from the Association, includes a former Member.

Division 2 — Disciplinary action

18. Suspension or Expulsion of Members

(a) The Board may decide to suspend a Member's Membership or to expel a Member from the Association if:

(i) The Member contravenes any of these Rules or the By-laws, policies or procedures of the Association, or those of Basketball WA which apply to the Association, or

(ii) The Member acts detrimentally to the interests of the Association or the sport of basketball.

(b) The Secretary must give the Member written notice of the proposed suspension or expulsion at least 28 days before the Board Meeting at which the proposal is to be considered by the Board.

(c) The notice given to the Member must state:

(i) when and where the Board Meeting is to be held

(ii) the grounds on which the proposed suspension or expulsion is based, and

(iii) that the Member, or the Member's representative, may attend the Board Meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or expulsion.

(d) At the Board Meeting, the Board must:

(i) give the Member, or the Member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or expulsion

(ii) give due consideration to any submissions so made, and

(iii) decide:

(1) whether or not to suspend the Member's Membership and, if the decision is to suspend the Membership, the period of suspension, or

(2) whether or not to expel the Member from the Association.

(e) A decision of the Board to suspend the Member's Membership or to expel the Member from the Association under Subrule (d) takes immediate effect.

(f) The Board must give the Member written notice of the Board's decision, and the reasons for the decision, within 7 days after the Board Meeting at which the decision is made.

(g) A Member whose Membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Board's decision under Subrule (f), give written notice to the Secretary requesting the appointment of a mediator under Rule 26.

(h) If notice is given under Subrule (g), the Member who gives the notice, and the Board, are the parties to the mediation.

19. Consequences of Suspension

(a) During the period a Member's Membership is suspended, the Member:

(i) loses any rights (including, in respect of a Voting Member, their Full Voting Rights, as applicable) arising as a result of Membership,

(ii) is not entitled to a refund, rebate, relief, or credit for Membership Fees paid, or payable, to the Association, and

(iii) is not entitled to any benefits of Membership and may be banned from attending any of the Association's competitions, meetings, offices, premises, activities, or events.

(b) When a Member's Membership is suspended, the Secretary must record in the Register of Members:

(i) that the Member's Membership is suspended

(ii) the date on which the suspension takes effect, and

(iii) the period of the suspension.

(c) When the period of a Member's suspension ends, the Secretary must record in the Register of Members that the Member's Membership is no longer suspended.

Division 3 — Resolving Disputes

20. Terms used

In this Division:

grievance procedure means the procedures in this Division.

party to a dispute includes a person:

(a) who is a party to the dispute and

(b) who ceases to be a Member within 6 months before the dispute.

21. Application of Division

The procedure in this Division (the grievance procedure) applies to disputes:

(a) between Members or

(b) between one or more Members and the Association.

22. Parties to Attempt to Resolve Dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of the parties.

23. How Grievance Procedure is Started

(a) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 22, any party to the dispute may start the grievance procedure by giving written notice to the Secretary of:

  (i) the parties to the dispute, and

  (ii) the matters that are the subject of the dispute.

(b) Within 28 days after the Secretary is given the notice, a Board Meeting must be convened to consider and determine the dispute.

(c) The Secretary must give each party to the dispute written notice of the Board Meeting at which the dispute is to be considered and determined at least 7 days before the Meeting is held.

(d) The notice given to each party to the dispute must state:

(i) when and where the Board Meeting is to be held, and

(ii) that the party, or the party's representative, may attend the Meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute.

(e) If:

(i) the dispute is between one or more Members, and the Association, and

(ii) any party to the dispute gives written notice to the Secretary stating that the party:
(1) does not agree to the dispute being determined by the Board, and
(2) requests the appointment of a mediator under Rule 26,

the Board must not determine the dispute.

24. Determination of Dispute by Board

(a) At the Board Meeting at which a dispute is to be considered and determined, the Board must:

(i) give each party to the dispute, or each party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute

(ii) give due consideration to any submissions so made, and

(iii) determine the dispute, subject to Subrule (c).

(b) The Board must give each party to the dispute written notice of the Board's determination, and the reasons for the determination, within 7 days after the Board Meeting at which the determination is made.

(c) A party to the dispute may, within 14 days after receiving notice of the Board's determination under Subrule (a)(iii), give written notice to the Secretary requesting the appointment of a mediator under Rule 26.

(d) If notice is given under Subrule (c), each party to the dispute agrees to resolve the dispute via mediation, and each party to the dispute is a party to the mediation.

Division 4 — Mediation

25. Application of Division

(a) This Division applies if written notice has been given to the Administrator requesting the appointment a mediator:

(i) by a Member under Rule 18(g) or

(ii) by a party to a dispute under Rule 23(e)(ii)(2) or 24(c).

(b) If this Division applies, a mediator must be chosen or appointed under Rule 26.

26. Appointment of Mediator

(a) The mediator must be a person chosen:

(i) if the appointment of a mediator was requested by a Member under Rule 18(g), by agreement between the Member and the Board, or

(ii) if the appointment of a mediator was requested by a party to a dispute under Rule 23(e)(ii)(2) or 24(c), by agreement between the parties to the dispute.

(b) If there is no agreement for the purposes of Subrules (a)(i) or (ii), then, subject to Subrules (c) and (d), the Board must appoint the mediator.

(c) The person appointed as mediator by the Board must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by:

(i) a Member under Rule 18(g)

(ii) a party to a dispute under Rule 23(e)(ii)(2), or

(iii) a party to a dispute under Rule 24(c) where the dispute is between one or more Members, and the Association.

(d) The person appointed as mediator by the Board may be a Member or former Member of the Association but must not:

(i) have a personal interest in the matter that is the subject of the mediation, or

(ii) be biased in favour of or against any party to the mediation.

27. Mediation Process

(a) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.

(b) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.

(c) In conducting the mediation, the mediator must:

(i) give each party to the mediation every opportunity to be heard

(ii) allow each party to the mediation to give due consideration to any written statement given by another party, and

(iii) ensure that natural justice is given to the parties to the mediation throughout the mediation process.

(d) The mediator cannot determine the matter that is the subject of the mediation.

(e) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.

(f) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

28. If Mediation Results in Decision to Suspend or Expel Member Being Revoked

If:

(a) mediation takes place because a Member whose Membership is suspended or who is expelled from the Association gives notice under Rule 18(g), and

(b) as the result of the mediation, the decision to suspend the Member's Membership or expel the Member is revoked,

that revocation does not affect the validity of any decision made by the Association, including at a Board Meeting or General Meeting, during the period of suspension or expulsion.

PART 5 — BOARD

Division 1 — Powers of Board

29. Role of the Board

(a) The Board of Directors are the persons who have the power to manage and direct the activities of the Association to achieve its Objects.

(b) Subject to the Act, these Rules, the By-laws, and any resolution passed at a General Meeting, the Board has the power to do all things necessary or convenient to be done for the proper management of the Association and has all the powers of the Association except for powers that, under the Act or these Rules, may only be exercised by Members.

(c) The Board must take all reasonable steps to ensure that the Association complies with the Act, these Rules and the By-laws.

(d) The Board must decide on the responsible financial management of the Association including:

(i) any suitable delegations of power, and

(ii) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.

(e) The Directors may exercise all of the powers of the Association to:

(i) borrow or raise money

(ii) charge any property or business of the Association, and

(iii) give any security for a debt, liability or obligation of the Association.

(f) The Directors cannot remove a Director, Auditor or Reviewer. Directors, Auditors and Reviewers may only be removed by a resolution at a General Meeting.

(g) The Directors must comply with their duties as directors under the Act, and any other applicable laws and common law (judge-made law), including:

(i) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the Association

(ii) to act in good faith in the best interests of the Association and to further the objects of the Association

(iii) not to misuse their position as a Director

(iv) not to misuse information they gain in their role as a Director

(v) to disclose any perceived or actual material conflicts of interest in the manner set out in Rule 52

(vi) to ensure that the financial affairs of the Association are managed responsibly, and

(vii) not to allow the Association to operate while it is insolvent.

(h) The Board:

(i) will manage the Association for the collective and mutual benefit of the Members, and the sport of basketball

(ii) will administer the Association in accordance with the Objects

(iii) will develop a strategic plan and business plan for the Association

(iv) will review the Association's performance in achieving its strategic and business plan objectives

(v) will ensure an appropriate risk management framework is in place

(vi) will have a good working knowledge of these Rules, the policies of the Association and the duties of all Office Holders and Subcommittees

(vii) will ensure the Association meets its financial obligations and remains solvent at all times, and

(viii) will comply with any code of conduct, Board charter, By-laws, policies and procedures of the Association.

Division 2 — Composition of Board and Office Holders

30. Board Composition

30.1 Minimum, maximum, roles and eligibility

(a) The Board of Directors shall consist of a minimum of three and a maximum of twelve Directors.

(b) The Board of Directors shall consist of up to 10 Elected Directors and up to 2 Appointed Directors.

(c) The Board of Directors shall include the following Office Holders appointed by the Board of Directors from the Elected Directors in accordance with Rule 30.2:

(i) Chairperson

(ii) Deputy Chairperson, and

(iii) Director of Finance.

(d) Subject to section 39 of the Act, a person may be an Elected Director if the person:

(i) is an individual who has reached at least 18 years of age;

~~(ii) is an Ordinary Member~~

~~(iii)~~(ii) has a current Director ID;

~~(iv)~~(iii) is not ineligible to be a director or manager of a body corporate under the Act or any other law governing incorporated bodies;

~~(v)~~(iv) gives the Association their signed consent to act as a Director of the Association before their appointment; ~~,~~ and

~~(vi)~~(v) would not by their appointment cause the Association to contravene Rules 30.1(a), 30.1(b) and 39.

(e) A person must not hold 2 or more of the offices mentioned in Subrule (c) at the same time.

30.2 Office Holders of the Association

(a) The Chairperson shall be appointed by the Board from the Elected Directors as soon as practicable after each Annual General Meeting. The appointee will hold the position until the conclusion of the next Annual General Meeting following his or her appointment. An Elected Director may be re-appointed as Chairperson.

(b) The Deputy Chairperson shall be appointed by the Board from the Elected Directors as soon as practicable after each Annual General Meeting. The appointee will hold the position until the conclusion of the next Annual General Meeting following his or her appointment. An Elected Director may be re-appointed as Deputy Chairperson.

(c) The Director of Finance shall be appointed by the Board from the Elected Directors as soon as practicable after each Annual General Meeting. The appointee will hold the position until the conclusion of the next Annual General Meeting following his or her appointment. An Elected Director may be re-appointed as Director of Finance.

(d) The Office Holders of the Association are to work collaboratively together, and with the Administrator, ensuring they meet regularly with the Administrator to address matters which arise between Board Meetings and may be of a routine or urgent nature.

31. Appointed Directors

31.1 Term of Appointment

(a) The Board may, pursuant to a unanimous resolution, appoint up to two Appointed Directors to serve on the Board for a term of one year.

(b) An Appointed Director may be appointed for a further term of one year in each instance, provided they do not serve more than 3 consecutive terms at any time.

(c) If the Board is to add Appointed Directors to the Board, this is to be done at the first Board Meeting held following an Annual General Meeting in accordance with these Rules.

31.2 Qualifications for an Appointed Director

(a) An Appointed Director must:

(i) Be an individual who is at least 18 years of age

(ii) have a current Director ID

(iii) not be ineligible to be a director of a body corporate under the act or any other law governing incorporated bodies

(iv) give the Association their signed consent to act as a Director of the Association before their appointment

(v) would not by their appointment cause the Association to contravene Rules 30.1 and 31.1(b)

(vi) have specific skills in either corporate governance, commerce, finance accounting, marketing, law, or business management or such other skills which complement the current Board composition, but they need not have experience in or exposure to basketball, and

(vii) not be an Employee, Auditor or Reviewer of the Association.

(b) An Appointed Director does not have to be a Member, but can be a Member.

32. Chairperson

The Chairperson shall:

(a) represent the Association in public forums and in the media

(b) perform and exercise the powers and duties relating to convening and presiding at Board Meetings and presiding at General Meetings provided for in these Rules and all other duties as ordinarily pertain to the office of Chairperson

(c) be well informed of all the Association's activities

(d) be knowledgeable of the future directions and plans of the Association

(e) foster a strong working relationship with local government, affiliated associations, Basketball WA, and other sporting clubs

(f) represent the Association at local, regional, and state levels

(g) be the nominated delegate of the Association in exercising the rights and powers of the

Association on its behalf as an affiliate of Basketball WA, including voting rights, in accordance with the Association's instructions and interests

(h) be a supportive leader for all Members

(i) promote and facilitate Association activities

(j) ensure the planning for the future of the Association is carried out in accordance with the Objects and the strategic and business plan while also ensuring the strategic and business plan is reviewed regularly, and

(k) consult with the Secretary and Administrator regarding the business to be conducted at each Board Meeting and General Meeting.

33. Deputy Chairperson

The Deputy Chairperson shall:

(a) attend Board Meetings

(b) assist the Chairperson in carrying out his or her duties

(c) assume the duties of the Chairperson in his or her absence

(d) devote time with each Director to maintain a sound understanding of the running of the Association and assist other Directors with their duties as required

(e) be aware of the future direction and plans of the Association and act as a planning coordinator, and

(f) perform other duties as may be prescribed by these Rules or the Board for the role of Deputy Chairperson.

34. Director of Finance

(a) The Director of Finance shall:

(i) oversee all financial matters as carried out as part of the financial duties assigned to the Administrator, or another person as directed by the Board, including to:

(1) ensure any amounts payable to the Association are collected and issue receipts for those amounts in the Association's name

(2) ensure any amounts paid to the Association are credited to the appropriate account of the Association as directed by the Board

(3) ensure any payments to be made by the Association that have been authorised by the Board or at a General Meeting are made on time

(4) ensure the Association complies with the relevant requirements of Part 5 of

the Act and

(5) ensure the safe custody of the Association's Financial Records, Financial Statements, and Financial Reports, as applicable to the Association

(ii) if the Association is a Tier 1 association, coordinate the preparation of the Association's Financial Statements before their submission to the Association's Annual General Meeting

(iii) if the Association is a Tier 2 association or Tier 3 association, coordinate the preparation of the Association's Financial Report before its submission to the Association's Annual General Meeting

(iv) provide any assistance required by an Auditor or Reviewer conducting an audit or review of the Association's Financial Statements or Financial Report under Part 5 Division 5 of the Act

(v) perform other duties as may be prescribed under these Rules or by the Board for the role of Director of Finance, and

(vi) work within the Board charter and Board code of conduct as devised by the Board, while also ensuring budgeting and reporting is carried out in accordance with the Objects and strategic plan of the Association.

(b) With effect from the date that these Rules are adopted, the 'Treasurer' of the Association shall be deemed to be the Director of Finance.

35. Administrator

(a) The Board may appoint a person to the position of administrator, manager, chief executive officer, general manager or similar (**Administrator**) of the Association for the period and on the terms (including as to remuneration) as the Board sees fit, provided they are reasonable commercial terms.

(b) The Administrator must not be a Voting Member, Director, Auditor or Reviewer of the Association.

(c) The Board may assign to the Administrator such authorities, powers and responsibilities as the Board considers appropriate in the circumstances.

(d) The Board may delegate any of their powers to the Administrator as they think fit provided such delegation is recorded as a resolution of the Board and the Administrator:

(i) acts in accordance with the terms of that delegation and any associated directions given by the Board, and otherwise in accordance with applicable laws and these Rules and

(ii) maintains records of, and provides reports to the Board regarding, actions taken in

exercise of that delegation and whether or when such delegation has been discharged or has expired.

(e) The Board may terminate the appointment of the Administrator in accordance with and subject to the terms of any employment agreement.

(f) The termination of the Administrator's appointment shall be reported to Members, either at the next General Meeting or by public notice, subject to any legal duties under the employment agreement or at law.

Division 3 — Election of Directors and Term of Office

36. How ~~Members~~ Persons become Directors

~~An Ordinary Member becomes a~~A person becomes a Director if~~ they~~~~the Ordinary Member~~:

(a) ~~is~~ are elected to the Board at the Annual General Meeting under Rule 38;

(b) ~~is~~ are appointed ~~to the Board~~ by the Board to fill a casual vacancy under Rule 42; or

(c) ~~is~~ are appointed to the Board under Rule 31, without limiting Rule 31.2(b).

37. Nomination of Directors

(a) At least 42 days before an Annual General Meeting, the Secretary must send written notice to all the Members:

(i) calling for nominations ~~by Ordinary Members~~ for election to the Board; and

(ii) stating the date by which nominations must be received by the Secretary to comply with Subrule (b).

(b) A~~n Ordinary Member~~ person who wishes to be considered for election to the Board at the Annual General Meeting must nominate for election by sending written notice of the nomination to the Secretary at least 28 days before the Annual General Meeting.

(c) The written notice under Subrule (b) must include a statement by ~~another~~ a Voting Member in support of the nomination.

(d) A ~~Member~~ person whose nomination does not comply with this Rule is not eligible for election to the Board.

38. Election of Elected Directors

(a) At the Annual General Meeting, the Association may decide by resolution the number of Elected Directors to ~~hold office for the next year.~~be filled by election at that meeting. This determination is subject to the composition limits in Rule 30.1(a) and (b) and the retirement requirements in Rule 39.

(b) If the number of ~~Ordinary Members~~ persons nominating for the position of Elected Director is not greater than the number to be elected, the Chairperson of the Meeting:

(i) must declare each of those ~~Ordinary Members~~ persons to be elected to the position, and

(ii) will declare that any vacant position will be considered a casual vacancy under Rule 42 and will be considered by the Board at its next Board Meeting.

(c) If the number of ~~Ordinary Members~~ persons nominating for the position of Elected Director is greater than the number to be elected, the Voting Members at the Meeting must vote to decide the ~~Ordinary Members~~ persons who are to be elected to the position of Elected Director in accordance with procedures that have been determined by the Board.

(d) ~~An Ordinary Member who has nominated for the position of Elected Director may vote in accordance with that nomination, including voting for himself or herself~~.

39. Term of office

(a) The term of office of a Director begins when the Director:

(i) is elected at an Annual General Meeting or under Rule 38;

(ii) is appointed as a Director under Rule 31; or

(iii) is appointed to fill a casual vacancy under Rule 42,

and ends at the end of the Annual General Meeting at which they retire.

(b) At each Annual General Meeting:

(i) any Director appointed to fill a casual vacancy or as an Appointed Director must retire and

(ii) commencing on the first Annual General Meeting after these Rules are adopted, at least one third of the remaining Directors must retire, comprising those who have been longest in office since last being elected and, where elected on the same day, the directors to retire shall be decided by lot unless they agree otherwise.

(c) Except as provided in Rules 31, 39(b), 39(d) and 42, an Elected Director must retire at least once every three years from the date of election unless otherwise resolved by the Voting Members by passing an ordinary resolution.

(d) A Director appointed to fill a vacancy holds office for the unexpired period of the vacancy until the next Annual General Meeting following their appointment.

(e) An Elected Director may nominate for re-election.

40. Resignation and Removal from Office

(a) A Director may resign from the Board by written notice given to the Secretary.

(b) The resignation takes effect:

(i) when the notice is received by the Secretary or

(ii) if a later time is stated in the notice, at the later time.

(c) At a General Meeting, the Association may by resolution remove a Director from office and elect a~~n Ordinary Member~~ person who is eligible under these Rules to fill the vacant position, subject to Rule 31. If a Director is so removed, and no replacement Director is appointed by the Association in General Meeting, the office of the Director shall be filled in accordance with the procedure set out in Rule 42.

(d) A Director who is the subject of a proposed resolution under Subrule (c) may make written representations (of a reasonable length) to the Secretary and may ask that the representations be provided to the Members.

(e) The Secretary or Chairperson may give a copy of the representations to each Member or, if they are not so given, the Director may require them to be read out at the General Meeting at which the resolution is to be considered.

41. When Directorship Ceases

A person ceases to be a Director if the person:

(a) Dies; ~~or otherwise ceases to be a Member~~

(b) resigns from the Board or is removed from office under Rule 40 ;

(c) becomes ineligible to accept an appointment or act as a Director under section 39 of the Act;

(d) becomes permanently unable to act as a Director because of a mental or physical disability;

(e) fails to attend 3 consecutive Board Meetings, of which the person has been given notice, without having notified the Board that the person will be unable to attend, or fails to attend at least 50 percent of Board Meetings in a 12-month period;

(f) is an Employee of the Association; or

(g) becomes bankrupt or makes any arrangement or composition with his or her creditors generally.

42. Filling Casual Vacancies

(a) The Board may appoint a~~n Ordinary Member~~person who is eligible under Rule 30 to fill a position on the Board that:

(i) has become vacant under Rule 40; or

(ii) was not filled by election at the most recent Annual General Meeting or under Rule 40(c).

(b) If the position of Secretary becomes vacant, the Board will ensure that the responsibilities of the Secretary are fulfilled until the role is filled.

(c) Subject to the requirement for a quorum under Rule 49, the Board may continue to act despite any vacancy in its membership.

(d) If there are fewer Directors than required for a quorum under Rule 49, the Board may act only for the purpose of:

(i) appointing Directors under this Rule or

(ii) convening a General Meeting.

43. Validity of Acts

(a) The acts of a Board or Subcommittee, or of a Director or Member of a Subcommittee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a Director or Member of a Subcommittee.

44. Payments to Directors

(a) In this Rule:

(i) **Director** includes a Member of a Subcommittee and

(ii) **Board Meeting** includes a Meeting of a Subcommittee.

(b) A Director is entitled to be paid out of the funds of the Association for any out-of-pocket expenses for travel and accommodation properly incurred:

(i) in attending a Board Meeting

(ii) in attending a General Meeting or

(iii) otherwise in connection with the Association's business.

Division 4 — Board Meetings

45. Board Meetings

(a) The Board must meet at least eight times in each year on the dates and at the times and places determined by the Board.

(b) The date, time, and place of the first Board Meeting must be determined by the Directors as soon as practicable after the Annual General Meeting at which the Directors are elected.

(c) Special Board Meetings may be convened by the Chairperson or any two Directors, with the Meeting to be held in accordance Rule 47.

46. Notice of Board Meetings

(a) Unless all Directors agree to hold a Board Meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence), notice of each Board Meeting must be given to each Director at least 48 hours before the time of the Board Meeting.

(b) The notice must state the date, time and place of the Board Meeting and must describe the general nature of the business to be conducted at the Board Meeting.

(c) Unless Subrule (d) applies, the only business that may be conducted at the Board Meeting is the business described in the notice.

(d) Urgent business that has not been described in the notice may be conducted at the Board Meeting if the Directors at the Board Meeting unanimously agree to treat that business as urgent.

47. Procedure and Order of Business

(a) The Chairperson or, in the Chairperson's absence, the Deputy Chairperson, must preside as Chairperson of each Board Meeting.

(b) If the Chairperson and Deputy Chairperson are absent or are unwilling to act as Chairperson of a Board Meeting, the Directors at the Board Meeting must choose one of them to act as Chairperson of the Board Meeting.

(c) The procedure to be followed at a Board Meeting must be determined from time to time by the Board.

(d) The order of business at a Board Meeting may be determined by the Directors at the Board Meeting.

(e) A Member or other person who is not a Director may attend a Board Meeting as an observer if invited to do so by the Board.

(f) A person invited under Subrule (e) to attend a Board Meeting:

(i) has no right to any agenda, minutes or other document circulated at the Board Meeting and

(ii) must not comment about any matter discussed at the Board Meeting unless invited by the Board to do so and

(iii) cannot vote on any matter that is to be decided at the Board Meeting.

48. Use of Technology to be present at Board Meetings

(a) The presence of a Director at a Board Meeting need not be by attendance in person but may be by that Director and each other Director at the Board Meeting being simultaneously in contact by telephone or other means of instantaneous communication.

(b) A Director who participates in a Board Meeting as allowed under Subrule (a) is taken to be present at the Board Meeting and, if the Director votes at the Board Meeting, the Director is taken to have voted in person.

49. Quorum for Board Meetings

(a) The attendance of at least fifty (50) percent of all Directors shall constitute a quorum at any meeting of the Board.

(b) Subject to Rule 42(d), no business is to be conducted at a Board Meeting unless a quorum is present.

(c) If a quorum is not present within 30 minutes after the notified commencement time of a Board Meeting:

(i) in the case of a special Board Meeting, the Board Meeting lapses or

(ii) otherwise, the Board Meeting is adjourned to the same time, day, and place in the following week.

(d) If:

(i) a quorum is not present within 30 minutes after the commencement time of a Board Meeting held under Subrule (c)(ii) and

(ii) at least 2 Directors are present at the Board Meeting,

those Directors present are taken to constitute a quorum.

50. Voting at Board Meetings

(a) Each Director present at a Board Meeting has one vote on any question arising at the Board Meeting.

(b) A motion is carried if a majority of the Directors present at the Board Meeting vote in favour of the motion.

(c) If the votes are divided equally on a question, the Chairperson of the Board Meeting has a second or casting vote.

(d) A vote may take place by the Directors present indicating their agreement or disagreement or by a show of hands, unless the Board decides that a secret ballot is needed to determine a particular question.

(e) If a secret ballot is needed, the Chairperson of the Board Meeting must decide how the ballot is to be conducted.

51. Minutes of Board Meetings

(a) The Board must ensure that minutes are taken and kept of each Board Meeting.

(b) The minutes must record the following:

(i) the names of the Directors present at the Board Meeting

(ii) the name of any person attending the Board Meeting under Rule 47(e)

(iii) the business considered at the Board Meeting and

(iv) any motion on which a vote is taken at the Board Meeting and the result of the vote.

(c) The minutes of a Board Meeting must be entered in the Association's minute book within 30 days after the Board Meeting is held.

(d) The Chairperson must ensure that the minutes of a Board Meeting are reviewed and signed as correct by:

(i) the Chairperson of the Board Meeting or

(ii) the Chairperson of the next Board Meeting.

(e) When the minutes of a Board Meeting have been signed as correct, they are, until the contrary is proved, evidence that:

(i) the Board Meeting to which the minutes relate was duly convened and held

(ii) the matters recorded as having taken place at the Board Meeting took place as recorded and

(iii) any appointment purportedly made at the Board Meeting was validly made.

52. Conflicts

52.1 Directors' Interests

A Director is disqualified from:

(a) holding any place of profit or position of employment in the Association or in any company or incorporated association in which the Association is a shareholder and

(b) any contract or arrangement entered into by or on behalf of the Association in which any Director has a material personal interest they have not declared, may disqualify the Director and they agree to indemnify the Association against any losses or costs of terminating that contract.

52.2 Conflict of Interest

(a) A Director must immediately disclose to the Board and to the next General Meeting the nature and extent of any material personal interest he or she has in any matter being considered at a Board Meeting (or that is proposed pursuant to a written resolution), including without limitation a contract or proposed contract, financial matter, selection matter or disciplinary matter.

(b) Subject to Rule 52.2(d), or as otherwise permitted under the Act, each Director who has a material personal interest in a matter that is being considered at a meeting of Directors (or that is proposed in a written resolution) must not:

(i) be present at the meeting while the matter is being discussed or

(ii) vote on the matter.

(c) In the event of any uncertainty as to whether it is necessary for a Director to absent himself or herself from discussions and refrain from voting, the Director may only be present and vote if the directors who do not have a material personal interest in the matter pass a unanimous

resolution that identifies the director, the nature and extent of the interest and how it relates to the affairs of the Association, and says those Directors are satisfied the interest should not stop the Director from being present or voting. If no such decision is made, the matter shall be adjourned or deferred.

(d) A Director with a material personal interest in a matter may still be present and vote if:

(i) their interest arises because they are a Member of the Association, and the other Members (or a substantial proportion of them) have the same interest

(ii) their interest relates to an insurance contract that insures, or would insure, the Director against liabilities that the Director incurs as a Director of the Association to the extent permissible by law

(iii) their interest relates to a payment by the Association pursuant to an indemnity granted to Directors under these Rules to the extent permitted under the Act or other applicable laws or

(iv) the Act and any other applicable laws permit the Director to be present and/or vote.

52.3 Disclosure of Interests

The nature and extent of the Director's material personal interest in a matter and how it relates to the affairs of the Association must be disclosed by the Director at the Board Meeting at which the contract or other matter is first taken into consideration if the interest then exists or otherwise at the first meeting of the Board after the acquisition of the interest. If a Director becomes interested in a contract or other matter involving the Association after it is made or entered into, the declaration of the interest must be made at the first Board Meeting held after the Director becomes so interested.

52.4 General Disclosure

A general notice given to the Association that a Director is a member of any specified firm or company and is regarded as interested in all transactions with that firm or company is a sufficient declaration for the purposes of Rule 52.3 relating to the Director and those transactions. After such general notice, it is not necessary for the Director to give a special notice relating to any particular transaction with that firm or company.

52.5 Recording Disclosures

It is the duty of the Secretary, or any other authorised person, to record in the minutes any declaration made or any general notice given by a Director in accordance with Rule 52.

Division 5 — Sub-committees and Delegation

53. Subcommittees and related office holders

(a) To help the Board in the conduct of the Association's business, the Board may, in writing, do either or both of the following:

(i) establish one or more Subcommittees and

(ii) appoint one or more office holders in respect of the Subcommittees and appoint people to those positions, such as a chairperson or deputy chairperson of the Subcommittee.

(b) A Subcommittee may consist of the number of people, whether or not Members, that the Board considers appropriate.

(c) A person may be appointed to be an office holder of a Subcommittee whether or not the person is a Member.

(d) Subject to any directions given by the Board:

(i) a Subcommittee may meet and conduct business as it considers appropriate and

(ii) an office holder in respect of a Subcommittee may carry out the functions given to the holder as the holder considers appropriate.

54. Delegation to Subcommittees and related office holders and others

(a) In this Rule 54:

Non-delegable duty means a duty imposed on the Board by the Act or another written law.

(b) The Board may, in writing, delegate to a Subcommittee or an office holder of a Subcommittee or a Director, or the Administrator or any other person, as they consider appropriate, the exercise of any power or the performance of any duty of the Board other than:

(i) the power to delegate or

(ii) a non-delegable duty.

(c) A power or duty, the exercise or performance of which has been delegated must be exercised or performed by delegee in accordance with the terms of the delegation.

(d) The delegation may be made subject to any conditions, qualifications, limitations, or exceptions that the Board specifies in the document by which the delegation is made.

(e) The delegation does not prevent the Board from exercising or performing at any time the power or duty delegated.

(f) Any act or thing done by a Subcommittee or by an office holder of a Subcommittee, under and

in accordance with the delegation has the same force and effect as if it had been done by the Board.

(g) A power or duty of the Board may be delegated for such time as determined by the Board and the Board may, in writing, amend or revoke the delegation at any time.

(h) The delegation of a power or duty of the Board must be recorded in the Association's minute book.

PART 6 — GENERAL MEETINGS OF ASSOCIATION

55. Annual General Meeting

(a) The Board must determine the date, time and place of the Annual General Meeting.

(b) If it is proposed to hold the Annual General Meeting more than 6 months after the end of the Association's Financial Year, the Administrator must apply to the Commissioner for permission under section 50(3)(b) of the Act within 4 months after the end of the financial year.

(c) The ordinary business of the Annual General Meeting is as follows:

(i) to confirm the minutes of the previous Annual General Meeting and of any special General Meeting held since then if the minutes of that Meeting have not yet been confirmed

(ii) to receive and consider:

(1) the Board's annual report on the Association's activities during the preceding Financial Year

(2) if the Association is a Tier 1 association, the Financial Statements of the Association for the preceding financial year presented under Part 5 of the Act

(3) if the Association is a Tier 2 association or Tier 3 association, the Financial Report of the Association for the preceding Financial Year presented under Part 5 of the Act and

(4) a copy of the Reviewer's report or Auditor's report (as applicable) on the Financial Statements or Financial Report presented for consideration under Part 5 of the Act

(iii) to elect the Elected Directors of the Association

(iv) if applicable, to appoint or remove a Reviewer or Auditor of the Association in accordance with the Act and

(v) to approve or vary the Membership Fees (if any) to be paid by Members in accordance with Rule 15.

(d) Any other business of which notice has been given in accordance with these Rules may be conducted at the Annual General Meeting.

56. Special General Meetings

(a) The Board may convene a Special General Meeting.

(b) The Board must convene a Special General Meeting if at least 20 percent of the Voting Members require a Special General Meeting to be convened, subject to Rule 56(c). The percentage of Voting Members is to be worked out as at midnight before the requirement is notified to the Association in accordance with Rule 56(c).

(c) The Voting Members requiring a Special General Meeting to be convened must:

(i) make the requirement for a proper purpose in compliance with these Rules and the Act, and by written notice given to the Secretary

(ii) state in the notice the business to be considered at the Special General Meeting including the wording of any associated resolution, and

(iii) each sign the notice, save that separate copies of a document setting out the notice may be signed by Voting Members if the wording is the same in each copy.

(d) The Special General Meeting must be convened within 28 days after notice is given under Subrule (c), subject to meeting any notice requirements under Rule 57 or the Act.

(e) If the Board does not convene a Special General Meeting within the period provided in Subrule (d), the Voting Members making the requirement (or any of them) may convene the Special General Meeting.

(f) A Special General Meeting convened by Voting Members under Subrule (e):

(i) must be held within 3 months after the date the original requirement was made

(ii) must comply with these Rules and the Act and

(iii) may only consider the business stated in the notice by which the requirement was made.

(g) The Association must reimburse any reasonable expenses incurred by the Voting Members convening a Special General Meeting under Subrule (e).

57. Notice of General Meetings

(a) The Secretary or, in the case of a Special General Meeting convened under Rule 56(e), the Voting Members convening the Meeting, must give to each Member, subject to the

requirements of the Act:

(i) at least 21 days' notice of a General Meeting if a Special Resolution is to be proposed at the General Meeting or

(ii) at least 14 days' notice of a General Meeting in any other case.

(b) The notice must:

(i) specify the date, time, and place of the General Meeting

(ii) indicate the general nature of each item of business to be considered at the General Meeting

(iii) if the Meeting is the Annual General Meeting, include the names of the ~~Ordinary~~ persons ~~Members~~ who have nominated for election to the Board under Rule 37(b)

(iv) if a Special Resolution is proposed:
(1) set out the wording of the proposed resolution as required by section 51(4) of the Act and
(2) state that the resolution is intended to be proposed as a Special Resolution and

(v) comply with Rule 58(g).

58. Proxies

(a) Subject to Subrule (b), a Voting Member may appoint an individual who is a Voting Member, as his or her proxy to vote and speak on his or her behalf at a General Meeting.

(b) A Voting Member may be appointed the proxy for not more than 3 other Voting Members, except where the Chairperson is appointed as the proxy, in which case there is no limitation.

(c) The appointment of a proxy must be in writing and signed by the Voting Member making the appointment.

(d) The Voting Member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.

(e) If no instructions are given to the proxy, the proxy may vote on behalf of the Voting Member in any matter as the proxy sees fit.

(f) If the Board has approved a form for the appointment of a proxy, the Voting Member may use that form or any other form:

(i) that clearly identifies the person appointed as the Voting Member's proxy and

(ii) that has been signed by the Voting Member.

(g) Notice of a General Meeting given to a Member under Rule 57 must:

(i) state that the Voting Member may appoint an individual who is an eligible Voting Member as a proxy for the Meeting and

(ii) include a copy of any form that the Board has approved for the appointment of a proxy.

(h) A form appointing a proxy must be given to the Secretary before the commencement of the General Meeting for which the proxy is appointed.

(i) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association not later than 48 hours before the commencement of the General Meeting.

59. Use of Technology to be present at General Meetings

(a) The presence of a Member at a General Meeting need not be by attendance in person but may be by that Member and each other Member at the General Meeting being simultaneously in contact by telephone or other means of instantaneous communication and having a reasonable opportunity to participate in the General Meeting.

(b) A Member who participates in a General Meeting as allowed under Subrule (a) is taken to be present at the Meeting and, if a Voting Member votes at the General Meeting, the Voting Member is taken to have voted in person.

60. Presiding Member and Quorum for General Meetings

(a) The Chairperson or, in the Chairperson's absence, the Deputy Chairperson, must preside as Chairperson of each General Meeting.

(b) If the Chairperson and Deputy Chairperson are absent or are unwilling to act as Chairperson of a General Meeting, the Directors at the General Meeting must choose one of them to act as Chairperson of the General Meeting.

(c) Subject to Rule 59(b), the quorum for General Meetings is the sum of:

(i) the following number of Voting Members:

Total Number of Voting Members entitled to receive notice of the General Meeting	Minimum Voting Members for Quorum
6-20	The greater of 6 Voting Members and 50% of Voting Members

Total Number of Voting Members entitled to receive notice of the General Meeting	Minimum Voting Members for Quorum
21-50	The greater of 10 Voting Members and 40% of Voting Members
> 51	The greater of 20 Voting Members and 10% of Voting Members

and

(ii) at least one Nominated Club Representative representing at least 50% of the total number of Junior Teams and Senior Teams (in aggregate). The Nominated Club Representative is to be advised by the Affiliated Club Member in writing to the Secretary at least seven days prior to the General Meeting.

(d) No business is to be conducted at a General Meeting unless a quorum is present.

(e) If a quorum is not present within 30 minutes after the notified commencement time of a General Meeting:

(i) in the case of a Special General Meeting, the Special General Meeting lapses or

(ii) in the case of the Annual General Meeting, the Annual General Meeting is adjourned to:

(1) the same time and day in the following week and

(2) the same place unless the Chairperson specifies another place at the time of the adjournment or written notice of another place is given to the Members before the day to which the Annual General Meeting is adjourned.

(f) If:

(i) a quorum is not present within 30 minutes after the commencement time of an Annual General Meeting held under Subrule (e)(ii) and

(ii) at least 10 Voting Members are present at the Annual General Meeting,

those Members present are taken to constitute a quorum.

61. Adjournment of General Meeting

(a) The Chairperson of a General Meeting at which a quorum is present may, with the consent of a majority of the eligible Voting Members present at the General Meeting, adjourn the General Meeting to another time at the same place or at another place.

(b) Without limiting Subrule (a), a General Meeting may be adjourned:

(i) if there is insufficient time to deal with the business at hand or

(ii) to give the Voting Members more time to consider an item of business.

(c) No business may be conducted on the resumption of an adjourned General Meeting other than the business that remained unfinished when the General Meeting was adjourned.

(d) Notice of the adjournment of a General Meeting under this Rule is not required unless the Meeting is adjourned for 14 days or more, in which case notice of the General Meeting must be given in accordance with Rule 57.

62. Voting at General Meeting

(a) On any question arising at a General Meeting:

(i) subject to Subrule (e), every Voting Member is entitled to one vote and

(ii) Voting Members may vote personally or by proxy.

(b) Except in the case of a Special Resolution, a resolution is carried if a majority of the Voting Members present at a General Meeting vote in favour of the resolution.

(c) If votes are divided equally on a question, the Chairperson of the Meeting has a second or casting vote.

(d) If the question is whether or not to confirm the minutes of a previous General Meeting, only Voting Members who were present at that Meeting may vote.

(e) For a person to cast a vote at a General Meeting, the Member:

(i) must be a Voting Member and

(ii) must have paid any applicable Membership Fee or other money payable to the Association by the Voting Member,

at the time notice of the Meeting was given under Rule 57.

63. When Special Resolutions are Required

(a) A Special Resolution is required if it is proposed at a General Meeting:

(i) to affiliate the Association with another body

(ii) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager

(iii) to amend the Rules

(iv) to change the legal form of the Association

(v) to change the name of the Association

(vi) to approve the merger, amalgamation, winding up or dissolution of the Association or

(vii) to cancel the incorporation of the Association.

(b) Subrule (a) does not limit the matters in relation to which a Special Resolution may be proposed.

64. Determining whether Resolution Carried

(a) In this Rule:

Poll means the process of voting in relation to a matter that is conducted in writing.

(b) Subject to Subrule (d), the Chairperson of a General Meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been:

(i) carried

(ii) carried unanimously

(iii) carried by a particular majority or

(iv) lost.

(c) If the resolution is a Special Resolution, the declaration under Subrule (b) must identify the resolution as a Special Resolution.

(d) If a poll is demanded on any question by the Chairperson of the General Meeting or by at least 3 other Voting Members present in person or by proxy:

(i) the poll must be taken at the Meeting in the manner determined by the Chairperson and

(ii) the Chairperson must declare the determination of the resolution on the basis of the poll.

(e) If a poll is demanded on a question of an adjournment by the Chairperson or at least 3 Voting Members, the poll must be taken immediately.

(f) If a poll is demanded on any other question by the Chairperson or at least 3 Voting Members, the poll must be taken before the close of the General Meeting at a time determined by the

Chairperson.

(g) A declaration under Subrules (b) or (d) must be entered in the minutes of the General Meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

65. Minutes of General Meeting

(a) The Secretary, or another person authorised by the Board from time to time, must take and keep minutes of each General Meeting.

(b) The minutes must record the business considered at the General Meeting, any resolution on which a vote is taken and the result of the vote.

(c) In addition, the minutes of each Annual General Meeting must record:

(i) the names of the Voting Members attending the General Meeting, and the names of any other Members or observers attending

(ii) any proxy forms given to the Chairperson of the Meeting under Rule 58(h)

(iii) the Financial Statements or Financial Report presented at the General Meeting, as referred to in Rules 55(c)(ii)(2) and 55(c)(ii)(3) and

(iv) the Reviewer's report or Auditor's report on the Financial Statements or Financial Report presented at the General Meeting, as referred to in Rule 55(c)(ii)(4).

(d) The minutes of a General Meeting must be entered in the Association's records within 30 days after the Meeting is held.

(e) The Chairperson must ensure that the minutes of a General Meeting are reviewed and signed as correct by:

(i) the Chairperson of the General Meeting or

(ii) the Chairperson of the next General Meeting.

(f) When the minutes of a General Meeting have been signed as correct, they are, in the absence of evidence to the contrary, taken to be proof that:

(i) the General Meeting to which the minutes relate was duly convened and held

(ii) the matters recorded as having taken place at the General Meeting took place as recorded and

(iii) any election or appointment purportedly made at the General Meeting was validly made.

PART 7 — FINANCIAL MATTERS

66. Source of Funds

The funds of the Association may be derived from fees and levies payable by Members, spectator fees, competition fees, donations, sponsorships, fundraising activities, grants, interest, and any other sources approved by the Board.

67. Control of Funds

(a) The Association must open a bank account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.

(b) The income and property of the Association must be applied solely towards the maintenance and promotion of the Objects.

(c) Any two of:

(i) the Chairperson,

(ii) the Deputy Chairperson,

(iii) the Director of Finance,

(iv) the Administrator or

(v) another duly authorised person(s) appointed by the Board

are authorised to sign cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association and approve electronic payments jointly.

(d) Subject to any restrictions imposed at a General Meeting, the Board may approve expenditure on behalf of the Association.

(e) The Board may authorise the Director of Finance or Administrator or another person as they deem appropriate, to expend funds on behalf of the Association up to a specified limit without requiring approval from the Board for each item on which the funds are expended.

(f) All funds of the Association must be deposited into the Association's account within five working days after their receipt.

68. Financial statements and Financial Reports

(a) For each Financial Year, the Board must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the Financial Statements or Financial Reports of the Association are met.

(b) Without limiting Subrule (a), those requirements include:

(i) if the Association is a Tier 1 association, the preparation of the Financial Statements

(ii) if the Association is a Tier 2 association or Tier 3 association, the preparation of the Financial Report

(iii) if required, the review or auditing of the Financial Statements or Financial Report

(iv) the presentation to the Annual General Meeting of the Financial Statements or Financial Report, as applicable and

(v) the presentation to the Annual General Meeting of the Reviewer's report or Auditor's report on the Financial Statements or Financial Report, as applicable.

PART 8 — GENERAL MATTERS

69. Secretary and Public Officer

(a) The Association must have a Secretary.

(b) The Secretary must be appointed by the Board after giving the Association their signed consent to act as Secretary and may be suspended or removed in that capacity, subject to the terms of any agreement between the Association and the Secretary governing their appointment.

(c) The Board must decide the terms and conditions under which the Secretary is appointed, including any remuneration, and the powers and authorities of the Secretary. The exercise of the Secretary's powers and authorities, and the performance of the Secretary's duties, are subject at all times to the control of the Directors.

(d) The Secretary may or may not be an Employee of the Association, and may also be the Administrator.

(e) The role of the Secretary includes:

(i) dealing with the Association's correspondence

(ii) consulting with the Chairperson regarding the business to be conducted at each Board Meeting and General Meeting

(iii) preparing the notices required for Board Meetings, General Meetings and Subcommittee Meetings, and for the business to be conducted at those meetings

(iv) unless another Member is authorised by the Board to do so, maintaining on behalf of the Association the Register of Members, and recording in the Register of Members any changes in the Membership, as required under section 53(1) of the Act

(v) maintaining on behalf of the Association an up-to-date copy of these Rules, as required under section 35(1) of the Act

(vi) unless another Member is authorised by the Board to do so, maintaining on behalf of the Association a record of Directors and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act

(vii) ensuring the safe custody of the Books of the Association subject to Rule 73, as applicable to the Association

(viii) maintaining full and accurate minutes of Board Meetings, General Meetings and Subcommittee Meetings and written resolutions and

(ix) carrying out any other duty given to the Secretary under these Rules or by the Board

in accordance with these Rules and the Act.

(f) The Secretary may also be the public officer but must not be an Office Holder or the Association's Auditor or Reviewer.

(g) The Board shall appoint a person to be a public officer of the Association under and for the purposes of the Income Tax Assessment Act 1936, or associated laws and regulations, who is a person who resides in Western Australia and is at least 18 years of age.

(h) The terms applicable to the public officer's appointment, including as to remuneration, shall be determined by the Board. The Board may suspend, terminate or dismiss a public officer from their role, subject to the terms of any agreement between the Association and the public officer.

(i) The public officer may also be a Director, Secretary or the Administrator.

70. By-laws

(a) The Board may from time to time as circumstances dictate, formulate, interpret, adopt, make, alter, replace, repeal and amend By-laws for the Association's proper advancement, management and administration of the Objects and basketball as it considers necessary or desirable.

(b) Any By-laws so made will be valid unless disallowed or amended by a Special Resolution of

the Voting Members.

(c) A By-law is of no effect to the extent that it is inconsistent with the Act or these Rules.

(d) The Board must notify the Members of all By-laws and any formulation, amendment, alteration, replacement and repeal of them. Affiliated Club Members must draw such notices to the attention of their own members.

(e) All rules and regulations of the Association in force at the date of the approval of these Rules (including any existing By-laws) insofar as such rules, regulations and By-laws are not inconsistent with, or have been replaced or repealed by these Rules or by the Board, shall continue in force under these Rules.

(f) At the request of a Member, the Association must make a copy of the By-laws available for inspection by the Member.

71. Executing Documents and Common Seal

(b) The Association may execute a document without using a common seal if the document is signed by:

(i) two Directors or

(ii) one Director and a person authorised by the Board.

(c) If the Association has a common seal:

(i) the name of the Association must appear in legible characters on the common seal and

(ii) a document may only be sealed with the common seal by the authority of the Board and in the presence of:

(1) two Directors or

(2) one Director and a person authorised by the Board,

and each of them is to sign the document to attest that the document was sealed in their presence.

(d) The Secretary must make a written record of each use of the common seal or execution of a document as in Subrule (a).

(e) The common seal must be kept in the custody of the Secretary, or a Director authorised by the Board.

72. Notice

72.1 Giving of Notices

(a) In this Rule:

Recorded means recorded in the Register of Members.

(b) A notice or other document that is to be given to a Member under these Rules is taken not to have been given to the Member unless it is in writing and:

(i) delivered by hand to the recorded address of the Member

(ii) sent by prepaid post to the recorded postal address of the Member or

(iii) sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the Member.

72.2 Entitlement of Notices

(a) Notice of every General Meeting will be given in any manner authorised by these Rules to:

(i) every Member, except those who have not supplied to the Secretary an address for giving of notices to them

(ii) the Directors and

(iii) the Auditor or Reviewer for the time being of the Association.

(b) No other person is entitled to receive notices of General Meetings.

73. Custody of Books and Securities

(a) Subject to Subrule (b), the Books and any securities of the Association must be kept in the Secretary's custody and control, or the custody and control of another person approved by the Board.

(b) The Financial Records and, as applicable, the Financial Statements or Financial Reports of the Association must be kept in the Secretary's custody or control, or the custody and control of another person approved by the Board.

(c) The books of the Association must be retained for at least 7 years, or otherwise in accordance with applicable laws.

74. Record of Office Holders

The record of Directors and other persons authorised to act on behalf of the Association that is required to be maintained under section 58(2) of the Act must be kept in the Secretary's custody or under the Secretary's control.

75. Inspection of Records and Documents

(a) Subrule (b) applies to a Member who wants to inspect:

(i) the register of Members under section 54(1) of the Act or

(ii) the record of the names and addresses of Directors, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act or

(iii) any other record or document of the Association that the Association is required to provide to a Member under the Act.

(b) The Member must contact the Secretary to make the necessary arrangements for the inspection, subject to this Rule.

(c) The inspection must be free of charge.

(d) If the Member wants to inspect a document that is a document other than:

(i) those referred to in Subrules (a)(i) or (ii),

(ii) the Rules,

(iii) proxy registers, or

(iv) the minutes of General Meetings,

then subject to the Act, the right to inspect that document is subject to any decision of the Board permitting inspection, and any conditions that the Board consider prudent to apply to that access, unless otherwise required under the Act.

(e) Subject to this Rule, the Member may make a copy of or take an extract from a record or document referred to in Subrule (a)(iii) but does not have a right to remove the record or document for that purpose.

(f) The Member must not use or disclose information in a record or document referred to in Subrule (a)(iii) except for a purpose:

(i) that is directly connected with the affairs of the Association or

(ii) that is related to complying with a requirement of the Act.

76. Publication by Directors of Statements about Association Business Prohibited

A Director must keep confidential and must not publish, or cause to be published, any statement

about the business by the Association at a General Meeting or Board Meeting or Subcommittee Meeting unless:

(a) the Director has been authorised to do so at a Board Meeting and

(b) the authority given to the Director has been recorded in the minutes of the Board Meeting at which it was given.

77. Distribution of Surplus Property on cancellation of Incorporation or winding up

(a) In this Rule:

Surplus property, in relation to the Association, means property remaining after satisfaction of:

(i) the debts and liabilities of the Association and

(ii) the costs, charges, and expenses of winding up or cancelling the incorporation of the Association,

but does not include Books relating to the management of the Association.

(b) On the cancellation of the incorporation, or the winding up, of the Association, its Surplus Property must be distributed as determined by special resolution of the Voting Members to one of the persons specified in section 24(1) of the Act.

78. Alteration of Rules

(a) If the Association wants to alter or rescind any of these Rules, or to make additional Rules, the Association may do so only by Special Resolution of the Voting Members and by otherwise complying with Part 3 Division 2 of the Act.

(b) The Secretary shall ensure any alterations to the Rules are notified to Commissioner and to the Director of Liquor Licensing, or such other approving authority specified under the Act and the Liquor Law, respectively. Where required under the Act or the Liquor Law, an alteration to the Rules shall not be effective until approved by the Commissioner and/or the Director of Liquor Licensing, or such other approving authority specified under the Act and the Liquor Law.

79. Indemnity

(a) The Association will indemnify (either directly or through one or more interposed entities) any officer of the Association, out of the Association's funds and assets, to the relevant extent, against the following:

(i) all losses and liabilities (including costs, expenses, and charges) incurred by that

person as an officer of the Association and

(ii) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved in their capacity as an officer of the Association.

(b) In this Rule, 'officer' means a Director or Secretary or any other person who would be deemed at law to be an officer, and includes a director or secretary or other officer, after they have ceased to hold that office.

(c) In this Rule, 'to the relevant extent' means:

(i) to the extent that the Association is not precluded by law from doing so including under the Act or any other law

(ii) to the extent that an indemnity by the Association of the person against the said losses, liabilities or legal costs would not, if given, be made void by any law, and

(iii) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).

(d) The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the Association.

(e) To the extent permitted, and not deemed void, by any applicable law, and if the Directors consider it appropriate, the Association may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the Association against any liability incurred by the person as an officer of the Association, including liability for legal costs. Any insurances secured must as far as possible be sufficient to cover the indemnities provided in this Rule 79. The Directors shall report to Members annually the premiums paid in respect of insurances secured under this Rule and any claims made in respect of such insurances.

80. Effect of these Rules

These Rules come into effect and will supersede and replace any previously existing constitutions, Rules, and orders of the Association, unless otherwise provided for in these Rules and will remain in force until amended in accordance with its terms.

81. Liquor Law

(a) The Association may apply for a liquor licence in accordance with the Liquor Law where the Board considers it is in the interests of the Association to do so.

(b) The Board shall do all things necessary to ensure the Association complies with the Liquor

Law.

(c) The following Rules form part of these Rules regarding the use of the Association's premises as licensed premises, subject to the terms of any liquor licence and the Liquor Law:

(i) No liquor shall be sold or supplied for consumption elsewhere than on the Association premises unless such liquor is removed from the licensed premises by or on the instructions of the Member purchasing the liquor.

(ii) No payment or part payment to any Secretary or Director or other officer or Employee of the Association shall be made by way of commission or allowance from or upon the receipts of the Association for liquor.

(iii) No liquor shall be sold or supplied to any juvenile (a person under the age of 18).

(iv) No stranger shall be permitted to use the Association premises and no Member or other person shall admit any stranger to use the Association premises.

(v) Members may introduce Guests to the Association at any time provided that, subject to the terms of the Association's liquor licence:

(1) No Member may introduce more than the number of Guests specified in the Association's liquor licence.
(2) A Guest shall not be supplied with liquor in the Association premises except on the invitation and in the company of a Member.
(3) A Guest shall be supplied with liquor to be consumed on the Association premises only.
(4) The Member introducing the Guest shall be responsible for the proper conduct of that Guest whilst on the Association premises and their compliance with Rules, by-laws, policies and procedures of the Association.
(5) A Member may, at their expense, and with the approval of the Board, supply liquor to Guests, without limitation as to number, at a function held by or on behalf of that Member, at the Association's premises.
(6) A Member must remain on the Association's premises at all times that their Guests are on the Association's premises.
(7) Persons who are invited to the Association for a function or sporting event may enter the Association's premises on the day of such function or event.

(vi) Any person who has been refused Membership of the Association or who is under suspension or expulsion from the Association, shall not be admitted as a Guest of any Member of the Association.

82. Transitional Provisions

With effect from the adoption of these Rules:

a) The previous Rules of the Association shall be repealed and be of no further force or effect.

~~b)~~ Despite Rule 39 and any other provision of these Rules concerning the term, retirement or rotation of Elected Directors, with effect from the date these amendments take effect, [insert names], being the persons elected as Directors at the Annual General Meeting held on 19 February 2026, are confirmed as Elected Directors and hold office until the conclusion of the 2027 Annual General Meeting, unless they earlier vacate office under Rules 40 or 41. Their transitional terms end at the conclusion of that meeting. Any person continuing as a Director after that meeting must be elected or appointed in accordance with these Rules, and their subsequent term is determined under Rule 39.

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~~c)~~b)

~~d) A person previously registered by the Association as an 'Honorary Life Member' is deemed to be a Life Member, with the associated rights and obligations under Rule 11(b)(ii), subject to Rule 11(b)(ii)(5).~~

~~(a) Persons previously appointed as Chairperson and Deputy Chairperson continue to hold those offices as Directors of the Board, with the associated rights and obligations under these Rules.~~

~~(b) A person previously appointed as the 'Treasurer' is deemed to be the Director of Finance and a Director of the Board, with the associated rights and obligations under these Rules.~~

~~(c) The Administrator also holds office as Secretary, unless otherwise determined by the Board, but is not a Director of the Board.~~

~~(d) All Employees or employed 'Officers' of the Association who held membership of the Association, including (without limitation) the Administrator, Secretary, Property Officer, Merchandise Officer, Publicity Officer and Referees Coordinator, shall cease to be Members six (6) months after the adoption of these Rules, and shall be eligible in the interim to apply to be an Employee Associate Member of the Association where they remain eligible to be an Employee Associate Member, with the associated rights and obligations under these Rules.~~

~~(e) All Junior Players who held Membership of the Association, shall cease to be Members six (6) months after the adoption of these Rules, and shall be eligible in the interim to apply to be:~~

~~(i) a Playing Associate Member where they are eligible to be a Playing Associate Member, or~~

~~(ii) any other class of Associate Member for which they are eligible,~~

~~with the associated rights and obligations under these Rules.~~

~~(f) The Association shall no longer have a Patron and any person holding that position shall cease to hold that position.~~

~~(g) The Association shall no longer have Honorary Members and any Honorary Members shall cease to be Members.~~

~~(h) An entity registered as an 'Affiliated Club' is deemed to be an Affiliated Club Member where they remain eligible to be an Affiliated Club Member, with the associated rights and obligations under these Rules.~~

~~(i) A person registered as a 'Registered Player' and who held Membership of the Association shall cease to be a Member six (6) months after the adoption of these Rules, and shall be eligible in the interim to apply to be:~~

~~(i) a Playing Associate Member where they are eligible to be a Playing Associate Member, or~~

~~(ii) any other class of Member for which they are eligible,~~

~~with the associated rights and obligations under these Rules.~~

~~e)~~c) The Secretary shall:

(i) prepare such amendments to the Registers and Books of the Association as are required to ensure the Rules, including these transitional arrangements under this Rule 82, are duly recorded

(ii) make notifications to those affected by the changes, and

(iii) issue any statutory notifications or lodgements required under the Act or any other law.