



WILLETTON

BASKETBALL

Willetton Basketball Association

Rules

2019

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Willetton Basketball Association - Constitution

1. Name

The name of the incorporated association is the Willetton Basketball Association (Inc) (WBA).

2. Definitions and Interpretations

2.1 1 Definitions

In these Rules:

Act means the Associations Incorporation Act 2015 (WA).

Affiliated Junior Domestic Club Member is a financial incorporated association which enters its teams in WBA's Junior Domestic Competition with the rights referred to in under Rule 7.1 e).

AGM means the Annual General Meeting of WBA.

Association means the incorporated association to which these rules apply.

Appointed Board Member means a Board Member appointed under Rule 22.

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

Basketball WA's Affiliated Association means a Member of Basketball WA as defined by Basketball WA's Constitution.

Basketball WA's Constitution means:

- a) the Constitution of Basketball WA; and
- b) any by-laws of Basketball WA,

in each case as amended from time to time.

Basketball WA's Objects means the objects of Basketball WA as defined from time to time in Basketball WA's Constitution.

Board means the Board of WBA.

Board Member means a member of the Board.

By-Laws have the meaning given in Rule 28.

Chair means the person who chairs the Board from time to time.

Chief Executive Officer (CEO) means the person who is appointed to carry out the duties set out in Rules 8, 26, 28 f), 29 and 32.

CPI means the Consumer Price Index (All Groups) Perth for the preceding 12 months to 30 September as published by the Australian Bureau of Statistics.

Elected Board Member means a Board Member elected under Rule 21.

Financial Year means the financial year ending 30 June in each year.

General Meeting means any general meeting of WBA.

Junior Domestic Competition means WBA's competition for players under the age of 18 years old.

Life Member means an individual upon whom life membership of WBA has been conferred under Rule 7.1 c).

Member means a person (including a body corporate) who is a Playing or Non-Playing Member; or an Affiliated Junior Domestic Club Member; or a Life Member; or a Player/ Coach Life Member.

Membership means membership of WBA.

Nominated Committee Representative means a person who is the nominated representative for an Affiliated Junior Domestic Club.

Non-Playing Member means an individual whom non-player membership of WBA has been conferred under Rule 7.1 a).

Objects mean WBA's objects, as set out in Rule 3.

Player/ Coach Life Member means a player or coach upon whom life membership of WBA has been conferred under Rule 7.1 d).

Playing Member means an individual upon whom player membership of WBA has been conferred under Rule 7.1 b).

Rule(s) means these Rule(s) of WBA.

Special Resolution means a resolution:

- a) put at a General Meeting of WBA of which 21 days' notice, accompanied by notice of intention to propose the resolution as a special resolution, has been given to the Members in accordance with these Rules; and
- b) passed by at least three-fourths or 75% of the votes entitled to be cast at that meeting.

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.

WBA means Willetton Basketball Association (Inc).

WBA's Rules means the Rules of WBA

22 2 Interpretation

In these Rules:

- 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 all genders;
- e) references to persons include corporations 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); and
- 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.

23 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.

24 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.

25 5 Lack of Provision or Reasonable Doubt

- a) If:
 - i. any circumstances arise for which no provision is made by these Rules;
 - ii. there arises any reasonable doubt as to the interpretation of the Rules in any circumstances; or
 - iii. there is any reasonable doubt as to the correct procedure to be adopted on any occasion,

then the Board, having regard to these Rules, may decide the matter and may direct what shall be done in each particular instance or may interpret these Rules or direct what shall be done in a particular case.

- b) Such direction, interpretation or decision of the Board shall be set out in the agenda for the next General Meeting and, until rescinded or amended by the Board or disallowed by a resolution of a General Meeting, it shall have the same validity and effect as if specifically included in these Rules.
- c) Any such decision, interpretation or direction may be considered at a General Meeting without any notice being given of the intention to consider it.

3. Objects of WBA

WBA is a Centre of Excellence for basketball and a facilitator for other sporting and recreational activities. The objects for which WBA is established and maintained are to:

- a) Promote, encourage, administer, regulate, and advance basketball at WBA through participation, development and competition;
- b) promote and encourage other sporting and recreational activities where possible at WBA through participation, development and competition;

- c) 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, other sporting and recreational activities;
- d) adopt, formulate, issue, interpret, implement and amend from time to time such By-laws as are necessary for the administration and development of basketball and other sporting and recreational activities at WBA;
- e) to promote social wellbeing and good fellowship amongst the members of the WBA and within the wider community;
- f) To provide and manage facilities and human resources to support the sporting and social activities of members of the Association and within the wider community; and
- g) undertake and/or do all such things or activities as are necessary, incidental or conducive to the advancement of the Objects.

4. Powers of WBA

4.1 1 Powers of WBA

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

4.2 2 Not for Profit

The property and income of WBA must be applied solely towards promoting and maintaining the objects or purposes of the WBA and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any Member, except for a payment that is expressly permitted by the Rules.

5. Status and Compliance of WBA

5.1 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 in respect of the sport of basketball.

5.2 2 Compliance of WBA

The Members acknowledge and agree that WBA will:

- a) be or remain incorporated in Western Australia;
- b) where deemed appropriate by the Board:
 - 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 By-Laws, policies and procedures published from time to time by Basketball Australia and Basketball WA for the purpose of implementation at Association level.

5.3 3 Operation of Rules

- a) All Members acknowledge and agree that they are bound by these Rules and that these Rules operate to create uniformity in the way in which the Objects of WBA are conducted, promoted, encouraged and administered.

- b) All Affiliated Associations acknowledge and agree that upon applying for membership of WBA, they consent to their Incorporated Associations and their members being members of WBA and Basketball WA and are bound by these Rules and the Constitution of Basketball WA.

6. Source of Funds and Application of Income

6.1 1 Source of funds

The funds of WBA may be derived from fees and levies payable by Members, spectator fees, competition fees, facility hire, donations, grants, sponsorships and such other sources as the Board determines.

6.2 2 Control of funds

- a) The income and property of WBA must be applied solely towards the maintenance and promotion of the Objects.
- b) Except as prescribed in these Rules:
 - i. no portion of the income or property of WBA shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member; and
 - ii. no remuneration or other benefit in money or money's worth shall be paid or given by WBA to any Member who holds any office of WBA.
- c) Nothing contained in Rules 6 a) or b) shall prevent payment in good faith of or to any Member:
 - i. for any services actually rendered to WBA, whether as an employee or otherwise;
 - ii. for goods supplied to WBA in the ordinary and usual course of business;
 - iii. of interest on money borrowed from any Member;
 - iv. of rent for premises demised or let by any Member to WBA;
 - v. of any out-of-pocket expenses incurred by the Member on behalf of WBA;
 - vi. of grants to regulate, encourage, administer, promote, advance and manage WBA through participation, development and competition programs; or
 - vii. any other bona fide reason;

provided that any such payment must not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

6.3 3 Financial Year

The financial year of WBA commences on 1 July each year and ends on 30 June the following year.

6.4 4 Financial Statements and Financial Reports

For each financial year, the Board must ensure that the requirements imposed on the WBA under Part 5 of the Act relating to the financial statements or financial report of the WBA are met.

7. Members

7.1 1 Category of Member

The Members of WBA shall consist of:

- a) Non-Playing Member

Non-Playing Members of WBA shall be any person who wishes to be a Non-Playing Member of the WBA with interests in advancing the Objects. They shall have the same rights, privileges and responsibilities as Playing Members, on payment of a Non-Playing Members fee as determined by the Board, from time to time.

Any person whose contribution is recognised by WBA may be invited by the Board to seek waiver of the Non-Playing Members fee, which will be determined by the Board, from time to time.

b) Playing Member

Playing Members of the WBA shall be any person who has attained the age of eighteen (18) years on or before the 1 July of the specific financial year and who is playing in a recognised competition within WBA and is fully financial on 1 July of the specific financial year.

c) Life Member

- i. The Board or Member may nominate a person who has rendered distinguished or special service to WBA for life membership of WBA. The nomination must be on the prescribed form (if any) and must be submitted to the CEO at least 21 days before the date set down for the next AGM.
- ii. A nomination for Life Membership will be considered by the Board and if successful, announced and minuted at the AGM.
- iii. Conditions, obligations and privileges of life membership shall be as prescribed in the By-Laws.
- iv. Subject to the By-laws, Life Members shall be entitled to all of the privileges of Playing Members of the WBA without paying the annual subscriptions or any special payment for such membership
- v. Existing Life Members at the time of adoption of these Rules will be retained.

d) Player/ Coach Life Member

- i. Players and Coaches will be considered once they have reached the 250 game milestone for the WBA at the highest level (currently State Basketball League).
- ii. This milestone means automatic consideration for Player/ Coach Life Member but not an automatic award.
- iii. In addition to the 250 game milestone a Player or Coach must have demonstrated additional attributes valued by WBA to be considered by the Board for Player/ Coach Life Membership.
- iv. Conditions, obligations and privileges of life membership shall be as prescribed in the By-Laws.
- v. Player/ Coach Life Members shall be entitled to all of the privileges of Playing Members of the WBA without paying the annual subscriptions or any special payment for such membership
- vi. Existing Player/ Coach Life Members at the time of adoption of these Rules will be retained.

e) Affiliated Junior Domestic Club Member

The Affiliated Junior Domestic Club Membership fee will be determined by the Board as outlined in Rule 11. The Affiliated Junior Domestic Club is entitled to one vote for each of the Affiliated Junior Domestic Club's team participating in the Junior Domestic Competition, plus one additional vote.

72 2 Creation of NewCategories

The Board has the right and power from time to time to create new categories of membership with such rights, privileges and obligations as are determined applicable (other than voting rights), even if the effect of creating a new category is to alter rights, privileges or obligations of an existing category of Members. No new category of membership may be granted voting rights unless the prior approval of the Members is first obtained by special resolution at a General Meeting.

8. Register of Members

81 1 CEO to ensure a Register is kept

The CEO will ensure a Register is kept and maintained:

- a) a register of all Members in which will be entered such information as is required under the Act from time to time, and
- b) a record of the names of each Member and residential, postal or email address of persons who hold office with WBA.

82 2 Inspection of Register

An extract of the Register of any members, or office bearers, will be available for inspection by Members upon request. Such a request must be supported by a statutory declaration made by the Member which sets out the purpose for which the inspection, copy or extract is required and the purpose which is connected with the affairs of WBA. A Member may copy but not remove the register of Members.

83 Use of Register

The Register may be used by WBA to further the Objects of WBA, as the Board considers appropriate.

84 4 Right of Basketball WA to Access Register

- a) Subject to the limitations contained in the Privacy Act 1988 (Cth), WBA provides consent for a copy of the Register to be provided to Basketball WA at a time and in a form acceptable to Basketball WA and may provide regular updates of the Register to Basketball WA. Basketball WA may use the information contained in the Register and the Register itself to further the Objects of Basketball WA, subject to reasonable confidentiality and privacy considerations.
- b) WBA may enter into arrangements with Basketball WA to manage the whole or parts of the Register on its behalf, subject to the limitations contained in the Privacy Act 1988 (Cth).

9. Membership

91 1 Membership Rules

- a) All persons wishing to become Members of WBA must pay the fee as outlined in Rule 11 a) of these Rules.
- b) All Members of WBA must complete a personal information form. The information on this form will be used by WBA only for purposes of record keeping, to contact for the purpose of furthering the Objects of WBA, any activity incidental thereto or any use or disclosure permitted by the Rules or to which the Member has consented.

92 2 Application for Non-Playing Membership

An application for new Non-Playing membership must be:

- a) in writing on the forms prescribed by the Board and lodged with the CEO for Board acceptance and
- b) accompanied by the appropriate fee.

93 3 Discretion to Accept or Reject Application for Non-Playing Membership
WBA may accept or reject an application.

- a) Where WBA accepts an application, the applicant shall become a Non-Playing Member. Membership of WBA shall be deemed to commence upon acceptance of the application by WBA.
- b) If an application is rejected, upon the request of the applicant, the reasons for the rejection of the membership application shall be provided.
- c) Where WBA rejects an application, it shall refund any fees forwarded with the application and the application shall be deemed rejected by WBA.

94 4 Non-Playing Membership Renewal
Non-Playing Members shall:

- a) renew their membership with WBA in accordance with the procedures applicable from time to time;
- b) pay the annual fees prescribed by WBA and
- c) pay any arrears (by way of agreement to a payment plan or otherwise) in accordance with the procedures applicable from time to time.

95 5 Obligations of Members

Members of WBA are obligated to align with the Objects of WBA and do all that is necessary to enable the Objects to be achieved.

10. Effect of Membership

Members acknowledge and agree that:

- a) these Rules constitute a contract between each of them and WBA and that they are bound by the Rules
- b) the By-laws are lawful and reasonable directions of WBA and the expectations of its Members, a breach of which is grounds for ejection as a Member.
- c) they will comply with and observe the Rules and the By-Laws
- d) these Rules is made in pursuit of a common object, namely the mutual and collective benefit of WBA and the Members; and
- e) these Rules and By-Laws are necessary and reasonable for promoting the objects of WBA and particularly the advancement and protection of the sport of basketball other sporting and recreational activities.

11. Subscriptions and Fees

- a) The annual Membership subscription (if any), and any other fees, levies, charges and other amounts are payable by all Members, except Life Members; to WBA, as will be as determined by the Board from time to time.
- b) Notwithstanding Rule 11 a), the Board may not increase the annual Membership subscription by more than CPI or 5% whichever is the greater, above the Membership subscription applicable to the immediately preceding year, unless approved by special resolution passed at a General Meeting.

- c) Any Member who has not paid all monies due and payable by that Member to WBA will (subject to the Board's discretion) have all rights under these Rules immediately suspended from the expiry of the time prescribed for payment of those monies. Such rights will be suspended until such time as the monies are fully paid or otherwise in the Board's discretion.

12. Discontinuance of Membership

12.1 Discontinuance of Membership

For the purposes of these Rules, the Board may not remove any Member of WBA without just cause.

Examples of just cause include but are not limited to:

- a) Non-payment of membership fees;
- b) Non-compliance with these Rules of By-laws;
- c) Negative finding by Disciplinary Committee.

12.2 Membership may be reinstated

A Member that has been removed under Rule 12.1 may be reinstated at the discretion of the Board, on application in accordance with these Rules and otherwise on such conditions as the Board sees fit.

13. Discipline of Members

13.1 Disciplinary Committee

- a) Where the Board is advised or considers that a Member has allegedly:
 - i. breached, failed, refused or neglected to comply with a provision of these Rules, the By-Laws or any resolution or determination of the Board or any duly authorised committee; or
 - ii. acted in a manner unbecoming of a Member or prejudicial to the objects and interests of WBA; or
 - iii. brought WBA into disrepute;
- b) the Board may commence or cause to be commenced disciplinary proceedings against that Member, and that Member will be subject to, and submits unreservedly to the jurisdiction, disciplinary procedures, penalties and appeal mechanisms (if any) of WBA as determined from time to time.
- c) The Board may appoint a disciplinary committee to deal with any disciplinary matter referred to it. Such a disciplinary committee shall operate under the principles expressed in the By-Laws.

14. General Meetings

14.1 General Meetings

There will be a minimum of one General Meeting each year, which will be treated as WBA's AGM, and must comply with the requirements of the Act. The date, time and venue of this General Meeting will be as determined by the Board.

14.2 Notice of Meeting

- a) Notice of every General Meeting will be given to every Member.
- b) At least 56 days written notice (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) must be given of any General Meeting, except a Special General Meeting where at least 42 days

written notice (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given). The notice must:

- i. set out the proposed place, date and time for the meeting (and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this); and should include a
 - ii. request from Members and Board Members for notices of motion which must be received 28 days prior to the date of the General Meeting.
- c) At least 21 days written notice (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) must be given of any General Meeting. The notice must:
- i. State the general nature of the meeting's business; and
 - ii. Include any notice of motion received from any Member or Board Member in accordance with the Act; and
 - iii. If a Special Resolution is to be proposed at the meeting, set out an intention to propose the Special Resolution and that Resolution.

14.3 Place of Meeting

A General Meeting may be held at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.

15. Business

15.1 Business of General Meetings

- a) The Business to be transacted at the AGM includes the consideration of accounts and the reports of the Board and auditor, the election of Board Members and announcement of new Life Members (if any) and Player/ Coach Life Members (if any).
- b) All business transacted at a General Meeting, and at an AGM, with the exception of those matters referred to in Rule 15.1 a) will be special business.

15.2 Business Transacted

No business other than that stated on the notice of meeting will be transacted at that meeting.

16. Special General Meetings

16.1 Special General Meetings May be Held

The Board may, whenever it thinks fit, convene a Special General Meeting and, where, but for this Rule more than 15 months would elapse between AGM, shall convene a Special General Meeting before the expiration of that period.

16.2 Request for Special General Meetings

- a) The Board shall on the request in writing of 20% of the Members convene a Special General Meeting.
- b) The request for a Special General Meeting shall state the object(s) of the meeting; be signed by the Members making the request under Rule 16.2 a) and be sent to WBA. The request may consist of several documents in a like form, each signed by one or more of the Members making the request.
- c) If, within 28 days of receiving the request, the Board does not give notice for a Special General Meeting to be held within 70 days from the request, in accordance with Rule 14, the Members making the request, or any of them, may convene a Special General Meeting to be held in accordance with Rule 14.

- d) A Special General Meeting convened by the Members under these Rules shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Board.
- e) If the Board receives a written request to convene a Special General Meeting under these Rules within the 70 day period before the AGM, WBA may deal with the matters set out in the request or notice of appeal at the AGM.

17. Proceedings at General Meetings

17.1 Quorum

The quorum for a General Meeting is twenty (20) Members, which will include one nominated committee representative from at least 50% of WBA's Affiliated Junior Domestic Club Members. The quorum must be present at all times during the meeting. The Affiliated Junior Domestic Club Members' committee representative is to be advised in writing to the CEO 7 days prior to a General Meeting.

17.2 Chair of General Meeting

The Chair of the Board will chair every General Meeting. If the Chair is unavailable, the Deputy Chair of the Board shall be the Chair. If both are unavailable within 15 minutes of the start time of the meeting then the Members present may elect a Chair from those present.

17.3 Adjournment for lack of Quorum

If a quorum is not present within 30 minutes after the notified commencement time of a general meeting —

- a) in the case of a special general meeting — the meeting lapses; or
- b) in the case of the AGM — the meeting is adjourned to —
 - the same time and day in the following week; unless the Chair specifies another time, day and place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned.

17.4 Adjournment Generally

The Chair of a General Meeting may, in accordance with the Act, at any meeting at which a quorum is present (and will if so directed by the meeting), adjourn the General Meeting from time to time and from place to place. No business will be transacted at any adjourned General Meeting other than the business left unfinished at the meeting from which the adjournment took place. When a General Meeting is adjourned for one month or more, notice of the adjourned meeting must be given as in the case of an original meeting. Otherwise it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

17.5 Lack of Quorum at Adjourned Meeting

If no quorum is present at the resumed meeting within thirty minutes after the time for the meeting, then:

- a) if the meeting was called as a consequence of a request of Members, the meeting is dissolved;
- b) in all other cases, the Members present are a quorum.

17.6 Voting Procedure

Unless a General Meeting is being held electronically, a resolution put to the vote at a General Meeting must be decided on a show of hands or in the case of an electronic meeting, verbally unless a poll is demanded. Where a General Meeting is being held electronically voting shall be verbal unless otherwise ruled by the Chair. A poll may be demanded by:

- a) at least three Members present and entitled to vote on the resolution; or
- b) the Chair of the General Meeting.

The poll may be demanded before a vote is taken or before the voting results on a show of hands are declared or immediately after the voting results on a show of hands are declared.

17.7 Recording of Determinations

Unless a poll is demanded under Rule 17.8, a declaration by the Chair of the General Meeting that a resolution has, on a show of hands or in the case of an electronic meeting verbally, been carried or carried unanimously or lost is conclusive evidence of the result provided that the declaration reflects the show of hands or verbal determination. Neither the Chair nor the minutes need state the number or proportion of the votes recorded in favour or against.

17.8 Demand for poll

Subject to Rule 17.6, a poll may be demanded on any resolution. A poll demanded on a matter must be taken when and in the manner the Chair directs. A demand for a poll may be withdrawn.

18. Voting at General Meetings and for the Board

18.1 Voting

- a) Every Member (except Affiliated Junior Domestic Club Members) will have one vote.
- b) Affiliated junior domestic club members may vote as prescribed in rule 7.1 e).
- c) The Chair shall be entitled to a deliberative vote and in the event of a tied vote; the Chair shall exercise a casting vote.

18.2 Entitlement to vote

For a person to be eligible to vote at a general meeting as a Member -

- a) must have been a Member 21 days prior to the general meeting; and
- b) must have paid any fee or other money payable to the WBA by the Member.

19. Role of the Board

Subject to the Act and these Rules, the Board will manage the business of WBA and exercise the powers of WBA. In particular, the Board will:

- a) act on all issues in accordance with the Objects and shall operate for the collective and mutual benefit of WBA, Members and the sport of basketball other sporting and recreational activities;
- b) determine major strategic directions of WBA;
- c) review WBA's performance in achieving its strategic plan objectives;
- d) appoint a CEO for such term and on such conditions as it thinks fit and will monitor, evaluate, set remuneration and have the power to remove the CEO.; and
- e) ensure an appropriate risk management framework is in place.

20. Composition of the Board

20.1 Board Composition

The Board will consist of:

- a) five Elected Board Members nominated by Members in accordance with Rule 21;
- b) two Appointed Board Members appointed by the five Elected Board Members in accordance with Rule 22.

20.2 Chair of Board

- a) The position of Chair shall be appointed by the Board from amongst its members as soon as practicable at or after each AGM. The appointee will hold the position until the conclusion of the next AGM following his or her appointment. A Board Member may be re-appointed as Chair.
- b) The position of Deputy Chair shall be appointed by the Board from amongst its members as soon as practicable after each AGM. The appointee will hold the position until the conclusion of the next AGM following his or her appointment. A Board Member may be re-appointed as Deputy Chair.

21. Elected Board Members

21.1 Qualifications for an Elected Board Member

An Elected Board Member must be a minimum of 18 years of age, be a Member of WBA and may have specific skills in commerce, finance, marketing, law or business generally or such other skills which would further the Objects of WBA.

21.2 Notice Seeking Nominations

At least 56 days prior to the date of the AGM (excluding the meeting date) in each year, a Notice Seeking Nominations will be served on each Member, notifying each Member of the vacancies on the Board for which an election is to be held, and calling on Members to nominate persons for election to the Board.

21.3 Lodgement of Nominations

Following service of the notice seeking nominations, any member desiring to nominate for election to the Board will lodge with WBA at the offices of WBA within 14 days of the date of the notice:

- a) A duly completed nomination form, signed by the person who is the candidate for election, and countersigned by a Member who nominated the candidate for election.
- b) If desired, a written statement of not more than 200 words specifying background information concerning the person who is the candidate for election and particulars of any policies or matters that person intends to adopt, if elected.

21.4 4 Election of Board Members

- a) If the number of members nomination for the position of Board member is not greater than the number to be elected, the Chair of the meeting–
 - i. must declare each of these members to be elected to the position; and
 - ii. will declare that any vacant position will be considered a casual vacancy under Rule 23.3, and will be considered by the Board at its next Board Meeting.
- b) If the number of members nominating for the position of Board member is greater than the number to be elected the Members at the meeting must vote in accordance with

the procedures that have been determined by the Board to decide the members who are to be elected to the position of Board member.

- c) A member who has nominated for the position of Board member may vote in accordance with that nomination.

21.6 Term of Appointment of Elected Board Members

- a) Elected Board Members will serve on the Board in accordance with these Rules for a term of two years, or to the second AGM after appointment, whichever is the earlier.
- b) To ensure rotational terms, after the initial arrangements outlined in Rule 38, two members of the Board will be elected in each odd numbered year and three will be elected in each even numbered year.
- c) No Elected Board Member shall serve more than 5 consecutive full terms in office.

22. Appointed Board Members

22.1 Appointment

The Board may appoint up to two Appointed Board Members to serve on the Board for a term of 1 year.

22.2 Qualifications for an Appointed Board Member

An Appointed Board Member must be a minimum of 18 years of age and may have specific skills in commerce, finance, marketing, law or business generally or such other skills which complement the Board composition, but need not have experience in or exposure to basketball.

22.3 Term of Appointment

Appointed Board Members will be appointed by the Board in accordance with these Rules to the AGM after appointment, and may serve for a maximum of 10 consecutive terms.

23. Vacancies of Board Members

23.1 Grounds for Termination of Board Member

In addition to the circumstances (if any) in which the office of a Board Member becomes vacant by virtue of the Act, the office of a Board Member becomes vacant if the Board Member:

- a) dies;
- b) becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
- c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- d) resigns his or her office in writing to WBA;
- e) is absent without the consent of the Board from three consecutive meetings of the Board;
- f) holds any office of employment of WBA;
- g) without the prior consent or later ratification of the Board holds, any office of profit under WBA;
- h) breaches the WBA Board Members code of conduct or fails to declare a conflict of interest;
- i) is removed from office by a Special Resolution of the Board under Rule 23.2; or
- j) would otherwise be prohibited from being a director of a corporation under the Corporations Law or is disqualified from office under the Act.

232 Removal of a Board Member

A Board Member, before the expiration of his or her term of office may be removed by Special Resolution at a General Meeting. If a Board Member is so removed, the office of the Board Member becomes vacant and shall be filled in accordance with the procedure set out in Rule 23.3.

233 3 Casual Vacancies

- a) In the event of a casual vacancy in the position of an Elected Board Member, WBA will call for nominations from Members within 21 days of the casual vacancy occurring and may appoint an individual to the vacant position. The person so appointed may continue in the position up to the next AGM at which time the appointment may be extended to the date that the position would otherwise have expired.
- b) In the event of a casual vacancy in the position of an Appointed Board Member, the Board may appoint an individual to the vacant position and the person so appointed may continue in the position up to the next AGM at which time the appointment may be extended to the date that the position would otherwise have expired.
- c) If a casual vacancy arises within 70 days of the next AGM, the casual vacancy need not be filled and nominations in accordance with Rule 23.3(a) need not be called for.

234 Remaining Board Members May Act

In the event of a casual vacancy or vacancies in the position of a Board Member, the remaining Board Members may act but, if the number of remaining Board Members is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Board Members to a number sufficient to constitute such a quorum in accordance with Rule 24.6.

24. Meetings of the Board

24.1 Board to Meet

The Board shall meet as often as is deemed necessary in each calendar year for the dispatch of business and will meet on at least 6 occasions per year or at least as often as is required under the Act, whichever is the greater), and subject to these Rules may adjourn and otherwise regulate their meetings as they think fit. The CEO shall, upon the request of three (3) Board Members, convene a meeting of the Board within 21 days.

24.2 Decisions of Board

Subject to Rule 25.2, each Board Member will have one vote at Board meetings. A resolution of the Board must be passed by a majority of votes of the Board Members present at the meeting and entitled to vote on the resolution. In the case of an equality of votes, the Chair shall have a casting vote.

24.3 Validity of Board Members' Acts

All acts done by any meeting of the Board or of a committee or by any person acting as a Board Member are, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Board Member or person so acting, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Board Member.

24.4 Written Resolution

The Board may pass a resolution without a Board meeting being held if a majority of the Board Members entitled to vote on the resolution sign a document containing a statement that they are in

favour of the resolution set out in the document. Separate documents may be used for signing by Board Members if the wording of the resolution and statement is identical in each copy. The resolution is passed when a majority of the Board Members in favour of the resolution sign the document and return their respective signed copies to the CEO.

245 Manner of Holding Meetings

A Board meeting may be called or held using any technology consented to by all the Board Members. The consent may be a standing one. A Board Member may only withdraw his or her consent within a reasonable period before the meeting.

246 Quorum

Unless the Board determines otherwise, the quorum for a Board meeting is 50% plus 1 and the quorum must be present at all times during the meeting.

247 Notice of Board Meetings

Unless all Board Members agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence) not less than 7 days' oral or written notice of the meeting of the Board shall be given to each Board Member by the CEO. The agenda shall be forwarded to each Board Member not less than 3 days prior to such meeting.

248 Validity of Board Decisions

A procedural defect in decisions taken by the Board shall not result in such decision being invalidated.

249 Chair of Board Meeting

The Chair will chair Board meetings. If the Chair is not available the Deputy Chair will chair the meeting. If the Chair and the Deputy Chair are not available the Board must elect a Board Member present to chair a meeting or part of it.

25. Conflicts and Duties

25.1 Board Members' Interests

A Board Member is disqualified from:

- a) holding any place of profit or position of employment in WBA or in any company or incorporated association in which WBA is a shareholder; and
- b) any contract or arrangement entered into by or on behalf of WBA in which any Board Member is in any way interested will be voided for such reason.

25.2 Conflict of Interest

A Board Member must declare his or her interest in any:

- a) contractual matter;
- b) selection matter;
- c) disciplinary matter; or
- d) other financial matter;

in which a conflict of interest arises or may arise, and shall, unless otherwise determined by the Board, absent them self from discussions of such matter and shall not be entitled to vote in respect of such matter. If the Board Member does vote, the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Board Member to absent them self from discussions

and refrain from voting, the issue should be immediately determined by vote of the Board, or if this is not possible, the matter shall be adjourned or deferred.

253 Disclosure of Interests

The nature of the interest of such Board Member must be declared by the Board Member at the meeting of the Board at which the contract or other matter is first taken into consideration if the interest then exists or in any other case at the first meeting of the Board after the acquisition of the interest. If a Board Member becomes interested in a contract or other matter after it is made or entered into, the declaration of the interest must be made at the first meeting of the Board held after the Board Member becomes so interested.

254 General Disclosure

A general notice that a Board Member is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under Rule 25.3 as regards such Board Member and the said transactions.

After such general notice it is not necessary for such Board Member to give a special notice relating to any particular transaction with that firm or company.

255 Recording Disclosures

It is the duty of the CEO to record in the minutes any declaration made or any general notice as aforesaid given by a Board Member in accordance with Rules 25.3 and 25.4.

256 Duties

A Board Member must exercise his or her powers and discharge his or her duties:

- a) in good faith and for a proper purpose;
- b) in the best interests of WBA;
- c) with the degree of care and diligence that a reasonable person in the Board Member's position would exercise.

A Board Member must not gain an advantage for themselves or for another person or cause detriment to WBA in the exercise of his or her powers or duties.

26. Chief Executive Officer

26.1 Duties

The CEO will:

- a) act as and carry out the duties of Secretary and (unless prohibited by law) public officer of WBA in accordance with Rule 29; and
- b) carry out any other duties as may be deemed necessary and directed by the Board from time to time.

26.2 Broad Power to Manage

Subject to the Act, these Rules, the By-Laws and any directive of the Board, the CEO has power to perform all such things as appear necessary or desirable for the proper management and administration of WBA. No resolution passed by WBA in General Meeting shall invalidate any prior act of the CEO or the Board which would have been valid if that resolution had not been passed.

263 CEO may Employ

The CEO may employ staff as required to meet the objectives of WBA. Any fixed term or permanent appointments require prior approval by the Board. The CEO is to present a business case for any such appointments for consideration by the Board.

27. Delegations

27.1 Board may Delegate Functions

The Board may by instrument in writing create or establish or appoint from among its own members, the Members, or otherwise, committees, working groups, individual officers or consultants to carry out such duties and functions, and with such powers, as the Board determines.

28. By-Laws

- a) The Board may from time to time as circumstances dictate, formulate, interpret, adopt, make, alter and amend By-Laws for WBA's proper advancement, management and administration, the advancement of WBA's as it thinks necessary or desirable. The By-Laws be consistent with these Rules and all policy directives of the Board. The By-Laws are binding on all Members.
- b) Any By-Laws so made will be valid unless disallowed or amended by a Special Resolution of the Members.
- c) The CEO must bring to the notice of the Board and Members all By- Laws and any formulation, interpretation, amendment, alteration and repeal of them. Members must draw such notices to the attention of their own members.
- d) All rules and regulations of WBA in force at the date of the approval of these Rules (including existing By-Laws) insofar as such rules and regulations are not inconsistent with, or have been replaced by these Rules, shall continue in force under these Rules.

29. Records and Accounts

29.1 CEO to Keep Records

The CEO must:

- a) establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of WBA and the Board, and produce these as appropriate at each Board meeting or General Meeting;
- b) keep proper accounting and other records in accordance with the Act, generally accepted accounting principles and/or any applicable code of conduct.

These records, minutes and books of account must be kept in the care and control of the CEO, who must ensure that they are retained for the appropriate term as determined by the applicable law after the completion of the transactions or operations to which they relate.

29.2 Board to Submit Accounts

The Board must submit to the AGM the accounts of WBA in accordance with these Rules and the Act.

29.3 Negotiable Instruments

All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to WBA, must be signed, drawn, accepted, endorsed or otherwise

executed, as the case may be, by two Board Members or a Board Member and the CEO, unless otherwise approved by the Board.

30. Auditor

The Board must appoint a properly qualified auditor or auditors and fix the remuneration of such auditor or auditors. The auditor's duties will be regulated in accordance with the Act, or if no relevant provisions exist under the Act, in accordance with generally accepted principles, or any applicable code of conduct.

31. Notice

31.1 Giving of Notices

A notice may be given to any Board Member or Member:

- a) personally; or
- b) by sending it by post to the address of the Board Member as notified to the CEO or the address for the Member in the register of members or the alternative address (if any) nominated by the Board Member or Member; or
- c) by sending it to the facsimile number or email address nominated by the Board Member or Member.
- d) Any notice sent by post is taken to have been given five business days after it is posted. Any notice sent by facsimile or other electronic means is taken to be given on the business day after it is sent.

31.2 Entitlement to Notices

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

- a) every Member, except those who have not supplied to the CEO an address for the giving of notices to them;
- b) the Board Members;
- c) the auditor of WBA; and

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

33. Amendments to Rules

- a) WBA will take reasonable steps to ensure that these Rules is amended from time to time so as to be generally in conformity with future amendments made to Basketball Australia and Basketball WA's Constitution, subject to such variations as the Board consider being necessary or appropriate.
- b) These Rules must not be altered except by Special Resolution in accordance with the Act and in compliance with all other procedures under the Act (if any).

34. Indemnity

WBA will indemnify (either directly or through one or more interposed entities) any person who is or has been a Board Member and, if so resolved by the Board, WBA's auditor, out of WBA's funds against the following:

- a) any liability to another person (other than WBA or a related body corporate) unless the liability arises out of conduct involving a lack of good faith;

- b) any liability for costs and expenses incurred by that person strictly in their capacity as a Board Member:
 - i. in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; or
 - ii. in connection with an application, in relation to such proceedings, in which the court grants relief to the person under the Act or the Corporations Act.

35. Dissolution

- a) WBA may be wound up in accordance with the provisions of the Act.
- b) If upon the winding up or dissolution of WBA there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed amongst the Members, or former Members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purpose of profit or gain to its individual Members, and which association shall be determined by resolution of the Members.

36. Disputes and Mediation

- a) The grievance procedure set out in this Rule applies to disputes under these Rules between:
 - i. a Member and another Member; or
 - ii. a Member and WBA; or
 - iii. if WBA provides services to non-members, those non-members who receive services from WBA, and WBA.
- b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- d) The mediator must be –
 - i. a person chosen by agreement between the parties; or
 - ii. in the absence of agreement-
 - in the case of a dispute between a member and another member, a person appointed by the CEO of WBA;
 - in the case of a dispute between a member or relevant non-member (as defined by sub-Rule a) (iii)) and WBA, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- e) A member of WBA can be a mediator.
- f) The mediator cannot be a member who is a party to the dispute.
- g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- h) The mediator, in conducting the mediation, must -
 - i. give the parties to the mediation process every opportunity to be heard;
 - ii. allow due consideration by all parties of any written statement submitted by any party; and

- iii. ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- i) The mediator must not determine the dispute.
- j) The mediation must be confidential and without prejudice.
- k) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise a law.

37. 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.

38. Transitional Arrangements

Once these Rules are adopted for the first time, the following transitional arrangements will be undertaken to allow a new Board to be established.

- a) The existing Board at the time of adoption of the new Rules will become an Interim Board for such time until the new Board is elected.
- b) At the next AGM after the adoption of the new Rules an election will be held for those Elected Board Positions whose term has expired, using the process outline in Rule 21. The other Elected Board Members will remain on the Board until the expiry of their term.