

Associations Incorporations Reform
Act 2012

STATEMENT OF PURPOSES

1. The name of the incorporated association is KILSYTH & MOUNTAIN DISTRICTS BASKETBALL ASSOCIATION Incorporated.
2. The purposes for which the incorporated association is established are:-
 - 2.1 To take over the funds and other assets and the liabilities of the present unincorporated association known as KILSYTH & MOUNTAIN DISTRICTS BASKETBALL ASSOCIATION.
 - 2.2 To promote and control basketball in the Yarra Ranges LGA, the Maroondah LGA, and other districts surrounding Kilsyth;
 - 2.3 To conduct competitions for basketballers registered with the Association;
 - 2.4 To encourage and assist the formation of clubs to take part in competitions conducted by the Association;
 - 2.5 To promote Association representative teams in competitions run or approved by Basketball Victoria;
 - 2.6 To ratify affiliation each year with the Basketball Victoria and any relevant basketball leagues and competitions (such as the Victorian Junior Basketball League, the “Big V” competition and NBL 1);
 - 2.7 To encourage and assist in obtaining the highest possible standard of competition and refereeing by co-operating with other related Organisations;
 - 2.8 To recognise, support and sponsor the activity, or other co-operatives and companies formed by the Association from time to time;
 - 2.9 To act alone or with other representative bodies in the interests of Basketball in accordance with the Purposes and Rules;
 - 2.10 To promote and sanction championships and any other competitions that may be deemed necessary for registered players of the Association and to establish regulations for such competitions;

- 2.11 To select and manage teams of basketballers to represent the Association;
- 2.12 To promote and sanction clinics, coaching schools, intrastate and interstate and international matches and competitions which will create or heighten public interest in basketball in general and on the Association in particular;
- 2.13 To appoint a person or persons or corporation to act on its behalf to carry out all or part of the management of the Association;
- 2.14 To take any actions necessary in regard to Rules laid down by Basketball Victoria or Basketball Australia or both;
- 2.15 To provide, social, dining, entertaining and gaming activities and facilities for its Members;
- 2.16 To acquire and maintain suitable premises and facilities for the proper functioning of the Association;
- 2.17 To partner with all levels of government to identify and facilitate the development of new, high-quality, basketball facilities in the region.

3. THE POWERS OF THE ASSOCIATION WILL INCLUDE: -

- 3.1 To indemnify any person for the loss or damage incurred as a result of having on behalf of the unincorporated association become liable to pay any amount by way of damages or otherwise;
- 3.2 To subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income or property among its members to an extent at least as great as that imposed on the Association under or by virtue of the Rules;
- 3.3 To buy, sell and deal in all kind of articles, commodities and provisions both liquid and solid, for the members of the Association or persons frequenting the Association's premises;
- 3.4 To purchase, take on lease or in exchange, hire and otherwise acquire any land, buildings, easements or property, real and personal and any rights or privileges which may be requisite for the purposes of, capable of being conveniently used in connection with, any of the objects of the Association; provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts;
- 3.5 To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association to obtain from any such concessions which

the Association may think it comply with any such arrangements, rights, privileges and concessions;

- 3.6 To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association.
- 3.7 To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, building, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carry out, alteration or control thereof;
- 3.8 To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit;
- 3.9 To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or be borrowed along or with others as aforesaid by notes secured of unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated association's property or assets present or future and to purchase, redeem or pay off any such securities;
- 3.10 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- 3.11 To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association;
- 3.12 To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association or any money due to the Association to from purchasers and others;
- 3.13 To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time deemed expedient for the purpose of

procuring contributions to the funds of the Associations, in the shape of donations, annual subscriptions or otherwise;

- 3.14 To print and publish any newspapers, periodicals, books or leaflets and use any website, any social media platform and any other electronic media that the Association may think desirable for the promotion of its objects;
- 3.15 To amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed on the Association under or by virtue of the Rules;
- 3.16 To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate;
- 3.17 To transfer all or any part of the property, assets. Liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorised to amalgamate;
- 3.18 To impose and collect levies, subscription fees and other charges from bodies, clubs, institutions, associations and individuals or raise money for the carrying out of the Purposes or Rules or for matters connected therewith;
- 3.19 To apply for, obtain, renew or surrender registration of any Trademark which is registerable under the Trade Marks Act 1995;
- 3.20 To promote friendship and sociability amongst its members and to that end to apply for, hold and renew any licence, permit or authority under the Liquor Control Act Reform Act 1998 or any amendment or re-enactment thereof;
- 3.21 To apply for, obtain, hold and renew any Venue Operator's Licence, permit or other authority under the Gambling Control Act 2003 or any amendments or re-enactment thereof;
- 3.22 To take or otherwise acquire and hold shares debentures or other securities of any company or body corporate.

KILSYTH & MOUNTAIN DISTRICTS BASKETBALL ASSOCIATION

RULES

1. NAME

The Association shall be known as the Kilsyth & Mountain Districts Basketball Association ("*the Association*") Inc.

2. OBJECTIVES

The objectives of the Association shall be the Purposes set out in the Association's Statement of Purposes.

3. MEMBERSHIP

The membership categories of the Association shall be: -

- (i) Ordinary Members;
- (ii) Life Members;
- (iii) Honorary Members;
- (iv) Junior Members;
- (v) Social Members;
- (vi) Corporate Members; and
- (vii) Parent or Guardian Members

4. ORDINARY MEMBERS

- (i) An ordinary Member is a person over the age of 18 years who has been elected by the Executive as such for the purposes of using the sporting facilities of the Association and who has paid an entrance fee (if any) plus an annual subscription determined by the Executive payable yearly in advance during the month in each year determined by the Executive;
- (ii) An Ordinary Member shall be entitled to enter the licenced area of the Association;
- (iii) An Ordinary Member shall be entitled to enter any gaming machine area of the Club within the meaning of the Gambling Control Act 2003;
- (iv) An Ordinary Member (who is financial) shall be entitled to attend or vote at any General Meeting of the Association and to nominate or second any person for the Executive.

5. LIFE MEMBERS

- (i) The Executive may, each year, at their discretion recommend for election as Life Members such persons as they consider to be entitled to life membership by reason of special services rendered to the Association.
- (ii) Life Members may, if recommended by the Executive of the Association, be elected at a General Meeting of the Association by a three-fourths majority of those present and eligible to vote provided that written notice of nomination for such election shall have been given to the Secretary at least 14 days before the meeting is held;
- (iii) Life membership may be cancelled by a three-fourths majority at a General Meeting;
- (iv) Life Members shall be admitted free of charge to all competitions and functions arranged by the Association and may attend all General Meetings with the right to vote;
- (v) The Executive shall establish a suitable form of recognition in honour of each Life Member.
- (vi) A Life Member shall be entitled to enter the same areas of the Club that an Ordinary Member is entitled to enter.

6. HONORARY MEMBERS

Persons possessing the following qualifications are eligible for election as an Honorary Member: -

- (i) Members and officials of any team or Club which is competing against a Participating Club or team of the Association on a particular day shall be eligible for election as an Honorary Member of the Association for the day;
- (ii) Officials of the regional, state or national body with which the Association is affiliated shall be eligible for election as an Honorary Member of the Association for the day;
- (iii) Persons nominated by a Corporate Member to the Election Committee and elected as Honorary Members.
- (iv) The number of Honorary Members shall be determined at the discretion of the Executive;
- (v) A person awaiting election for membership may be elected an Honorary Member;
- (vi) Any two members of the Executive shall constitute an Election Committee

for the purposes of this Rule. The name and address of each Honorary Member and of the Election Committee by whom they are elected shall be entered at the time of their election in a book to be kept for that purpose;

- (vii) An Honorary Member shall be entitled to attend but shall not be entitled to vote at any General Meeting of the Association nor shall be entitled to nominate or second any person for the Executive;
- (viii) An Honorary Member shall be entitled to enter the licensed are of the Association during the period of his Honorary Membership;
- (ix) An Honorary Member shall be entitled to enter any gaming machine area of the Club within the meaning of the Gambling Control Act 2003 during the period of his Honorary Membership;
- (x) A person shall not:
 - (a) be admitted as an Honorary Member, or
 - (b) be exempted from the obligation to pay the ordinary subscription of Membership of the Association unless the person is of a class specified in the Rule and the admission or exemption is in accordance with the Rules.

6A. CORPORATE MEMBERS

- (i) A Corporate Member is a Body Corporate which has been elected by the Executive as such and which has paid an Entrance Fee (if any) plus an Annual Subscription determined by the Executive payable yearly in advance during the month in each year as determined by the Executive.
- (ii) A Corporate Member must appoint a natural person to represent the Member in exercising any right of the Member under these Rules.
- (iii) A person appointed pursuant to sub-clause (ii) shall be entitled to attend but shall not be entitled to vote at any meeting of the association nor shall be entitled to nominate or second any person for the Executive.
- (iv) Any exercise by a Member of a right under these Articles carried out by a natural person appointed by the Corporate Member pursuant to Sub-clause (ii) shall be deemed to be a valid exercise of that right by that Member which is not open to challenge.
- (v) A Corporate Member may nominate the names of natural persons to the Election Committee constituted under Clause 6(v) of these Rules for election to the Association as Honorary Members.
- (vi) Natural Persons so elected as Honorary Members by the Election Committee shall be entitled to all the privileges and benefits of Honorary

membership as specified in Clause 6 of these for the period as determined by the Election Committee.

- (vii) A person elected as an Honorary Member pursuant to Sub-clause (vi) shall be entitled to attend but shall not be entitled to vote at any meeting of the Association nor shall be entitled to nominate or second any person for the Executive.

7. JUNIOR MEMBERS

- (i) A Junior Member is a person under the age of 18 years who has been elected by the Executive as such for the purposes of using the sporting facilities of the Association and who has paid an entrance fee (if any) plus an annual subscription determined by the Executive payable yearly in advance during the month in each year determined by the Executive;
- (ii) A Junior Member shall not be entitled to enter the licensed area of the Association except under conditions approved by the Victorian Liquor Commission under Section 120 of the Liquor Control Reform Act 1998;
- (iii) A Junior Member shall not be entitled to enter any gaming machine area of the Club within the meaning of the Gambling Control Act 2003;
- (iv) A Junior Member shall be entitled to attend but shall not be entitled to vote at any General Meeting of the Association nor shall be entitled to nominate or second any person for the Executive.

7A. PARENT OR GUARDIAN MEMBER

- (i) A Parent or Guardian Member is a person over the age of 18 years who is a parent or guardian for a Junior Member and who has been elected by the Executive as such and who has paid an entrance fee (if any) plus an annual subscription determined by the Executive payable yearly in advance during the month in each year determined by the Executive.
- (ii) A Parent or Guardian Member shall be entitled to enter the licenced area of the Association.
- (iii) A Parent or Guardian Member shall be entitled to enter any gaming machine area of the Club within the meaning of the Gambling Control Act 2003.
- (iv) A Parent or Guardian Member (who is financial and whose Junior Member is financial) shall be entitled to attend or vote at any General Meeting of the Association and to nominate or second any person for the Executive.
- (v) More than one person may be a Parent or Guardian Member in relation to

the same Junior Member. For example, both parents of the one child may become Parent or Guardian Members. However, a person may only hold one Parent or Guardian Membership even if that person is the parent or guardian of more than one Junior Member.

- (vi) A person who is an Ordinary Member or a Life Member may not also be a Parent or Guardian Member at the same time.

7B. SOCIAL MEMBERS

- (i) A Social Member is a person over the age of 18 years who has been elected by the Executive as such and who has paid an entrance fee (if any) plus an annual subscription determined by the Executive payable yearly in advance during the month in each year determined by the Executive.
- (ii) A Social Member shall be entitled to enter any gaming machine area of the Club within the meaning of the Gambling Control Act 2003;
- (iii) A Social Member shall be entitled to attend but shall not be entitled to vote at any General Meeting of the Association nor shall be entitled to nominate or second any person for the Executive.
- (iv) A Social Member shall be entitled to enter the same areas of the Club that an Ordinary Member is entitled to enter.

8. REGISTER OF MEMBERS

- (i) The Secretary must keep and maintain a register of members that include:
 - (a) for each current member;
 - (i) the member's name; and
 - (ii) the address for notice last given by the member; and
 - (iii) the date of becoming a member; and
 - (v) the category of membership; and
 - (vi) any other information determined by the Executive; and
 - (b) for each former member, the name of the person and the date on which the person ceased to be a member of the Association.
- (ii) Any member may, at a reasonable time and free of charge, inspect the register of members.
- (iii) The Secretary may keep a record of:

- (a) the email addresses of members (including former members); and
- (b) any other information determined by the Executive,

but such information shall not be regarded as part of the register of members.

- (iv) While and so long as the Association holds any licence under the Liquor Control Act Reform Act 1998 such register shall be open at any time to the inspection of a Licensing Inspector in whose division the licensed premises are situated, any authorised member of the Police Force and any Supervisor of Licensed premises;
- (v) Every Member upon any change in their address shall notify the Secretary in writing forthwith of the particulars thereof.

9. RIGHTS OF MEMBERSHIP

A right, privilege, or obligation of a person by reason of their membership of the Association: -

- (i) is not capable of being transferred or transmitted to another person;
- (ii) terminates upon the cessation of their membership whether by death or otherwise.

10. REGISTRATION FEES AND ANNUAL SUBSCRIPTIONS

The amount of registration fees and annual subscriptions (if any) for each category of members shall be fixed by the Executive. Such fees shall be payable in the manner stipulated by the Executive. Notwithstanding any other provision in these Rules, the Executive may allow Members to pay any registration fees or annual subscriptions by instalments over time rather be required to pay the entire amount in advance.

11. VISITORS

- (i) A visitor shall be entitled to enter and remain on the premises in the company of an Ordinary Member or a Life Member or a Parent or Guardian Member. The Association shall keep a record of each guest and visitor to the Association, including the name, address and date of visit of the guest and visitor and, except in the case of an authorised gaming visitor, the name to the members introducing the guest or visitor in a book kept on the premises for that purpose;
- (ii) No member shall introduce more than 4 visitors to the premises on any date unless the member is paying for the function being attended by the visitors. No member shall introduce the same visitor to the premises on more than 12 occasions in any period of 12 months but this restriction shall not apply to the

spouse, partner or children of a member;

- (iii) A visitor's behaviour on the premises shall be the responsibility of the introducing member who may be disciplined by the Executive for the behaviour for the visitor. A visitor must comply with any relevant rules of the Association whilst on the Association's premises (whether they are the licensed premises or other premises);
- (iv) The Executive, any member of the Executive, Club Manager or his representative shall have the right to exclude or evict any visitor or member whose behaviour on the premises is or has at any time been considered by any one of them as objectionable or prejudicial to the interests of the Association;
- (v) The Executive may allow authorised gaming visitors as defined in the Liquor Control Act Reform Act 1998 to enter the Association's premises. Any such persons shall be subject to the Rules of the Association and any restrictions imposed by the Executive from time to time and shall comply with the requirements of the Liquor Control Reform Act 1998 whilst on the Association's premises;
- (vi) The Association shall maintain a register of authorised gaming visitors containing the name and residential address of each authorised gaming visitor admitted to the licensed premises and the date of that admission;
- (vii) A Gaming Visitor must produce evidence of his or her residential address before being admitted to the Association's premises and must carry identification at all times whilst in the Association's premises, and must comply with any relevant rules of the Association whilst on the licensed premises;
- (viii) A visitor shall not be supplied with liquor on the Club premises unless the visitor is accompanied by a member or is an Authorised Gaming Visitor admitted in accordance with these Rules and the Gambling Control Act 2003;
- (ix) A visitor shall not be entitled to enter the Association's premises for the purpose of playing in or viewing a basketball game unless and until any applicable admission fee has been paid by him or on his behalf;

12. RECIPROCAL RIGHTS

The Executive may grant reciprocal rights to the Members of another Club or Clubs upon such terms and conditions as it thinks fit.

13. RESIGNATION OF MEMBERS

- (i) A Member of the Association who has paid all monies due and payable by them to the Association may resign from the Association by first giving one month's notice in writing to the Secretary of his intention to resign and upon

expiration of that period of notice, the Member shall cease to be a Member.

- (ii) Upon the expiration of a notice given under Sub Rule 13(i), the Secretary shall make in the register of Members an entry recording on which date the Member ceased to be a Member.

13A. DISCIPLINARY ACTION

- (i) The Association may take disciplinary action against a Member in accordance with this Rule 13A if it is determined that the Member:
 - (a) has failed to comply with these Rules; or
 - (b) refuses to support the purposes of the Association; or
 - (c) has engaged in conduct prejudicial to the Association.
- (ii) If the Executive is satisfied that there are sufficient grounds for taking disciplinary action against a Member, the Executive must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the Member.
- (iii) Subject to Sub Rule 13A.(iv), the Executive may appoint any person to a disciplinary subcommittee.
- (iv) A person must not be appointed to a disciplinary subcommittee if the person is biased in favour of or against the Member concerned.
- (v) Before disciplinary action is taken against a Member, the Secretary must give written notice to the Member:
 - (a) stating that the Association proposes to take disciplinary action against the Member; and
 - (b) stating the grounds for the proposed disciplinary action; and
 - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the *disciplinary meeting*); and
 - (d) advising the Member that the Member may do one or both of the following:
 - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - (ii) give a written statement to the disciplinary subcommittee

at any time before the disciplinary meeting; and

- (e) setting out the member's appeal rights under Sub Rules 13A (xi) to (xvii) inclusive.
- (vi) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.
- (vii) At the disciplinary meeting, the disciplinary subcommittee must:
 - (a) give the Member an opportunity to be heard; and
 - (b) consider any written statement submitted by the Member.
- (viii) After complying with Sub Rule 13A(viii), the disciplinary subcommittee may:
 - (a) take no further action against the Member; or
 - (b) subject to Sub Rule 13A(ix):
 - (i) reprimand the Member; or
 - (ii) suspend the membership rights of the Member for a specified period; or
 - (iii) expel the Member from the Association.
- (ix) The disciplinary subcommittee may not fine the Member.
- (x) The suspension of membership rights or the expulsion of a Member by the disciplinary subcommittee under this Rule takes effect immediately after the vote is passed.
- (xi) A person whose membership rights have been suspended or who has been expelled from the Association under Sub Rule 13A(viii) may give notice to the effect that the person wishes to appeal against the suspension or expulsion.
- (xii) The notice under Sub Rule 13A(x) must be in writing and given:
 - (a) to the Secretary not later than 7 days after the vote; or
 - (b) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
- (xiii) If a person has given notice under Sub Rule 13A(x), the Executive must

appoint at least 3 persons to an appeal subcommittee to consider the appeal.

- (xiv) Subject to Sub Rule 13A(xv), the Executive may appoint any person to an appeal subcommittee.
- (xv) A person must not be appointed to an appeal subcommittee if the person:
 - (a) as appointed to the disciplinary subcommittee to hear and determine the matter of the Member concerned; or
 - (b) has a personal interest in the dispute; or
 - (c) is biased in favour of or against the Member concerned.
- (xvi) The Executive must convene a meeting of the appeal subcommittee (the *disciplinary appeal meeting*) as soon as practicable and no later than 21 days after the notice of the appeal is received.
- (xvii) Notice of the disciplinary appeal meeting must be given to each member of the appeal subcommittee and the Member concerned as soon as practicable and must:
 - (a) specify the date, time and place of the meeting; and
 - (b) state:
 - (i) the name of the person against whom the disciplinary action has been taken; and
 - (ii) the grounds for taking that action; and
 - (iii) that at the disciplinary appeal meeting the appeal subcommittee members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.
- (xviii) At a disciplinary appeal meeting:
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the appeal subcommittee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.

- (xix) After complying with Sub Rule 13A(xviii), members of the appeal subcommittee present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (xx) A member may not vote by proxy at the meeting of the appeal subcommittee.
- (xxi) The decision is upheld if a majority of the persons voting at the meeting vote in favour of the decision.

13B. GRIEVANCE PROCEDURE

- (i) The grievance procedure set out in this Rule 13B applies to disputes under these Rules between:
 - (a) a Member and another Member; and
 - (b) a Member and the Executive; and
 - (c) a Member and the Association.
- (ii) A Member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.
- (iii) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.
- (iv) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Sub Rule 13B(iii), the parties must within 10 days:
 - (a) notify the Executive of the dispute; and
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
- (v) The mediator must be:
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:
 - (i) if the dispute is between a Member and another Member:
a person appointed by the Executive; or

- (ii) if the dispute is between a Member and the Executive or the Association: registered mediator.
- (vi) Subject to Sub Rule 13B(vii), the Executive may appoint any person as a mediator.
- (vii) The Executive must not appoint a person as a mediator if the person:
 - (a) has a personal interest in the dispute; or
 - (b) is biased in favour of or against any party.
- (viii) The mediator to the dispute, in conducting the mediation, must:
 - (a) give each party every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (ix) The mediator must not determine the dispute.
- (x) Any costs of mediation are to be paid:
 - (a) if an agreement as to costs is reached between the parties—in accordance with that agreement; or
 - (b) if there is no such agreement—by the Executive.
- (xi) If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Associations Incorporation Reform Act or otherwise at law.

14. PATRONS

The Association may from time to time at a General Meeting appoint such person(s) as it shall deem fit as Patron(s) of the Association. Definition of a Patron being a Sponsor’s Representative, Businessman, Professional person or notable Public figure, who has an expertise considered advantageous to the Association, as determined by the Executive.

15. HONORARIA

Honoraria for the Executive, members of committees, or any Delegate appointed by

the Executive for the special purposes, shall be determined by the Members at the Annual General Meeting.

16. THE EXECUTIVE

(i) Definitions

In these Rules, unless the context requires otherwise:

- (a) **Appointed Board Member** means a person appointed to be a member of the Executive under Sub Rule 16(ix);
- (b) **CEO** means any person who may be employed by the Association as its “Chief Executive Officer” (or in an equivalent role with a different title) from time to time;
- (c) **CFO** means any person who may be employed by the Association as its “Chief Financial Officer” (or in an equivalent role with a different title) from time to time;
- (d) **Elected Board Member** means a person elected under Sub Rule 16(v) [and, unless the context requires otherwise, also includes anyone appointed by the Executive to fill the position of an Elected Board Member under Sub Rule 16(v)(d)].

(ii) Composition of Executive

The Executive shall consist of up to 9 members being:

- (a) 5 Elected Board Members who are either elected under Sub Rule 16(v) or appointed to fill such a position under Sub Rule 16(v)(d); and
- (b) up to 4 Appointed Board Members appointed under Sub Rule 16(ix).

(iii) Eligibility to be a member of the Executive

- (a) In order to be a member of the Executive, a person must be an Ordinary Member or a Life Member or a Parent or Guardian Member of the Association (except if that person is the CEO or CFO).
- (b) Any CEO or CFO is not eligible to be an Elected Board Member, but may be appointed as an Appointed Board Member.

(iv) Nominations Committee

- (a) The Executive may establish a “Nominations Committee” for the purposes of assisting and advising the Executive in relation to:

- (i) the composition of the Executive;
- (ii) the selection and nomination of potential members of the Executive; and
- (iii) succession planning for the Executive,

to ensure that the Executive comprises individuals able to discharge the responsibilities of members of the Executive, having regard to the law and the applicable standards of good corporate governance, with the benefit of a range of skills, expertise, experience, perspectives and diversity appropriate for the Association and its purposes.

- (b) The recommendations of the Nominations Committee are not binding on the Executive.
- (v) Elected Board Members
- (a) Each Elected Board Member shall be elected at an Annual General Meeting of the Association [subject to Sub Rule 16(v)(d)] with:
 - (i) 1 positions as an Elected Board Member being up for election at the Annual General Meeting to be held in 2027 and at every third Annual General Meeting thereafter; and
 - (ii) 2 positions as an Elected Board Member being up for election at the Annual General Meeting to be held in 2028 and at every third Annual General Meeting thereafter; and
 - (iii) 2 positions as an Elected Board Member being up for election at the Annual General Meeting to be held be in 2029 and at every third Annual General Meeting thereafter.
 - (b) Subject to Sub Rule 16(xii), an Elected Board Member holds office until the third Annual General Meeting after the date of his or her election.
 - (c) An Elected Board Member whose term is ending is eligible to stand for re-election or, if that person's term has ended, is eligible to be appointed as an Appointed Board Member.
 - (d) If a casual vacancy arises in relation to the position of any Elected Member, the Executive may appoint another person to fill that casual vacancy and such person shall hold office until the next Annual General Meeting at which the election for that position is due.

(vi) Nominations for Positions as Elected Board Members

- (a) The nomination of any candidate for election to the position of an

Elected Board Member which is to fall vacant at an Annual General Meeting shall be lodged in writing, signed by the nominee and the person making the nomination with the Secretary at least 14 days before that Annual General Meeting.

- (b) The Secretary shall give of the nominations received under Sub Rule 16(vi)(a) to those persons entitled to attend a General Meeting.

(vii) Election for Positions as Elected Board Members

- (a) At each Annual General Meeting, after the annual report and financial statements of the Association have been received, the chairperson of the meeting shall declare vacant those positions as Elected Board Members that are to fall vacant at that Annual General Meeting and hold an election for those positions in accordance with these Rules.
- (b) A single election shall be held to fill all those positions for Elected Board Members that are falling vacant at that Annual General Meeting.
- (c) If the number of nominations received is equal to the number of vacancies for Elected Board Members to be filled, then the already persons nominated will be deemed to be elected.
- (d) If the number of nominations exceeds the number of vacancies to be filled for Elected Board Members, a ballot will be held in accordance with Sub Rule 16(viii).
- (e) If insufficient nominations have been received to fill all vacancies for Elected Board Members, then:
 - (i) the candidates already nominated will be deemed to be elected; and
 - (ii) the chairperson of the meeting shall call for further nominations from the floor of the meeting to fill the remaining vacancies.
- (f) If the chairperson of the meeting has called for further nominations under Sub Rule 16(e) and:
 - (i) the number of additional nominees is equal to the number of remaining vacancies, then those nominees will be deemed to be elected; or
 - (ii) if there are still insufficient nominees to fill the remaining vacancies, then those positions which remain vacant will be treated as casual vacancies under Sub Rule 16(v)(d); or

- (iii) if the number of nominations exceeds the number of remaining vacancies to be filled, then a ballot for those remaining vacancies will be held in accordance with Sub Rule 16(viii).

(viii) Ballot

- (a) If a ballot is required for the election for a position, the chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- (b) The returning officer must not be a member nominated for the position.
- (c) Before the ballot is taken, each candidate may make a short speech in support of the candidate's election.
- (d) The election must be by secret ballot.
- (e) If the election is held in person, the returning officer must give a blank piece of paper to:
 - (i) each member present in person; and
 - (ii) each proxy appointed by a member.

Example

If a member has been appointed the proxy of 5 other members, the member must be given 6 ballot papers—one for the member and one each for the other members.

- (f) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- (g) If the ballot is for more than one position:
 - (i) the voter must write on the ballot paper the name of each candidate for whom they wish to vote; and
 - (ii) the voter must not write the names of more candidates than the number to be elected.
- (h) Ballot papers that do not comply with Sub Rule 16(viii)(g)(ii) are not to be counted.
- (i) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (j) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (k) If the returning officer is unable to declare the result of an election under Sub Rule 16(viii)(j) because 2 or more candidates received the same number of votes, the returning officer must:

- (i) conduct a further election for the position in accordance with Sub Rules 16(viii)(d) to (j) inclusive to decide which of those candidates is to be elected; or
- (ii) with the agreement of those candidates, decide by lot which of them is to be elected.

Examples

The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

(ix) **Appointed Board Members**

- (a) The Executive may appoint up to 4 Appointed Board Members to the Executive.
- (b) The Executive may appoint the CEO or CFO as one of the 4 Appointed Board Members (but is not required to do so).
- (c) Subject to Sub Rule 16(xii), an Appointed Board Member (other than the CEO or CFO) holds office until the third Annual General Meeting after the date of his or her appointment.
- (d) Subject to Sub Rule 16(xii), if the Executive determines to appoint the CEO or CFO as an Appointed Board Member, then that person shall hold office from the date of that person's appointment until the date that the Executive determines (in its discretion) to end that appointment..
- (e) An Appointed Board Member whose term is ending is eligible to be re-appointed as an Appointed Board Member or, instead (except for the CEO or CFO), to stand for election as an Elected Board Member.

(x) **Officers of Association**

- (a) At each Annual General Meeting (after the completion of the election) or at the first meeting of the Executive after the Annual General Meeting, the then members of the Executive shall elect the 5 Officers of the Association from amongst the Executive – with there being separate elections for each office.
- (b) The Officers will be:
 - (i) a Chairperson;
 - (ii) a Deputy Chair;
 - (iii) a Competitions Officer;
 - (iv) a Secretary; and

- (v) a Treasurer.
- (c) If two or more candidates receive the same number of votes for an office, then the Executive must conduct a second election for the office or, if the candidates agree, decide by lot which of them is elected to the office. If, after conducting a second election for the position, the candidates still receive the same number of votes for an office, the election will be decided by lot.

Examples

The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

(xi) Removal of Officer from office

- (a) If an Officer ceases to be a member of the Executive, he or she shall also be deemed to have ceased to hold the office of that Officer and, at the next meeting of the Executive, the Executive shall conduct an election for the replacement for that Officer.
- (b) Any two members of the Executive may give written notice to the other members of the Executive that, at the next meeting of the Executive which occurs at least seven (7) days after the giving of the notice, they wish to move a motion that a specified Officer be removed from his or her office.
- (c) If, after the written notice required by Sub Rule 16(xi)(b) has been given (or such notice has been waived by all members of the Executive) a motion that a specified Officer be removed from his or her office is passed by an absolute majority of the members of the Executive, then that Officer shall immediately cease to hold his or her office (but shall remain a member of the Executive). An “absolute majority” means a majority of all of the members of the Executive at the time (not just a majority of the members attending at the meeting).

(xii) Vacation of Office

- (a) A member of the Executive may resign from the Executive by written notice addressed to the Executive.
- (b) A person ceases to be a member of the Executive if he or she:
 - (i) fails to attend two consecutive meetings of the Executive (other than special or urgent meetings) without reasonable excuse acceptable to the Executive;
 - (ii) is disqualified from holding that position under any legislation;

- (iii) ceases to be a suitable person to be a member of the Executive in accordance with the requirements of any legislation, including the Liquor Control Reform Act 1988 or the Gambling Regulation Act 2003;
- (iv) dies;
- (v) resigns his or her position by written notice to the Executive;
- (vi) becomes an insolvent under administration within the meaning of the Corporations Act 2001; or
- (vii) becomes a represented person within the meaning of the Guardianship and Administration Act 2019 or becomes the equivalent of a represented person under the equivalent Act in any other state or territory of Australia;
- (viii) ceases to be an Ordinary Member or a Life Member or a Parent or Guardian Member of the Association (except in the case of the Chief Executive Officer); or
- (ix) in the case of the Chief Executive Officer, ceases to be employed by the Association as its Chief Executive Officer.

(xiii) Subject to Transitional Provisions

The above provisions of this Rule 16 are subject to the provisions of Rule 36.

(xiv) Indemnity

Members of the Executive and of any committee appointed by the Executive shall be indemnified from the funds of the Association against the damages, verdicts in and costs of any legal proceedings that may be instituted against them or any of them in the exercise of their office or performance of their duties in good faith on behalf of the Association.

17. MEETING OF THE EXECUTIVE

- (i) The Executive shall meet as required by the Chairperson or on the demand of any two members but it shall meet at least four times in each financial year;
- (ii) The Secretary shall provide each Executive member with a written record of each meeting as soon as possible after such meeting and with the necessary advise of each intended Executive meeting at least two weeks before the meeting;
- (iii) Four members of the Executive shall constitute a quorum;

- (iv) Each member present at a meeting of the Executive shall be entitled to one vote, and in the event of equality of voting, the Chairperson shall have a casting (but if that casting vote is not cast, then the motion or amendment shall be deemed to have been lost);
- (v) A meeting of the Executive or any committee may be held by the use of technology that allows members of the Executive or committee to clearly and simultaneously communicate with each other participating member.
- (vi) A member of the Executive or any committee participating in a meeting as permitted under Sub Rule 17(v) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

18. POWERS OF THE EXECUTIVE

- (i) The Executive shall control and manage the business and affairs of the Association, and as subject to these Rules has power to perform all such acts and things as appear to the Executive to be essential for the proper management of the business and affairs of the Association;
- (ii) The Executive shall determine the conditions under which teams or clubs will be accepted to play in competitions;
- (iii) The Executive shall have the power to decline the application of any player for registration with Association or the application of any team or club to participate in the competitions or other functions conducted by the Association;
- (iv) The Executive shall have the power to create By-Laws and to alter, amend, add to or rescind same as the occasion may require, and such By-Laws shall have full force and effect, providing they are not inconsistent with these Rules. The By-Laws may be altered at any Executive meeting, provided that notice of the proposed amendment has been given to all members of the Executive at least Fourteen days before the meeting;
- (v) Should any matters arise for which provision has not been made in these Rules, the Executive shall have the power to take such action as is necessary to protect the interests of the Association;
- (vi) The Executive shall appoint representatives to the Victorian Basketball Association as required;
- (vii) The Executive shall have the power to appoint Business Managers to manage any enterprise or venture of the Association.

19. CHAIRPERSON AND DEPUTY CHAIR

- (i) Subject to Sub Rule 19(ii), the Chairperson or, in the Chairperson's absence, the Deputy Chair is the chairperson for any general meetings and for any meetings of the Executive.
- (ii) If the Chairperson and the Deputy Chair are both absent or are unable to preside, the chairperson of the meeting must be a member of the Executive appointed by the other members of the Executive present.

20. COMPETITIONS OFFICER

The Competitions Officer shall have oversight of the management of the domestic competitions of the Association.

21. SECRETARY

The Secretary must perform any duty or function required under the Associations Incorporation Reform Act 2012 to be performed by the secretary of an incorporated association.

Example

Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

22. TREASURER

- (i) The Treasurer must:
 - (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
 - (b) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
 - (c) make any payments authorised by the Executive or by a general meeting of the Association from the Association's funds; and
 - (d) ensure cheques are signed by at least 2 members of the Executive.
- (ii) The Treasurer must:
 - (a) ensure that the financial records of the Association are kept in accordance with the Associations Incorporation Reform Act 2012; and
 - (b) coordinate the preparation of the financial statements of the Association and the Association's certification by the Executive prior to the Association's submission to the annual general meeting of the Association.

- (iii) The Treasurer must ensure that all other members of the Executive have access to the accounts and financial records of the Association.

23. DELEGATION

- (i) The Executive may delegate to a member of the Executive or to a committee or to staff, any of its powers and functions other than:
 - (a) this power of delegation; or
 - (b) a duty imposed on the Executive by the Associations Incorporation Reform Act 2012 or any other law.
- (ii) At the date that this clause is added to the Rules, the Association has the following committees (which are known as “Commissions”):
 - (a) Finance, Audit, Risk and Management Commission;
 - (b) Kilsyth Cobras Match Commission; and
 - (c) Technical Officials Commission;
- (iii) The delegation must be in writing and may be subject to the conditions and limitations the Executive considers appropriate.
- (iv) The Executive may, in writing, revoke a delegation wholly or in part.
- (v) All members of a committee shall be Ordinary Members or Life Members or Parent or Guardian Members of the Association.
- (vi) The membership from time to time of any committee shall be determined by the Executive.

24. FINANCE

- (i) The financial year of the Association shall commence on the 1st January each year and end on the 31st December that year;
- (ii) The control of all finances, including the receipt of all monies by way of levies, fees, fines, donations, subscriptions, charges, sponsorship, grants, hire, rentals, team and Association bonds and any other income and the payment of expenses shall be vested in the Executive;
- (iii) All the assets of the Association shall be vested in the name of the Association;
- (iv) The assets and income of the Association shall be applied exclusively towards the promotion of its purposes and no portion thereof shall be paid or transferred, directly or indirectly by way of profit or income to the Members, excepting that payment in good faith be made for goods or

services supplied in the ordinary way of business or for reasonable out-of-pocket expenses incurred by an authorised person acting under directions of the Executive;

- (v) The Executive shall present to each Annual General Meeting of the Association financial statements audited in accordance with the requirements of the *Corporations Law* made up to the 31st December preceding the date of such Annual General Meeting;
- (vi) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two office bearers of the Executive;
- (vii) The funds of the Association shall be derived from the entrance fees, annual subscriptions, donations and such other sources as the Executive may determine and from income derived from business conducted under a trading name(s).

20. GENERAL MEETING OF THE ASSOCIATION

- (i) An Annual General Meeting of the Association shall be held each year at such time and place as shall be determined by the Executive;
- (ii) An Extraordinary General Meeting may be convened by the Executive whenever it deems necessary;
- (iii) An Extraordinary General Meeting shall be convened by the Executive upon a requisition in writing signed by not less than One Hundred Ordinary Members expressing the object of the meeting and delivered by hand to the Secretary. Such Extraordinary General meeting shall be convened to be held within 28 days of the receipt of the requisition by the Secretary.

21. PURPOSE OF AN ANNUAL GENERAL MEETING (Association)

The purpose of an Annual General Meeting shall be:-

- (i) To receive the annual report of the Executive;
- (ii) To receive the financial statements of the year ended the preceding 31st December;

- (iii) To elect Elected Board Members to those positions falling vacant at that Annual General Meeting;
- (iv) To set the Honoraria (if any) for the persons set out in Rule 15 for the following year;
- (v) To transact any other business of which notice in writing shall have been lodged with the Secretary at least 14 days before the meeting is held.
- (vi) To appoint the auditor.

22. PURPOSE OF AN EXTRAORDINARY GENERAL MEETING (Association)

Extraordinary General Meetings may be called for any of the following purposes:-

- (i) to amend the constitution;
- (ii) to rescind a decision, of a previous General Meeting or of the Executive;
- (iii) to instruct the Executive on a matter of policy;
- (iv) to remove the Executive from office and to appoint persons to conduct the affairs of the Association until another Executive is elected at an Annual General Meeting;
- (v) to deal with the business referred to in Sub Rule 20(ii);
- (vi) to remove a member of the Executive before the expiration of his time and appoint another member in his stead.

23. ATTENDANCE AT A GENERAL MEETING (Association)

- (i) All financial Members are entitled to attend General Meetings of the Association;
- (ii) Any other interested person may attend a General Meeting.

24. USE OF TECHNOLOGY (Association)

- (i) A General Meeting may be held and Members may take part by the use of technology that allows Members to clearly and simultaneously communicate with each other participating Member.
- (ii) A Member participating in a General Meeting as permitted under Sub Rule 29(i) is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

25. VOTING AT GENERAL MEETING (Association)

- (i) The following shall be entitled to vote at General Meetings:-
 - (a) Life Members; and
 - (b) Ordinary Members; and
 - (c) Parent or Guardian Members.
- (ii) Each Ordinary Member and Life Member and Parent or Guardian Member is entitled to one vote only;
- (iii) Voting at General Meetings of the Association shall be by a show of hands and an exhaustive system of ballot shall be used for the election of Elected Board Members;
- (iv) In all cases the chairperson of the meeting is entitled only to his normal deliberative vote, provided he exercises it before result is known and always only in writing. In the event of an equality of votes, the motion is defeated;
- (v) A member is not entitled to vote at any general meeting unless all monies due and payable to the Association have been paid;
- (vi) All resolutions passed at the Annual General Meeting or at any Special General Meeting or adjourned meeting shall be conclusive and binding on all members whether they shall have been at the meeting or not.

26. CONDUCT OF GENERAL MEETINGS (Association)

General Meetings shall be conducted by the Executive. The Chairperson shall chair the meeting, or, in their absence, the Deputy Chair shall be chairperson of the meeting. In the absence of both the Chairperson and the Deputy Chair, the attending members of Executive shall elect a chairperson of the meeting.

27. NOTICE OF GENERAL MEETINGS (Association)

The Secretary shall notify all members and all other persons entitled to vote at general meetings at least 21 days before the date of the meeting. The notice shall be by way of notice on the Association's social media platforms and notice on the noticeboard in the Association's premises.

28. QUORUM FOR A GENERAL MEETING (Association)

No business shall be transacted at a general meeting unless a quorum is present. A quorum shall consist of thirty persons being no less than five persons who are members of the Executive at the commencement of the meeting and twenty-five other persons present and eligible to vote. If a quorum is not present within thirty minutes of the time appointed for the general meeting, the meeting if convened upon the requisition of members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place and if such adjourned a quorum not be present within thirty minutes from the time appointed for the meeting, those persons present shall form a quorum.

29. DISSOLUTION

- (i) If the number of Ordinary Members falls below 30, or if the Executive resolves that the Association be dissolved, or the Ordinary Members wish to dissolve the Association, the Executive shall convene a Special General meeting called for that the purpose on no less than 21 days notice at which the question of dissolution shall be put;
- (ii) For the Association to be dissolved, an such resolution must be passed by at least 75% of the Members present and voting;
- (iii) If upon the winding up or dissolution of the Association there remains, after satisfaction of all the debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst the Members of the Association but shall be given or transferred to some institution or institutions purposes similar to those of the Association and whose Constitution shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as imposed by this Rule.

30. BORROWING POWERS

If at any time the Association in General Meeting shall pass a resolution authorising the Association to borrow money, the Executive shall thereupon subject to an directions of the General Meeting be empowered to borrow such amount of money on behalf of the Association either at one time or from time to time and at such rates of interest and in such form and manner and upon such security as it shall determine and make such dispositions of the Association property or any part thereto as it may deem proper for giving security for such loans and interest.

31. AUDITOR

- (i) The Executive must ensure that the accounts and financial statements of the Association for each financial year of the Association are audited by an external auditor appointed pursuant to this Rule.
- (ii) The auditor of the Association:
 - (a) must be appointed by Members entitled to vote at the Annual General Meeting or, failing such appointment, by the Executive;
 - (b) may be removed from office only by the Members entitled to vote at the Annual General Meeting;
 - (c) must have the qualifications and approvals required by the Associations Incorporation Reform Act 2012.

32. SEAL

- (i) The Common Seal of the Association shall be kept in the custody of the Secretary;
- (ii) The Common Seal shall not be affixed to any instrument except on the authority of the Executive and the affixing of the Common Seal shall be attested by the signatures either of two Members of the Executive or of one Member of the Executive and of the Public Officer of the Association.

33. ALTERATION OF RULES AND STATEMENT OF PURPOSES

- (i) These Rules and Statement of Purposes of the Association shall not be altered except in accordance with the Associations Incorporation Reform Act 2012
- (ii) Notwithstanding anything to the contrary contained herein, the Executive upon the advice of the Association's Lawyers may in connection with any proceedings before the Commissions make such amendment or amendments to these Rules as may be required to comply with the Liquor Control Act Reform Act 1998 or any requirement, direction, submission or policy of the Victorian Liquor Commission. Any such amendment shall unless otherwise determined by the Executive take effect immediately and the Executive shall cause a copy of such amendment or amendments to be displayed in a conspicuous position in the Association's premises within 7 days after the making thereof;

34. CUSTODY OF DOCUMENTS

Except as is otherwise provided in these Rules, the Secretary shall keep in his custody or under his control all books, documents and securities of the Association.

35. NOTICES

- (i) A Notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at his address shown in the register of members or as otherwise provided in these Rules;
- (ii) Where a document is properly addressed, prepaid and posted to a person as a letter, the document shall be deemed to have been given to that person at the time at which the letter would have been delivered in the ordinary course of the post.

36. TRANSITIONAL PROVISIONS

- (i) In this Rule 36, “Effective Date” means the date upon which these provisions of this Rule 36 came into effect.
- (ii) Notwithstanding any other provision of these Rules:
 - (a) the individuals who were the five office bearers of the Association at the Effective Date shall be deemed to be the Elected Board Members of the Association immediately after the Effective Date;
 - (b) each office bearer of the Association at the Effective Date shall continue to hold the same office immediately after the Effective Date (or the new office closest in role to their preceding office);
 - (c) the other persons who were members of the Executive at the Effective Date shall determine by agreement (or, if they cannot agree, by the drawing of lots) which one of them shall be deemed to be the sixth Elected Board Member of the Association immediately after the Effective Date; and
 - (d) the remaining persons who were members of the Executive at the Effective Date but have not been deemed to be the Elected Board Members under the above sub-paragraphs shall cease to be members of the Executive immediately after the Effective Date (creating vacancies for the appointment of Appointed Board Members);
- (iii) Notwithstanding any other provision of these Rules, at the first meeting of the Executive after the Effective Date, the Elected Board Members shall determine by agreement (or, if they cannot agree, by the drawing of lots):
 - (a) which 1 of the Elected Board Members shall be deemed to have been elected for a term ending at the Annual General Meeting to be held in 2027;
 - (b) which 2 of the Elected Board Members shall be deemed to have been elected for a term ending at the Annual General Meeting to be held in 2028;
 - (c) which 2 of the Elected Board Members shall be deemed to have been elected for a term ending at the Annual General

Meeting to be held in 2029;

provided that the term of the Elected Board Members shall be subject to Sub Rule 16(xii).

- (iv) Notwithstanding any other provision of these Rules (including any provisions regarding the election of Elected Board Members), the terms of the Elected Board Members immediately after the Effective Date shall commence at the Effective Date and end as determined in accordance with Sub Rule 36(iii).
- (v) Notwithstanding any other provision of these Rules, at the first meeting of the Executive after the Effective Date and after the determination of the positions and terms of the Elected Board Members in accordance with Sub Rule 36(iii) , the Executive shall conduct an election of the Officers of the Association in accordance with Sub Rule 16(x) (but as if the reference to the first meeting of the Executive after the Annual General Meeting was a reference to the first meeting of the Executive after the Effective Date).

37. LIQUOR CONTROL ACT REFORM ACT 1998

So long as the Association holds any Licence under the Liquor Control Act Reform Act 1998, or any amendment or re-enactment and notwithstanding anything to the contrary elsewhere in these Rules contained or implied the following Rules shall apply and have effect:-

- (i) The Association shall provide and maintain its facilities from its funds;
- (ii) No person shall receive greater profit, benefit or advantage from the Association than that received by every Member thereof other than a remuneration or honorarium approved by the Victorian Liquor Commission for work done by the Secretary, Treasurer or other Officer of the Association or salary or wages paid to employees;
- (iii) No amount shall be paid to an officer or servant of the Association by way of commission or allowance from receipts of the Association for the sale and disposal of liquor;
- (iv) A visitor to the Association must not be supplied with liquor in the Association's premises unless the visitor is:
 - (a) a guest in the country of an Ordinary Member or a Life Member or a Parent or Guardian Member of the Association;
 - (b) an authorised gaming visitor admitted in accordance with the Rules of the Association;
 - (c) present at an occasion or function in the Association's premises in respect of which a limited licence pursuant to Section 14 of the Liquor Control Reform Act 1998 has issued authorising the sale

and disposal of liquor to that visitor;

- (v) No liquor shall be sold or supplied to any person under 18 years of age except where such person is accompanied by a spouse or parent or guardian and the liquor is sold or supplied for consumption as part of a meal supplied on the licensed premises;
- (vi) No liquor shall be sold or supplied for consumption elsewhere than on the licensed premises unless such liquor is removed from the licensed premises the Member purchasing the same;
- (vii) No person under 18 years of age except persons who are being trained as waiters shall be allowed to serve behind the bar in the licensed premises;
- (viii) No more person than the number permitted by the Town Planning or other permit will be permitted on the licensed premises at any one time;
- (ix) If at any time the number of Members of the Association shall fall below 30 it shall be the duty of the Secretary to notify the Victorian Liquor Commission forthwith and to proceed to apply to surrender the Associations licence;
- (x) The procurement, storage, disposal and all other matters relating to liquor shall at all times remain under the control and supervision of the Executive.

38. CUSTODY AND INSPECTION OF BOOKS AND RECORDS

- (i) Members may on request inspect free of charge any of the following:
 - (a) the register of members;
 - (b) the minutes of general meetings;
 - (c) subject to Sub Rule 39(ii), the financial records, books, securities and any other relevant document of the Association, including minutes of meetings of the Executive.
- (ii) The Executive may refuse to permit a Member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (iii) The Executive must on request make available, or provide copies of, these Rules available to Members and applicants for membership free of charge.

- (iv) Subject to Sub Rule 39(ii), a Member may request a copy of, or make a copy of, any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (v) For the purposes of this rule:
relevant document means any record or other document, however compiled, recorded or stored, that relates to the incorporation and management of the Association and includes the following:
 - (a) a membership record;
 - (b) a financial statement;
 - (c) a financial record;
 - (d) any other record or document relating to transactions, dealings, business or property of the Association.

39. MISCELLANEOUS

- (i) The Association is authorised to trade in accordance with the provisions of Associations Incorporation Reform Act 2012.
- (ii) The provisions for trading and for winding up contained in these Rules shall not be altered without the consent of the Minister.
- (iii) In the Statement of Purposes and these Rules, unless the context requires otherwise:
 - (a) a reference to an act, statute or regulation (or a provision thereof) includes all acts, statutes, or regulations (and provisions thereof) varying, amending, consolidating, updating or replacing it, and a reference to an act or statute includes all regulations issued under that act or statute;
 - (b) a reference to any office, commission or other governmental authority established under an act or statute shall include any successor to or substitute for that office, commission or other governmental authority; and
 - (c) a reference to any licence, permit or other authority granted under an act or statute shall include any successor to or substitute for that licence, permit or other authority.