

# Banyule Hawks Basketball Club Incorporated

## Constitution

---

### 1. Name

The name of the incorporated association is Banyule Hawks Basketball Club Incorporated and is referred to as the **Club** in these Rules.

### 2. Objectives

(1) The objectives of the Club shall be to:

- (a) represent the interests of basketball and all involved in basketball within the Club;
- (b) provide individuals with opportunities to maximise their potential by competing in the highest level of basketball possible, given their own ability; and
- (c) promote, develop and encourage participation in the sport of basketball.

(2) In pursuit of these objectives, the Club will seek to:

- (a) provide support and assistance for teams in all areas of their operations;
- (b) encourage and support teams and foster their growth and development;
- (c) choose and manage teams to represent the Club;
- (d) enter teams in the competitions conduct by the Eastern Districts Basketball Association and any other Association considered beneficial;
- (e) seek sponsorship for various programs and events and endorse products that will be consistent with projecting the best image of the sport; and
- (f) deal with any other matters that the Club may deem to be in the interest of the sport of basketball.

### 3. Powers of the Club

(1) To acquire, hold, deal with and dispose of any real or personal property for the purpose of satisfying the Objectives of the Club;

(2) To open and operate bank accounts;

(3) To invest its money:

- (a) in any security in which trust moneys may be invested; or
- (b) in any other manner authorised by the rules of the Club:

(4) To borrow money for capital works for the purpose of satisfying the Objectives of the Club upon such terms and conditions as the Club thinks fit;

(5) To give such security for the discharge of liabilities incurred by the Club on its behalf for reward or otherwise.

- (6) To build construct, erect, maintain, alter and repair any premises, building or other structure of any kind and to furnish, equip and improve the same for use by the Club for the purpose of satisfying the Objectives of the Club.
- (7) Accept donations and gifts in accordance with the Objectives of the Club.
- (8) Print and publish any approved information by any media including newsletters, newspapers, articles or leaflets for promotion of the Club, by electronic or other means.
- (9) Provide gifts and prizes in accordance with the Objectives of the Club;
- (10) Organise social events for members and the promotion of the Club.
- (11) To enter into any other contract the Club considers necessary or desirable for the purpose of satisfying the Objectives of the Club:
- (12) Appoint such Board and sub-committees as from time to time are considered necessary for the good conduct of the affairs of the Club;
- (13) Make By-laws governing the conduct of the Club's activities; and
- (14) Otherwise do all things which are incidental to or necessary for the attainment of the Objectives of the Club.

#### **4. Alteration of the Rules**

These Rules and Objectives of the Club must not be altered except in accordance with the Act.

#### **5. Membership**

##### **(1) Membership Categories**

The Club shall consist of Playing Members, Parent Members, Elected Members and Life Members.

##### **(2) Playing Members**

- (a) A person who is registered to play in any team entered by the Club in any competition is a member. Only playing members who have reached the age of 18 at the time of a General Meeting may exercise a vote at a General Meeting or propose any motion to a General Meeting of the Club, or to be a member of the Board, or to propose any other person as a member of the Board.
- (b) A playing member who has registered for a team and paid the relevant registration fee shall not be required to pay a membership fee and in receipt of the registration and all relevant fees, the Secretary shall enter the name of the playing member in the register of members.

##### **(3) Parent Members**

- (a) A parent or guardian of a playing member who has not reached the age of 18 at the time of a General Meeting may nominate to the Secretary in writing prior to the General Meeting that he or she represents the junior playing member under 18 years of age and that parent or guardian will become a member with

full voting rights. Only one parent or guardian may nominate per junior playing member. If more than one parent or guardian nominates per junior playing member, only the first nomination shall be accepted.

- (b) The nominated parent or guardian of a junior playing member who has registered for a competition and paid the relevant registration fee shall not be required to pay a membership fee and on receipt of all fees, the Secretary shall enter the name of the parent or guardian in the register of members 30 days after receipt of the nomination unless the Board rejects the nomination.
- (c) Within 30 days of receipt of the nomination under this clause, the Board may reject the nomination and is not obliged to give reasons for the rejection.

**(4) Elected Members**

- (a) A person with an interest in basketball who is not a playing member or parent member over the age of 18 who applies for membership, whose application is approved by the Board and who pays the membership fee is eligible to be a member of the Club.
- (b) A nomination of a person for membership of Club:
  - (i) Shall be made in writing in the form set out in Appendix 1 or such other form as approved by the Board; and
  - (ii) Shall be lodged with the Secretary of the Club.
- (c) As soon as practicable after the receipt of a nomination, the Secretary shall refer the nomination to the Board.
- (d) The nomination being referred to the Board, the Board shall determine whether to approve or to reject the nomination but shall not be required to state any reason for failing or refusing to admit any person to membership.
- (e) Upon the nomination being approved by the Board, the Secretary shall, with as little delay as possible, notify the nominee in writing that he or she is approved for membership of the Club and request payment within the period of 28 days after receipt of the notification of the sum payable under these Rules as the entrance fee and the first year's annual subscription.
- (f) The Secretary shall, upon payment of the amounts referred to in sub-clause 12 within the period referred to in that sub-clause, enter the nominee's name in the register of members kept by him or her and, upon the name being so entered, the nominee becomes a member of the Club.

**(5) Life Members**

- (a) Life Members of the Club may be elected at a general meeting by a 75% majority of eligible votes, provided that written notice of nomination for such election shall have been given to the Secretary of the Club at least seven (7) days prior to the meeting.
- (b) Life Membership shall be restricted to those whose service to basketball and the Club has been worthy of the highest honour.
- (c) The Board shall present a written report to the general meeting on the services of any nominee together with its recommendations as to the suitability for the honour.
- (d) By resolution of 75% majority of eligible votes at a general meeting of the Club, life membership may be cancelled.
- (e) Life members shall be granted the privileges of free admission to all functions held by the Club and the right to attend and vote at the Annual General Meeting.

- (6) A right, privilege, or obligations of a person of his or her membership of the Club:
  - (a) Is not capable of being transferred or transmitted to another person;
  - (b) Terminates upon the cessation of his or her membership whether by death or resignation or otherwise.

**6. Register of Members**

- (1) The Secretary must keep and maintain a register of members containing:
  - (a) the name and address of each member
  - (b) postal address for the team and contact details for each person listed on team registration form; and
  - (b) the date on which each member's name was entered in the register.
- (2) The register is available for inspection free of charge by any member upon request except that contact details will not be disclosed.
- (3) A member may make a copy of entries in the register other than contact details of members.

**7. Cessation of Membership**

- (1) A member of the Club who has paid all monies due and payable by him or her to the Club may resign from the Club by first giving one month's notice in writing to the Secretary of his or her intention to resign.
- (2) After the expiry of the period referred to in sub rule:
  - (a) The member ceases to be a member; and
  - (b) The Secretary must record in the register of members the date on which the member ceased to be a member.
- (3) A playing member ceases to be a member if he or she is not registered or has not paid the relevant fees in full to play in a team representing the Club.
- (4) A parent member ceases to be a member if the playing member with respect to which he or she is nominated under Rule 6(3) turns the age of eighteen (18) years or if that child is not registered or has not paid the relevant fees in full to play in a team representing the Club.
- (4) Any other member (except a Life Member) ceases to be a member if their membership is unfinancial for more than six (6) months.

**8. Conditions of Membership**

The conditions of membership shall be as follows:

- (a) That the member agrees to abide and be bound by these Rules and By-Laws of the Club, and to accept, comply with and enforce all decisions of the Club;
- (b) That all members shall manage their affairs in a manner that will not discredit basketball in Victoria and in accordance with the policies of the Club.

**9. Discipline, Suspension and Expulsion of Members**

- (1) Subject to these Rules, if the Board is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming of a member or prejudicial to the interests of the Club, the Board may by resolution:
  - (a) fine that member an amount not exceeding \$500; or
  - (b) suspend that member from membership of the Club for a specified period; or
  - (c) expel that member from the Club.
- (2) A resolution of the Board under clause 10(1) does not take effect unless:
  - (a) at a meeting held in accordance with clause 10(3), the Board confirms the resolution; and
  - (b) if the member exercises a right of appeal to the Club under this rule, the Club confirms the resolution in accordance with this rule.
- (3) A meeting of the Board to confirm or revoke a resolution passed under clause 10(1) must be held not earlier than fourteen (14) days, and not later than twenty-eight (28) days, after notice has been given to the member in accordance with clause 10(4).
- (4) For the purposes of giving notice in accordance with clause 10(3), the Secretary must, as soon as practicable, cause to be given to the member a written notice:
  - (a) setting out the resolution of the Board and the grounds on which it is based; and
  - (b) stating that the member or the member's representative (not being a legal practitioner), may address the Board at a meeting to be held not earlier than fourteen (14) days and not later than twenty-eight (28) days after the notice has been given to that member; and
  - (c) stating the date, place and time of that meeting; and
  - (d) informing the member that he she or it may do one or both of the following:
    - (i) attend that meeting personally or by a representative;
    - (ii) give to the Board before the date of that meeting a written statement seeking the revocation or diminution of the resolution;
  - (e) informing the member that, if at that meeting, the Board confirms the resolution, he, she or it may, not later than forty-eight (48) hours after that meeting, give the Secretary a notice to the effect that he, she or it wishes to appeal to the Club in a General Meeting against the resolution.
- (5) At a meeting of the Board to confirm or revoke a resolution passed under clause 10(1), the Board must-
  - (a) give the member, or his, her or its representative (not being a legal practitioner), an opportunity to be heard; and
  - (b) give due consideration to any written statement submitted by the member; and
  - (c) determine by resolution whether to confirm or to revoke the resolution.

- (6) If at the meeting of the Board, the Board confirms the resolution, the member may, not later than forty-eight (48) hours after that meeting, give the Secretary a notice to the effect that he, she or it wishes to appeal to the Club in a General Meeting against the resolution.
- (7) If the Secretary receives a notice under clause 10(6), he or she must notify the Board and the Board must convene a General Meeting of the Club to be held within twenty-one (21) days after the date on which the Secretary received the notice.
- (8) At a General Meeting of the Club convened under clause 10(7):
  - (a) no business other than the question of the appeal may be conducted; and
  - (b) the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
  - (c) the member, or his or her representative, must be given an opportunity to be heard; and
  - (d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (9) A resolution is confirmed if, at the General Meeting, not less than two-thirds of the members present vote in favour of the resolution. In any other case, the resolution is revoked.

**10. Disputes and Mediation**

- (1) The grievance procedure set out in this rule applies to disputes under these clauses between-
  - (a) a member and another member; or
  - (b) a member and the Club.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all of the parties.
- (3) 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 ten (10) days, hold a meeting in the presence of a mediator.
- (4) The mediator must be-
  - (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement:
    - (i) in the case of a dispute between a member and another member, a person appointed by the Board of the Club; or
    - (ii) in the case of a dispute between a member and the Club, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (5) A member of the Club can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must--
  - (a) give the parties to the mediation process 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 to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) 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 at law.

**11. Annual General Meetings**

- (1) The Board may determine the date, time and place of the Annual General Meeting of the Club provided it is held within five (5) months of the end of the financial year.
- (2) The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting.
- (3) The ordinary business of the Annual General Meeting shall be-
- (a) to confirm the minutes of the previous Annual General Meeting and of any General Meeting held since that meeting; and
  - (b) to receive from the Board reports upon the transactions of the Club during the last preceding financial year including;
    - (i) President's Report;
    - (ii) Financial Report (including Treasurer Statement, Profit & Loss, Balance Sheet and Auditor's Report);
    - (iii) Such other reports as requested by the President
- and
- (c) to elect the Directors of the Club;
  - (d) to appoint an auditor for the forthcoming year (if required); and
  - (e) to transact any other business of which notice in writing shall have been given to the Secretary of the Club at least seven (7) days prior to the date of the meeting.

(4) The Annual General Meeting may conduct any special business of which notice has been given in accordance with these Rules.

(5) The Secretary of the Club shall give seven (7) days' notice of the Agenda to members and office bearers.

**12. Extraordinary General Meetings**

- (1) In addition to the Annual General Meeting, other General Meetings may be held in the same year.
- (2) All General Meetings other than the Annual General Meeting are Extraordinary General Meetings.
- (3) The Board may, whenever it thinks fit, convene an Extraordinary General Meeting of the Club.

- (4) The Board must, on the request in writing of members representing not less than twenty (20) members, convene an Extraordinary General Meeting of the Club.
- (5) The request for an Extraordinary General Meeting must--
  - (a) state the objectives of the meeting; and
  - (b) be signed by the members requesting the meeting; and
  - (c) be sent to the address of the Club.
- (6) If the Board does not cause an Extraordinary General Meeting to be held within one (1) month after the date on which the request is sent to the address of the Club, the members making the request, or any of them, may convene an Extraordinary General Meeting to be held not later than three (3) months after that date.
- (7) If an Extraordinary General Meeting is convened by members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the Board and all reasonable expenses incurred in convening the Extraordinary General Meeting must be refunded by the Club to the persons incurring the expenses.

**13. Special Business**

All business that is conducted at an Extraordinary General Meeting is special business.

**14. Notice of General Meetings**

- (1) The Secretary of the Club shall, at least 14 days before the date fixed for holding a General Meeting of the Club, cause to be sent to each member of the Club, a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (2) Notice may be given:
  - (a) By prepaid post to the address or email address appearing in the register of member; or
  - (b) By electronic transmission; or
  - (c) By placing the notice on the notice board of the stadium.
- (3) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (4) A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next General Meeting after the receipt of the notice.

**15. Quorum at General Meetings**

- (1) No item of business may be conducted at a General Meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- (2) Ten (10) members present (being members entitled under these Rules to vote at a General Meeting) constitute a quorum for the conduct of the business of a General Meeting.



- (3) If, within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present-
- (i) in the case of a meeting convened upon the request of members - the meeting must be dissolved; and
  - (ii) in any other case - the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the meeting must be dissolved.

**16. Presiding at General Meetings**

- (1) The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each General Meeting of the Club.
- (2) If the President and the Vice-President are absent from a General Meeting, or are otherwise unable to preside, the members present must select one of their number to preside as Chairperson.

**17. Adjournment of Meetings**

- (1) The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- (2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (3) If a meeting is adjourned for fourteen (14) days or more, notice of the adjourned meeting must be given in accordance with these Rules.

**18. Voting at General Meetings**

- (1) All Directors of the Club and all members eligible to vote shall exercise one vote only at the Annual General Meeting and/or Extraordinary General Meetings of the Club.
- (2) No proxy or postal votes will be allowed at any meeting of the Club.
- (3) A member not physically present at a General Meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- (4) A member participating in a General Meeting as permitted under subrule (3) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

**19. Manner of determining whether resolution carried**

If a question arising at a General Meeting of the Club is determined on a show of hands a declaration by the Chairperson that a resolution has been—

- (a) carried; or
- (b) carried unanimously; or
- (c) carried by a particular majority; or

- (d) lost;

An entry to that effect in the minute book of the Club is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

**20. Poll at General Meetings**

- (1) If at a meeting a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

**21. Board**

- (1) The affairs of the Club shall be managed by the Board.
- (2) The Board shall:
- (a) control and manage the business and affairs of the Club; and
  - (b) subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Club other than those powers and functions that are required by these Rules to be exercised by General Meetings of the members of the Club; and
  - (c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Club.
- (3) Subject to section 23 of the Act, the Board shall consist of the Directors listed in clause 22 below.
- (4) All members of the Board are required to have a satisfactory Working with Children Check completed.
- (5) A representative of the Referees Association will be invited to attend meetings of the Board. The representative will be invited to discuss relevant matters, but does not have voting rights.

**22. Directors**

- (1) The Board of the Club shall be:
- (a) a President;
  - (b) a Vice-President;
  - (c) a Treasurer;
  - (d) a Secretary; and
  - (e) up to four (4) general members;

- (2) The provisions of clause 24, so far as they are applicable and with the necessary modifications, apply to and are in relation to the election of persons to any of the offices referred to in clause 23(1).
- (3) Each Director of the Club shall hold office for a period of one (1) year. When a person's term of office has come to an end he or she will relinquish the position at the end of the next annual General Meeting one year after the date of his or her election. This person is eligible for re-election.
- (4) In the event of a casual vacancy on the Board, the Board may appoint another member to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual General Meeting next following the date of the appointment.
- (6) The Board may co-opt up to two (2) other persons to become members of the Board for a period which will not exceed the time to the next Annual General Meeting.
- (7) The Secretary of the Club is also the Public Officer.

**23. Election of Directors**

- (1) Nominations of candidates for election as Directors of the Club must be:
  - (a) made in writing, signed by two members of the Club and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - (b) delivered to the Secretary of the Club not less than seven (7) days before the date fixed for the holding of the Annual General Meeting.
- (2) A candidate may only be nominated for one position prior to the Annual General Meeting.
- (3) If no nomination is received for any vacancy, nominations may be called for at the meeting.
- (4) If only one nomination is received for any vacancy to be filled, the candidate nominated shall be deemed elected.
- (5) If the number of nominations for any vacancy exceeds one, a ballot shall be held. If a person nominated for a position as a Director is defeated in that election, they may be nominated at the Annual General Meeting for any position that is at that time not determined.
- (6) The ballot for the election of Directors must be conducted at the Annual General Meeting in such manner as the Board directs.

**24. Vacancies**

The office of a Director of the Club becomes vacant if the Director:

- (a) becomes subject to the provisions of the Bankruptcy Act; or
- (b) resigns from office by notice in writing given to the Secretary or dies; or
- (c) is removed from office under rule 30; or
- (d) dies; or
- (e) becomes a represented person within the Guardianship and Administration Act 1986.

**25. Meetings of the Board**

- (1) The Board must meet at least four (4) times in each year at such place and such times as the Board may determine.
- (2) Special meetings of the Board may be convened by the President or by any four (4) members of the Board.
- (3) Meetings of the Board may be conducted electronically whereby each Director is able to hear and be heard by all other Directors present. Directors present in any such electronic meeting shall be deemed to be physically present for the meeting.

**26. Notice of Board Meetings**

- (1) Notice of each Board meeting must be given to each member of the Board at least five (5) business days before the date of the meeting.
- (2) Notice must be given to members of the Board of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

**27. Quorum for Board Meetings**

- (1) Any five (5) members of the Board constitute a quorum for the conduct of the business of a meeting of the Board.
- (2) No business may be conducted unless a quorum is present.
- (3) If within half an hour of the time appointed for the meeting a quorum is not present:
  - (i) in the case of a special meeting - the meeting lapses;
  - (ii) in any other case - the meeting shall stand adjourned to the same place and the same time and day in the following week.

**28. Presiding at Board Meetings**

- (1) The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each Board meeting.
- (2) If the President and the Vice-President are absent from a Board meeting, or are otherwise unable to preside, the Directors present must select one of their number to preside as Chairperson.

**29. Voting at Board Meetings**

- (1) Questions arising at a meeting of the Board, or at a meeting of any sub-committee appointed by the Board, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- (2) Each member present at a meeting of the Board, or at a meeting of any sub-committee appointed by the Board (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a casting vote.
- (3) A member not physically present at a General Meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.

- (4) A member participating in a General Meeting as permitted under subrule (3) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

**30. Removal of Director**

- (1) The members may, by a resolution of 75% of the members present and eligible to vote at a General Meeting remove a director from the Board
- (2) A Director who is the subject of a proposed resolution referred to in clause 30(1) may no later than 7 days prior to a General Meeting at which a motion for removal is proposed make representations in writing to the Secretary of the Club (not exceeding a reasonable length) and may request that the representations be provided to the members of the Club.
- (3) The Secretary may give a copy of the representations to each member of the Club or, if they are not so given, the Director may require that they be read out at the meeting.

**31. Committees**

Subject to its overall supervision, the Board may delegate the promotion and management of basketball to such committees on such terms and conditions as it considers appropriate from time to time.

**32. Minutes of Meetings**

The Secretary of the Club must keep minutes of the resolutions and proceedings of each General Meeting, and each Board meeting, together with a record of the names of Board members and other persons present at Board meetings.

**33. Funds**

- (1) The Treasurer of the Club must-
- (a) collect and receive all moneys due to the Club and authorise all payments made by the Club; and
  - (b) keep correct accounts and books showing the financial affairs of the Club with full details of all receipts and expenditure connected with the activities of the Club.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by the two members of the Board or such other persons as it considers prudent.
- (3) The funds of the Club shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Board determines.

**34. Notice to Members**

- (1) Except for the requirement in clause 15, any notice that is required to be given to a member, by on behalf of the Club, under these Rules may be given by:
- (a) delivering the notice to the member personally; or
  - (b) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
  - (c) facsimile transmission, or
  - (d) electronic transmission.

- (2) Where a document is properly addressed, pre-paid and posted, the document shall, unless the contrary is proved, be deemed to have been delivered at the time at which the document would have been delivered in the ordinary course of post.
- (3) Where a document is sent by facsimile or by e-mail or other electronic means it shall be deemed to have been delivered in the ordinary course of time for delivery by that means.
- (4) Where the time for giving notice under these Rules falls on a non-business day, the notice shall be required to be given by the next business day.

**35. Procedural Irregularities**

- (1) No decision of the Club or its Board or committees shall be invalid merely because of a failure to give proper notice under this constitution or the bylaws or other irregularity in procedure required by this constitution or the bylaws unless a person suffers serious detriment as a result of that failure to give proper notice or irregularity in procedure.
- (2) The Club or its relevant Board or committee may confirm an earlier decision which may have been otherwise invalid because of a failure to give proper notice or other irregularity in procedure and the decision shall be deemed to be valid from the time it was originally made.

**36. Unforeseen Matter**

Should any matter arise for which provision has not been made in the Constitution, the Club or the Board shall take such action as is necessary to protect the interests of the Club.

**37. Dissolution**

If, on the winding up of the Club, any property or funds of the Club remains after satisfaction of the debts and liabilities of the Club and the costs, charges and expenses of that winding up, that property and funds shall be distributed to Basketball Victoria to use re-establishing or maintaining basketball in the Banyule region.

**38. Custody and Inspection of Books and Records**

- (1) Except as otherwise provided in this Constitution, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Club.
- (2) All accounts, books, securities and any other relevant documents of the Club (other than members contact details) must be available for inspection free of charge by any member upon request.
- (3) A member may make a copy of any accounts, books, securities and any other relevant documents of the Club unless to do so would compromise the privacy of another member.
- (4) The Club may refuse or permit a member to inspect records of the Club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Club.

**39. Definitions**

In these clauses, unless the contrary intention appears:

**Act** means the Associations Incorporation Reform Act 2012;

**By-laws** means the playing conditions set by the Board for the conduct of domestic competition;

**Directors** means those persons appointed to the positions set out in these Rules;

**Board** means the board of the Club;

**Financial Report** means a report within the meaning of these Rules;

**Financial year** means the year ending on 30 June;

**Secretary** means person appointed by the Board responsible for the administrative management of the Club;

**General Meeting** means a General Meeting of members convened in accordance with these Rules;

**Objectives** means the powers of the Club as set out in clause 2;

**Regulations** means regulations under the Act;

**Relevant documents** has the same meaning as in the Act;

**Rules** means the rules of the Club as set out in this document.

**APPENDIX 1**

APPLICATION FOR MEMBERSHIP OF THE BANYULE HAWKS BASKETBALL CLUB INC.

I \_\_\_\_\_ of \_\_\_\_\_  
(name and occupation) (address)

Desire to become a member of the Banyule Hawks Basketball Club.

In the event of my admission as a member, I agree to be bound by the rules of the Club for the time being in force.

\_\_\_\_\_  
Signature of Applicant  
Date:

I \_\_\_\_\_, a member of the Club  
(name)

Nominate of the applicant who is personally known to me, for membership of the Club.

\_\_\_\_\_  
Signature of Proposer  
Date:

I \_\_\_\_\_, a member of the Club second the  
(name)

Nomination of the applicant who is personally known to me, for membership of the Club

---

Signature of Seconder

Date: