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## **Bulleen Templestowe Basketball Club**

**Rules of Association  
Bulleen-Templestowe Basketball Club Incorporated**

**Revised August 2012 (v1.1, 7th August 2012)**

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### **Document Purpose**

This document contains the Rules of Association for the Bulleen Templestowe Basketball Club, Incorporated as required under the Associations Incorporation Act (Vic.) 1981 and as passed by a General Meeting of the Association.

These Rules may also be referred to as the Constitution of the Association.

Bulleen-Templestowe Basketball Club, Inc.  
ABN 12 575 989 216  
[www.bulleenboomers.com.au](http://www.bulleenboomers.com.au)

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## STATEMENT OF PURPOSES AND RULES

### INTRODUCTION

#### 1. Name

- 1.1. The name of the association is Bulleen-Templestowe Basketball Club Incorporated ("BTBC") and from hereinafter will be referred to as 'BTBC'.

#### 2. Objects

- 2.1. The objects of the BTBC are:
- 2.1.1. To promote and advance the game of basketball at all ages and skill levels and any other sporting and social activities determined from time to time by the Board within the community;
  - 2.1.2. To promote and hold alone or jointly with any other association, club or body, meetings, competitions and matches for the playing of basketball;
  - 2.1.3. To become a member or affiliate with any other association or peak body whose objects are similar to the objects of the Association and where the relationship will benefit the Association;
  - 2.1.4. To establish, select and manage representative teams that represent the Association in state and/or national competitions as determined from time to time by the Board;
  - 2.1.5. To promote and sanction clinics and competitions for playing, refereeing and coaching that encourage the take up of basketball at the junior level;
  - 2.1.6. To acquire, manage and maintain the facilities available to the club for the purpose of conducting any activities as outlined above; and
  - 2.1.7. To formulate, adopt and maintain policies and regulations with regard to the conduct of Association activities as determined from time to time by the Board.

#### 3. Interpretation

- 3.1. In these rules, unless the contrary intention appears:
- 3.1.1. "**Act**" unless otherwise specified means the Associations Incorporation Act (Vic) 1981;
  - 3.1.2. "**Board**" means the Board of Management or Management Committee of the Association;
  - 3.1.3. "**Convene**" means call and arrange to hold, and includes setting the date, time and place of the meeting;
  - 3.1.4. "**Employee**" means a person formally employed by the Association in a full time, permanent part time or fixed term position, including contracted staff;
  - 3.1.5. "**Entity**" includes body, trust and/or fund;
  - 3.1.6. "**Majority**" means a majority of the votes (more than 50%) of all persons entitled to vote and present at the time of a meeting.
  - 3.1.7. "**Member**" has the extended meanings given in Rule 6;
  - 3.1.8. "**Poll**" means a method of voting on a motion at a meeting whereby votes are made in writing – when a poll is validly demanded, the result on the poll will override a vote on a show of hands;
  - 3.1.9. "**Registrar**" means the Registrar of Incorporated Associations;
  - 3.1.10. "**Regulations**" means any regulations of BTBC made under Rule 32, and "regulation" has a corresponding meaning;

- 3.1.11. **"Special Resolution"** means a resolution at a general meeting that is passed by at least 75% of the votes cast by members present and entitled to vote on the resolution in accordance with Section 29 of the Act.
- 3.2. Where these rules requires a document to be signed, in the case of an incorporated body the document must be either sealed, or signed on its behalf.
- 3.3. These rules are to be interpreted in accordance with the Act.
- 3.4. The Board is responsible for the interpretation of the rules and regulations.
- 3.5. Terms defined in the Act have the same meaning in these Rules.

#### **4. Legal Capacity and Powers**

- 4.1. BTBC has:
  - 4.1.1. the legal capacity and powers of an individual;
  - 4.1.2. all powers under Section 16 of the Associations Incorporation Act 1981 ("the Act");
  - 4.1.3. all powers required to apply for, hold and renew any license, permit or authority issued under the Liquor Control Reform Act 1998 or any amendment or enactment thereof.
- 4.2. BTBC may exercise all powers necessary for the achievement of its objects.

#### **5. Use of Income, Assets and Profit**

- 5.1. BTBC may only use its income, assets and profit for its objects;
- 5.2. BTBC must not distribute any of its profit, income or assets directly or indirectly to its members;
- 5.3. Rule 5.2 does not prevent BTBC from paying its members:
  - 5.3.1. reimbursement for expenses properly incurred by them; and
  - 5.3.2. for goods supplied and services provided by them; if this is done in good faith on terms no more favourable than if the member was not a member.
- 5.4. BTBC may only make payments to its directors if the payment has been specifically approved by resolution of the directors.

### **MEMBERSHIP**

#### **6. Types of Members**

- 6.1. Playing Members
  - 6.1.1. A person who is registered to play in any competition conducted or participated in by BTBC 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 that general meeting.
  - 6.1.2. A 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 the registration and all relevant fees, the Secretary shall enter the name of the playing member in the register of members.
- 6.2. Parent Members
  - 6.2.1. A parent or guardian of a playing member who has not reached the age of 18 at the time of the 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 the parent or guardian will become a member with full voting rights. If more than one parent or guardian nominates for a particular junior playing member, only the first nomination shall be accepted.

- 6.2.2. 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 in receipt of the registration and all relevant fees, the Secretary shall enter the name of the parent or guardian in the register of member.
- 6.3. Other Members
- 6.3.1. A person over the age of 18 with an interest in basketball who is not a playing or parent members 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 association.
- 6.3.2. An application of a person over the age of 18 with an interest in basketball who is not a playing or parent member for membership of BTBC must:
- 6.3.2.1. be made in writing in the appropriate form; and
- 6.3.2.2. be submitted to the Secretary.
- 6.3.3. As soon as practicable after the receipt of an application, the Secretary must refer the application to the Board.
- 6.3.4. The Board must determine whether to approve or reject the application.
- 6.3.5. If the Board approves the application for membership, the Secretary must as soon as practicable-
- 6.3.5.1. notify the applicant in writing of the approval; and
- 6.3.5.2. within 28 days of receipt of notification request payment of the membership fee.
- 6.3.6. If the membership fee is not paid within 28 days of the approval of membership by the Board the approval shall expire. A person who wishes to become a member whose approval has expired must re-apply for membership as provided for by these rules.
- 6.3.7. Within 14 days of the receipt of the membership fee the Secretary must enter the applicant's name in the register of members.
- 6.3.8. An applicant for membership becomes a member and is entitled to exercise the rights of membership when his or her name is entered in the register of members.
- 6.3.9. If the Board rejects an application, it must, as soon as practicable, notify the applicant in writing that the application has been rejected and is not obliged to give reasons for the rejection.
- 6.3.10. Rights, privileges or obligations of a member are not capable of being transferred or transmitted to other persons; and terminate upon the cessation of membership.
- 6.3.11. The membership fee is to be set by the Board of BTBC.
- 6.3.12. The voting and other rights of members who have not paid the membership fee by the date for payment are suspended until the membership is paid.
- 6.3.13. Except for the membership fee, there are no entrance fees or other amounts to be paid in respect of membership of the association.
- 6.4. Temporary Members
- 6.4.1. Unless the committee or BTBC shall otherwise resolve, the following persons shall be temporary member of the Association:
- 6.4.1.1. A player, official, member or sponsor of the BTBC, provided however that such temporary membership shall be applicable only on those days when a team representing BTBC is playing basketball at the BTBC premises;

- 6.4.1.2. Any member or official of any team of basketball players visiting from another basketball Association whose team is involved in playing basketball at BTBC premises and/or in a competition organised by BTBC provided however that such temporary membership shall be applicable only on those days when the competition in which such team is so involved is being conducted; or
- 6.4.1.3. Any official of an Association or league in which BTBC enters or is proposing to enter a team in a competition, whilst such official is visiting the Bulleen area on official business.
- 6.4.2. A temporary member shall not be required to pay a fee, annual subscription or levy.
- 6.4.3. A temporary member shall not be entitled to vote or propose any motion to a general meeting of BTBC, or to be a member of the committee, or to propose any other person as a member of the committee.

## **7. Life Membership**

- 7.1. Any person who has provided outstanding service to BTBC and basketball over at least a 10 year period of time is eligible for nomination as a life member of BTBC, if the Board so approves.
- 7.2. Any member of BTBC may nominate a person for life membership.
- 7.3. A nomination of a person for life membership of BTBC requires a special resolution at a general meeting of BTBC.
- 7.4. Life membership may only be terminated by a special resolution of BTBC at a general meeting.
- 7.5. A Life Member shall have the following entitlements:
  - 7.5.1. all annual member registration fees waived;
  - 7.5.2. voting rights at Association general meetings; and
  - 7.5.3. other recognition as determined by the Board from time to time.

## **8. Subscriptions**

- 8.1. The Board must by resolution set the subscription.
- 8.2. The amount of the subscription and the date for payment may vary according to criteria set by the Board in the resolution.
- 8.3. The voting and other rights of members who have not paid the subscription by the date for payment are suspended until the subscription is paid.

## **9. Rights and Obligations**

- 9.1. The rights of members are not transferable, and end when the member ceases to be a member.
- 9.2. By joining BTBC and remaining members, members agree:
  - 9.2.1. to support the objects of BTBC;
  - 9.2.2. to comply with any code of conduct adopted by BTBC; and
  - 9.2.3. to comply with any regulations promulgated by BTBC.
- 9.3. These Rules constitute an enforceable contract between BTBC and each member.

## **10. Discipline, Suspension And Expulsion Of Members**

- 10.1. 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 misconduct, or conduct unbecoming a member or prejudicial to the interest of BTBC, the Board may by resolution:

- 10.1.1. fine that member an amount not exceeding \$500;
  - 10.1.2. suspend that member from membership of BTBC for a specified period; or
  - 10.1.3. expel that member from BTBC.
- 10.2. Misconduct by a member of BTBC includes:
- 10.2.1. failing to take, properly account for and provide to the Treasurer of BTBC monies received by way of registration fees, membership fees or any other monies received by the member on BTBC's behalf; and
  - 10.2.2. failing to keep receipts, invoices and other records of monies received and to provide these to the Treasurer of BTBC; and
  - 10.2.3. making and/or publishing defamatory or derisive statements relating to the Board, affiliated players, approved coaches, members or affiliated bodies of BTBC.
- 10.3. A resolution of the Board does not take effect unless
- 10.3.1. a meeting of the Board confirms the resolution; and
  - 10.3.2. if the member exercises a right of appeal to BTBC under these rules, BTBC confirms the resolution in accordance with these rules.
- 10.4. A meeting of the Board to confirm or revoke a resolution, must not be held earlier than 14 days, and not later than 28 days, after notice has been given to the member.
- 10.5. For purposes of giving notice the Secretary must, as soon as practicable, cause to be given to the member a written notice:
- 10.5.1. setting out the resolution of the Board and the grounds on which it is based;
  - 10.5.2. stating that the member, or his or her representative, not being a legal practitioner, may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member;
  - 10.5.3. stating the date, place and time of that meeting;
  - 10.5.4. informing the member that he or she may do one or both of the following; and
    - 10.5.4.1. attend the meeting; and/or
    - 10.5.4.2. give to the Board before the date of that meeting a written statement seeking the revocation of the resolution.
  - 10.5.5. informing the member that, if at that meeting, the Board confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to BTBC in a general meeting against the resolution.
- 10.6. At a meeting of the Board to confirm or revoke a resolution, the Board must:
- 10.6.1. give the member, or his or her representative, an opportunity to be heard;
  - 10.6.2. give due consideration to any written statement submitted by the member; and
  - 10.6.3. determine by resolution whether to confirm or to revoke the resolution.
- 10.7. If at the meeting of the Board, the Board confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to BTBC in a general meeting against the resolution.
- 10.8. If the Secretary receives a notice, he or she must notify the Board and the Board must convene a special general meeting of BTBC to be held within 21 days after the date on which the Secretary received the notice.
- 10.9. At a general meeting of BTBC
- 10.9.1. no business other than the question of the appeal may be conducted;



- 10.9.2. the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
  - 10.9.3. a member, or his or her representative, must be given an opportunity to be heard; and
  - 10.9.4. the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 10.10. A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person in favour of the resolution. In any other case, the resolution is revoked.

## **11. Cessation**

- 11.1. A member may resign from BTBC by giving one month's notice in writing to the Secretary of his or her intention.
- 11.2. Members cease to be members on resignation, expulsion or ceasing to have legal capacity.
- 11.3. Immediately upon the expiry of the period referred to in sub rule 9.1 of these rules or upon the expulsion or cessation of legal capacity of the member
  - 11.3.1. the Secretary shall draw a red line through the member's name in the register of members without delay;
  - 11.3.2. immediately upon the Secretary complying with sub rule 9.3.1 of these rules the member ceases to be a member; and
  - 11.3.3. the Secretary must record in the register of member the date and time on which the member ceased to be a member.
- 11.4. Playing members cease to be members when they have finished playing in competitions organised by BTBC.
- 11.5. Parent members cease to be members when the junior playing member they are guardian of has finished playing in the competitions organised by BTBC or when the junior playing member reaches 18 years of age.
- 11.6. Any other member ceases to be a member if their membership is unfinancial for more than one year.

## **12. Register of Members**

- 12.1. The Board must ensure that a register of members is kept as required by the Act in which are entered:
  - 12.1.1. the name of each member;
  - 12.1.2. the address for notice last given by the member;
  - 12.1.3. the date of becoming a member; and
  - 12.1.4. in the case of former members - the date of ceasing to be a member.
- 12.2. The Board must also record the names of all elected officers of BTBC, nominated officers of BTBC, members of the Board, including dates of their appointments and termination of their appointments.
- 12.3. The register is available for inspection free of charge by any member upon request except that contact details will not be disclosed.
- 12.4. A member may make a copy of entries in the register other than contact details of members.

## **13. Grievance Procedure**

- 13.1. The grievance procedure set out in these Rules applies to disputes under these Rules between:
  - 13.1.1. a member and another member; and
  - 13.1.2. a member and the Board or BTBC.

- 13.2. The parties must first attempt to resolve the dispute themselves and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 13.3. 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 10 days, hold a meeting in the presence of a mediator.
- 13.4. The mediator must be:
  - 13.4.1. a person chosen by agreement between the parties; or
  - 13.4.2. in the absence of agreement:
    - 13.4.2.1. in the case of a dispute between a member and another member, a person appointed by the Board of BTBC; or
    - 13.4.2.2. in the case of a dispute between a member and BTBC, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 13.5. A member of BTBC can be a mediator.
- 13.6. The mediator cannot be a member who is a party to the dispute.
- 13.7. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 13.8. The mediator, in conducting the mediation, must:
  - 13.8.1. give the parties to the mediation process every opportunity to be heard;
  - 13.8.2. allow due consideration by all parties of any written statement submitted by any party; and
  - 13.8.3. ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 13.9. The mediator must not determine the dispute.
- 13.10. 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.

## **GENERAL MEETINGS**

### **14. Annual General Meeting**

- 14.1. The Board must convene an annual general meeting to be held:
  - 14.1.1. at least once in each calendar year; and
  - 14.1.2. within 3 months after the end of BTBC's financial year; at such time and place as shall be determined by the Board and shall be specified in the notice convening it.
- 14.2. Notice to member convening annual general meetings must specify that the meeting is an annual general meeting.
- 14.3. The Board must lay before the annual general meeting the annual financial report, directors' report and auditor's report for the last financial year.
- 14.4. The ordinary business of the annual general meeting is:
  - 14.4.1. to verify the minutes of:
    - 14.4.1.1. the last annual general meeting; and
    - 14.4.1.2. any special general meetings since the last annual general meeting.
  - 14.4.2. to consider the annual financial report, directors' report and auditor's report (including questions and comments from members on the management of BTBC); and

14.4.3. to elect directors in accordance with Rule 24.

14.5. The annual general meeting may only consider other business of which notice has been given in accordance with Rule 16.

### **15. Special General Meetings**

15.1. The Board may convene a special general meeting.

15.2. If, but for this sub-rule more than 15 months would elapse between annual general meetings, the Board must convene a special general meeting before the expiration of that period.

15.3. The Board must convene a special general meeting if requested by not less than 50 members entitled to vote.

15.4. Special general meetings may only consider business of which notice has been given in accordance with Rule 16.

15.5. If the committee does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date

15.6. If a special 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 committee and all reasonable expenses incurred in convening the special general meeting must be refunded by BTBC to the person incurring the expenses.

### **16. Notice**

16.1. At least 21 days notice in writing of general meetings must be given to each member and each director.

16.2. The notice must state:

16.2.1. the date, time and place (or places) of the meeting;

16.2.2. if the meeting is to be held at more than 1 place – the technology that will be used;

16.2.3. the general nature of each item of business to be considered; and

16.2.4. if a special resolution is to be proposed:

16.2.4.1. the proposed resolution; and

16.2.4.2. that it is intended that the resolution be proposed as a special resolution, as required by Section 29 of the Act.

16.3. The notice must include any business that any member has requested in writing be considered.

16.4. If a general meeting is adjourned for one month or more, new notice of the resumed meeting must be given.

16.5. Notice can be given out by placing the notice on the notice board of the stadium.

### **17. Proxies**

17.1. No proxy voting is allowed.

### **18. Use of Technology**

18.1. General meetings may be held at more than one place, provided that the technology used enables each member present to clearly and simultaneously communicate with every other such person.

### **19. Quorum**

19.1. The quorum for the consideration of all other business at general meetings is the presence in person of at least 15 members entitled to vote.

- 19.2. If a quorum is not present within 30 minutes of the time of which notice has been given:
- 19.2.1. in the case of a meeting convened upon the request of the members – the meeting must be dissolved; and
  - 19.2.2. in any other case – the meeting shall stand adjourned to the same day next week at the same time and (unless another place is specified by the Chairperson at the time of adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 19.3. 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 members personally present (being not less than 7) shall be a quorum.

## **20. Chairing**

- 20.1. The President is entitled to chair general meetings.
- 20.2. If the President is not present, the Deputy President is entitled to chair.
- 20.3. If neither the President nor the Deputy President is present, or are otherwise unable to preside, the meeting must elect another member to chair.
- 20.4. The chair of the meeting has a deliberative vote and a casting vote which should normally be exercised in favour of status quo.

## **21. Voting**

- 21.1. All members who are currently financial are entitled to vote at general meetings, except those whose voting rights have been suspended .
- 21.2. Each member has one vote.
- 21.3. Members must vote in person.
- 21.4. Unless a poll is demanded, voting is by show of hands.
- 21.5. A challenge to a right to vote:
- 21.5.1. may only be made at the meeting; and
  - 21.5.2. must be determined by the chair of the meeting, whose decision is final.

## **22. Poll**

- 22.1. Any person entitled to vote (including the chair of the meeting) may demand a poll on any resolution, other than a resolution concerning:
- 22.1.1. the election of the chair of the meeting; or
  - 22.1.2. the adjournment of the meeting.
- 22.2. The poll may be demanded:
- 22.2.1. before a vote is taken; or
  - 22.2.2. before the voting results on a show of hands are declared; or
  - 22.2.3. immediately after the voting results on a show of hands are declared.
- 22.3. The poll must be taken when and in the manner the chair of the meeting directs.

## **DIRECTORS**

### **23. Number and Type**

- 23.1. BTBC has:
- 23.1.1. seven elected directors; and
  - 23.1.2. up to two co-opted directors, who are entitled to vote.
- 23.2. BTBC does not have:

- 23.2.1. alternate directors; or
- 23.2.2. a managing director.

#### **24. Eligibility**

- 24.1. Any individual who is a member is eligible to be elected or co-opted as a director, except for members whose voting rights have been suspended and employees of BTBC.

#### **25. Election**

- 25.1. Each Annual General Meeting must elect two, two and three directors respectively in each year of a three year cycle.
- 25.2. Nominations must be:
  - 25.2.1. signed by:
    - 25.2.1.1. the candidate; and
    - 25.2.1.2. the nominator and seconder, both of whom must be members entitled to vote at the Annual General Meeting.
  - 25.2.2. received at the BTBC office no later than 4.00 p.m. fourteen days before the Annual General Meeting.
- 25.3. For the purpose of Rule 25.2 the original nomination must be received, not a faxed copy.
- 25.4. Nominations may be accompanied by a statement of up to 100 words setting out the qualifications of the candidate that will be available to members at the Annual General Meeting.
- 25.5. If only one nomination is received for any vacancy to be filled, the person nominated shall be deemed elected.
- 25.6. If no nomination is received for any vacancy, nominations may be called for at the Annual General Meeting.
- 25.6. If more than one nomination is received for any vacancy, an election must be held:
  - 25.6.1. The chair of the meeting must appoint a returning officer;
  - 25.6.2. A secret ballot must be conducted;
  - 25.6.3. Each member entitled to vote and present at the meeting in person, must be given a ballot paper with the names of the candidates listed in an order decided by lot;
  - 25.6.4. Voters must cross off the names of those candidates they do not wish to vote for, leaving the names of those candidates they do wish to vote for;
  - 25.6.5. Voters must cross off sufficient names so that the number of candidates whose names have not been crossed off corresponds correctly to the appropriate year of the election cycle:
    - 25.6.5.1. In the first and second years, the number of candidates whose names have not been crossed off is two or less;
    - 25.6.5.2. In the third year, the number of candidates whose names have not been crossed off is three or less.
  - 25.6.6. Ballot papers that do not comply with Rule 25.6.5 are informal;
  - 25.6.7. Each formal ballot paper where the name of a candidate has not been crossed off counts as one vote for that candidate;
  - 25.6.8. The returning officer must declare elected the candidates who receive the most votes, subject to:
    - 25.6.8.1. If in the first and second year of the election cycle two or more candidates receive the same number of votes, and one or some but not all of those candidates must be elected, then a further ballot should be held between those candidates;

- 25.6.8.2. If in the third year of the election cycle three or more candidates receive the same number of votes, and two or some but not all of those candidates must be elected, then a further ballot should be held between those candidates;
  - 25.6.8.3. If in the first and second year of the election cycle on rebalot two or more candidates receive the same number of votes, and one or some but not all of those candidates must be elected, the returning officer must decide by lot which is to be elected; and
  - 25.6.8.4. If in the third year of the election cycle three or more candidates receive the same number of votes, and two or some but not all of the those candidates must be elected, the returning officer must decide by lot which is to be elected.
- 25.6.9. At the first election following the adoption of this constitution the three (3) nominees who achieve the top three (3) positions in the election shall be elected for three (3) year terms, the nominees who are fourth and fifth in the election shall be elected for two (2) year terms and the remaining two (2) nominees elected shall be elected for one (1) year terms.

## **26. Co-option**

- 26.1. The Board may at any time co-opt additional directors in accordance with Rule 23.1.2.

## **27. Term of Office**

- 27.1. Elected directors hold office:
- 27.1.1. from the end of the annual general meeting at which they are elected,
  - 27.1.2. until the end of the third annual general meeting after they were elected.
- 27.2. Co-opted directors hold office:
- 27.2.1. from the time they were co-opted,
  - 27.2.2. until the end of the annual general meeting after they were co-opted or such earlier date as the Board shall determine.
- 26.3. Directors may be re-elected and co-opted again.
- 27.3. Directors may resign by notice in writing to BTBC.
- 27.4. Directors cease to hold office if:
- 27.4.1. the director ceases to be a member; or
  - 27.4.2. they fail to attend three consecutive meetings of the Board without leave of absence from the Board; or
  - 27.4.3. they receive any payment from BTBC otherwise than in accordance with these rules; or
  - 27.4.4. they are removed from office by special resolution at a general meeting of BTBC; or
  - 27.4.5. they become a represented person within the Guardianship and Administration Act; or
  - 27.4.6. they die.
- 27.5. The Board may fill a casual vacancy by the appointment of any member until the next annual general meeting.

## **28. Notification to Registrar**

- 28.1. The public officer of BTBC must, within fourteen days after his or her appointment, give notice in writing of his or her full name and address in Victoria to the Registrar, as required by Section 28 of the Act.

## **29. Duties**

- 29.1. Each director has the duties prescribed by the Act, including under Section 29A those of:
  - 29.1.1. proper use of information;, and
  - 29.1.2. proper use of position.
- 29.2. Each director has the obligations described by the Act including:
  - 29.2.1. under Section 29B of the Act of disclosing any direct or indirect pecuniary interest in a contract or proposed contract with BTBC; and
  - 29.2.2. under Section 29C of the Act to refrain from taking part in any decision of the Board with respect to a contract in which the director has any direct or indirect pecuniary interest.

## **OFFICE-BEARERS**

### **30. Positions**

- 30.1. The office-bearers of BTBC are:
  - 30.1.1. President,
  - 30.1.2. Deputy President,
  - 30.1.3. Treasurer, and
  - 30.1.4. Secretary.subject to Rule 30.2.
- 30.2. The Board may by resolution establish other office-bearer positions.
- 30.3. The Secretary of BTBC is also the public officer of BTBC.

### **31. Election**

- 31.1. The Board must at its first meeting after the Annual General Meeting each year elect the office-bearers from among the directors.

## **THE BOARD**

### **32. Responsibility and Powers**

- 32.1. The Board is responsible for the management of BTBC, subject to Rule 32.4.
- 32.2. The Board may exercise all powers of BTBC on its behalf.
- 32.3. Without limiting Rule 32.2 the Board may:
  - 32.3.1. establish a committee when it deems fit to exercise such functions as the Board specifies;
  - 32.3.2. prescribe terms of reference and procedural requirements for the committee at the time of establishment;
  - 32.3.3. remove a committee or committee member at any time;
  - 32.3.4. review all decisions made by the committee to determine if they are in line with the committee terms of reference, policies and delegations as defined by the Board;
  - 32.3.5. by a responsibility, which has been delegated to a committee, may, while the delegation remains unrevoked, be exercised from time to time by the committee, according to the terms of the delegation; and
  - 32.3.6. by instrument in writing, revoke wholly or in part any delegation under this rule.

32.4. A general meeting may by resolution direct the Board on any matter within its powers.

### **33. Regulations**

33.1. The Board may by resolution passed by a majority, make regulations to give effect to these Rules.

33.2. Members must at all times comply with the regulations as if they formed part of these Rules.

### **34. Public Statements**

34.1. The Board may by resolution authorise an office-bearer, director or employee to make public statements on behalf of BTBC.

34.2. No person may make any public statement on behalf of BTBC unless authorised by the Board.

## **MEETINGS OF THE BOARD**

### **35. Convening**

35.1. The President, Secretary or any two directors may convene a meeting of the Board.

35.2. Ordinary meetings of the Board must be held at least eight times each year.

35.3. At its first meeting after each annual general meeting the Board must by resolution set the dates, times and places of ordinary meetings until the next Annual General Meeting.

35.4. The Board may by resolution subsequently change the dates, times and places of ordinary meetings.

### **36. Notice**

36.1. Each director must be given at least seven days notice in writing of meetings of the Board, subject to Rule 36.4.

36.2. Notice may be given of more than one ordinary meeting of the Board at the same time.

36.3. The notice must include the date, time and place (or places) of the meeting, but need not include the business to be considered.

36.4. In cases of urgency a meeting may be held without the notice required by Rule 36.1 provided that:

36.4.1. as much notice as practicable is given by whatever means will reach each director soonest; and

36.4.2. no resolution may be passed at the meeting except by a majority of all directors, whether present or not.

### **37. Use of Technology**

37.1. Meetings of the Board may be held at more than one place, provided that the technology that is used enables each director present at all places to clearly and simultaneously communicate with every other such director.

37.2. Without limiting Rule 37.1, meetings of the Board may be convened and held by telephone.

37.3. By becoming and remaining a director, all directors are taken to consent to Rule 37.2.

### **38. Quorum**

38.1. The quorum for meetings of the Board is the presence in person of a majority of the directors at the time.



### **39. Chairing**

- 39.1. The President is entitled to chair meetings of the Board.
- 39.2. If the President is not present, the Deputy President is entitled to chair.
- 39.3. If neither the President nor the Deputy President is present, or otherwise unable to preside, the Board must elect another director to chair.
- 39.4. The chair of the meeting has a deliberative vote and a casting vote which should normally be exercised in favour of status quo .

### **40. Voting**

- 40.1. Each director has one vote.
- 40.2. There is no voting by proxy.

### **41. Disclosure of Interest**

- 41.1. Each director who has a material personal interest in a matter that relates to the affairs of BTBC must as soon as practicable after becoming aware of the interest give the other directors notice of the interest at a meeting of the Board.
- 41.2. The notice required by Rule 41.1 must include details of:
  - 41.2.1. the nature and extent of the interest; and
  - 41.2.2. the relation of the interest to the affairs of BTBC; and these details must be recorded in the minutes of the meeting.
- 41.3. Each director who has a material personal interest in a matter that is being considered at a meeting of the Board:
  - 41.3.1. must not be present while the matter is being considered; and
  - 41.3.2. must not vote on the matter.

### **42. Resolutions without Meetings**

- 42.1. A resolution agreed to in writing by all directors has the same effect as a resolution passed at a meeting of the Board.
- 42.2. In Rule 42.1 "all directors" does not include those directors who:
  - 42.2.1. would be prohibited by Rule 41.3 from voting on the matter at a meeting of the Board; or
  - 42.2.2. have leave of absence from the Board.

## **FINANCIAL AND LEGAL**

### **43. Sources of Funds**

- 43.1. The funds of BTBC may be derived from subscriptions, grants, donations, fund-raising activities, sponsorship, interest and any other sources approved by the Board.

### **44. Financial Year**

- 44.1. The financial year of BTBC is from 1 July to 30 June, unless the Board otherwise determines.

### **45. Financial Records**

- 45.1. BTBC must maintain adequate and accurate financial records as required by Section 30A of the Act.

### **46. Audit**

- 46.1. BTBC must have its annual financial report audited in accordance with Section 30B of the Act (if it is a prescribed association within the meaning of Section 3(1) of the Act).

- 46.2. The Board shall appoint a suitably qualified, independent Auditor each financial year.
- 46.3. A person may not be appointed as auditor of the accounts of BTBC if he or she is:
  - 46.3.1. a member of the Board of BTBC; or
  - 46.3.2. an employer/employee of a director of the Board; or
  - 46.3.3. a member of the same partnership as a director of the Board; or
  - 46.3.4. an employee of BTBC.

#### **47. Cheques**

- 47.1. All cheques must be signed by at least two persons who are:
  - 47.1.1. either directors or employees of BTBC; and
  - 47.1.2. nominated by the Board by resolution.
- 47.2. The Board may nominate a list of individuals or positions to be signatories for the purpose of Rule 47.1.
- 47.3. Signatories must not sign cheques until the payee and amount have been written in.

#### **48. Common Seal**

- 48.1. BTBC must have a common seal.
- 48.2. A document may only be sealed with the common seal if authorised by resolution of the Board.
- 48.3. The sealing must be witnessed by the signatures of at least two directors nominated by the Board by resolution.
- 48.4. The Board may nominate a list of individuals or positions to be signatories for the purpose of Rule 48.3.
- 48.5. The Board must provide for the safe keeping of the common seal.

#### **49. Minutes**

- 49.1. The Board must ensure that:
  - 49.1.1. minutes are taken and kept of all general meetings, meetings of the Board and resolutions without a meeting together with a record of the names of persons present at those meetings;
  - 49.1.2. in the case of minutes of meetings – the minutes are signed within a reasonable time after the meeting by the chair of the meeting or the chair of the next meeting; and
  - 49.1.3. in the case of minutes of resolutions without a meeting – the minutes are signed by a director within a reasonable time after the resolution is passed.

#### **50. Records**

- 50.1. The Board must provide for the safe keeping of the records of BTBC.
- 50.2. Members may inspect the records of BTBC at any reasonable time, subject to Rule 50.3.
- 50.3. Members may not inspect the records of BTBC that relate to personal, employment, contractual and legal matters that are confidential in nature.
- 50.4. The Board must ensure that copies of the code of conduct, rules and regulations are freely available to members and applicants for membership

#### **51. Indemnity**

- 51.1. BTBC indemnifies:
  - 51.1.1. its office-bearers and directors, and

- 51.1.2. its employees and agents, against any liability incurred in that capacity (other than to BTBC or a related body corporate), unless the liability arises out of conduct involving a lack of good faith.

## **52. Amendment of Statement of Purposes and Rules**

- 52.1. The Statement of Purposes and Rules of BTBC may only be amended by special resolution.
- 52.2. Within twenty eight days after passing a special resolution to amend its Statement of Purposes or Rules BTBC must lodge with the Registrar copies of:
  - 52.2.1. the special resolution, and
  - 52.2.2. the amendment, as required by Section 22 of the Act.

## **53. Winding Up**

- 53.1. If BTBC is wound up, its remaining assets must not be distributed to any member.
- 53.2. Instead the remaining assets must be given to an entity that:
  - 53.2.1. has similar objects to BTBC; and
  - 53.2.2. also prohibits the distribution of profit, income and assets to its members to at least as great an extent as these rules.
- 53.3. The entity referred to in Rule 53.2 must be decided by:
  - 53.3.1. special resolution; or
  - 53.3.2. resolution of the Board.

## **54. Tax Exemption and Deductibility**

- 54.1. If BTBC has been notified by the Australian Taxation Office that its income is exempt from income tax:
  - 54.1.1. BTBC must promptly notify the Australian Taxation Office of all amendments to these rules; and
  - 54.1.2. on winding up the remaining assets of BTBC may only be given to an entity that is also exempt from income tax.
- 54.2. If BTBC has been notified by the Australian Taxation Office that gifts and contributions to BTBC will be an allowable deduction:
  - 54.2.1. BTBC must promptly notify the Australian Taxation Office of all amendments to these rules; and
  - 54.2.2. on winding up the remaining assets of BTBC may only be given to an entity to which gifts and contributions are also an allowable deduction.

## **55. Notices**

- 55.1. Members and directors must give BTBC their address for notices, and any change in that address.
- 55.2. The address for notices may include a fax number and an email address.
- 55.3. BTBC must enter any change in the address of a member in the register of members.
- 55.4. Notice may be given to a member or director by sending it to the address last given by the member or director.
- 55.5. In these rules a period of notice of a meeting expressed in days:
  - 55.5.1. includes the day on which notice is given; but
  - 55.5.2. does not include the day on which the meeting is held.
- 55.6. Notices sent by prepaid post are taken to have been given on the second business day after posting.

55.7. Notices sent by fax or email are taken to have been given on the business day after sending.

55.8. Where the time for giving notice falls on a non-business day, the notice shall be required to be given by the next business day.

#### **56. Procedural Irregularities**

56.1. No decision of BTBC or any committee shall be invalid merely because of a failure to give proper notice or other irregularity in procedure by these Rules or the by-laws unless a person suffers serious detriment as a result of that failure to give proper notice irregularity

56.2. BTBC or its committee may confirm an earlier decision which may have been otherwise invalid because of a failure to give proper notice to other irregularity in procedure and the decision shall be deemed to be valid from time it was originally made.

#### **57. Unforeseen Matters**

57.1. Should any matter arise for which provision has not been made in these Rules, BTBC or the committee shall take such action as is necessary to protect the interests of BTBC.