



# THE MENTONIANS BASKETBALL & NETBALL CLUB INC.

## CONSTITUTION

### 1) Name

The name of the incorporated club is “**The Mentonians Basketball & Netball Club Incorporated**”.

### 2) Purposes

The purposes of the Club are to **promote, develop, encourage participation and support** players in the sports of basketball & netball and involvement in those sports generally as a social and sporting activity within the community of the Mentonians Association and Mentone Grammar having regard to the support given to the club from time to time by the Mentonians Association and Mentone Grammar.

### 3) Financial year

The financial year of the Club is each period of 12 months ending on 31 December.

### 4) Definitions

In these Rules—

- a) “Act” means the *Associations Incorporation Act 2012* and includes any regulations made under that Act;
- b) “Basketball Australia” means **BA Limited**;
- c) “Netball Australia” means **All Australia Netball Association Limited**
- d) “Controlling Body” means either, or both, of;
  - i) Basketball Australia
  - ii) Netball Australia
- e) “By-Laws” means the By-Laws of the Controlling Body in force for the time being;
- f) “Calendar Year” means the period commencing 1<sup>st</sup> January and ending on the following 31<sup>st</sup> December;
- g) “Club” means **The Mentonians Basketball & Netball Club Inc.**
- h) “Club Member” means a registered Member of the Club;
- i) “Club Seal” means the common seal of **The Mentonians Basketball & Netball Club Inc.**
- j) “Club Secretary” means the person elected by the Club Members to perform the duties of a secretary of the Club;
- k) “Club Team” means a team registered by the Club for participation in any competition in which the Executive Committee has determined a Club Team may participate
- l) “Club Treasurer” means the person elected by the Club Members to perform the duties of a treasurer of the Club.
- m) “Executive Committee” means the Executive Committee of the Club
- n) “OMBC” and the words “Old Mentonians Basketball Club” shall refer to the branch of the Club under which title the Basketball teams will compete.
- o) “MNC” and the words “Mentonians Netball Club” shall refer to the branch of the Club



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under which title the Netball teams will compete

- p) Expressions referring to writing shall, unless the contrary intention appears, be construed as including reference to printing, lithography, photography and other modes of representing or reproducing words in a visible form.
  - q) "Junior Competition" consists of all teams participating in the Junior Domestic Competition;
  - r) "Player" means a registered player with the Club;
  - s) "Senior Domestic Competition" means a competition conducted for persons of all ages above a minimum age as set by the Members from time to time;
  - t) Words importing the singular number include the plural number and vice-versa.
  - u) Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the *Acts Interpretation Act 1984* and any statutory modification in force from time to time.
  - v) "Year" means calendar year and "month" means calendar month.
- 5) **Club Membership**
- a) Membership of the Club will be on a Seasonal Basis having regard to the seasons applicable for each of Basketball and Netball respectively.
  - b) Membership as a Player of the Club shall consist of each Player who registers with the Club for inclusion in Club Teams, which are accepted for participation in competitions representing the Club in Basketball or Netball competitions as agreed to by the Executive Committee.
  - c) Players over the age of 18 years old will be included as Club Members and shall have full voting rights.
  - d) Where a Player is under the age of 18 years old one Parent / Guardian will be entitled to inclusion as a Club Member if notification is given to the Club. In the event of a dispute between Parents or Guardians of the Player as to who should be nominated as Member the decision of the Executive Committee as to which Parent or Guardian will be included as a Member will be final and binding. The Parent or Guardian so included will be entitled to one vote.
  - e) The Club is not obliged to accept the entry of any Person or Parent / Guardian as a Player or Member of the Club, and the decision of the Executive Committee whether to accept or reject a Player/Adult for Membership into the Club is final and binding on the Player/Member.
  - f) Members, at the time of any vote, may nominate Executive Committee Positions in accordance with procedures for such nomination as determined by the Club from time to time and all Executive Committee positions shall be elected at the Annual General Meeting of the Club.
  - g) The Executive Committee, from time to time, may appoint an Associate Member with full voting rights.
  - h) Each Player and Member of the Club agrees to abide by the Rules and Regulations of the Club and any competition in which the Club has registered a Club Team in which



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that player or member participates including Code of Conduct Policies and Procedures.

### 6) **Transfer of Membership**

- a) No Member may directly or indirectly transfer or agree to transfer its Membership of the club.
- b) Any player who transfers to another club (such transfer must be in accordance with the Rules of the Club) will upon such transfer forfeit his or her membership of the Club and such membership will be cancelled the date such transfer becomes effective.
- c) The Executive Committee may in its absolute discretion set as a precondition to approval of any transfer the payment of all outstanding membership fees owing by that member.

### 7) **Register of Members**

- a) The Club Secretary shall keep and maintain a Register of Members and Associate Members in which shall be entered the full name and address for each such Member. The Register will designate Members by branch (Basketball or Netball).
- b) Each Member shall communicate its address in writing to the Club Secretary as often as it may change, to enable accurate Registers to be maintained and in the absence of any such notice of change any notice required by the Act or the Rules will be deemed sufficiently served on the address recorded in the Register.
- c) All Information gathered by the Club pertaining to each and every Member and Player of the Club will be treated according to the Privacy Policy of the Club.

### 8) **Membership Fees.**

- a) The Executive Committee may determine Membership Fees for Membership of the Club Annually or prior to the commencement of each season as determined by the Controlling Body.
- b) In setting the Membership Fee, the Executive Committee shall take into account all costs and expenses as incurred by the Club over each season.
- c) Membership Fees shall be paid prior to the commencement of each season for inclusion in teams for the upcoming season.
- d) Unless and until otherwise resolved by the Executive Committee by special resolution payment of Registration and Membership fees in accordance with the directions of the Controlling Body will constitute payment of fees for the Club.

### 9) **Discipline of Members and Players**

- a) If any Member willfully refuses or neglects to comply with the provisions of the Rules of the Club, Controlling Body and its By-Laws or is guilty of any conduct, which in the opinion of the Executive Committee, is unbecoming of a Member or prejudicial to the interests of the Club, the Controlling Body, the Mentonians Association or the Mentone Grammar Community generally (and in the case of a Player under the age of 18 this Rule will be read and construed as referring to the conduct of both the Player and his Parents or Guardians) the Executive Committee shall have power by resolution at a Disciplinary Meeting held for that purpose (the Disciplinary Meeting) to censure, fine, or suspend the Member from the Club, or cancel the Member's



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membership and to appropriately suspend or remove the Player from any Club Team consistent with the penalty imposed (in which case written reasons for such cancellation will be provided to the member within 14 days of such cancellation) notwithstanding any other penalty which may have been given by Controlling Body's Tribunal.

- b) The Disciplinary Meeting is to be chaired by one of the President or Vice President of the Club and is to be constituted by not less than 50% of the remaining Executive Committee and must include at least one committee member representing the branch sport in which the Member participates.
- c) At the Disciplinary Meeting the members of the Executive Committee present in accordance with Rule 9 (b) may proceed to determine the matter and if that determination is approved by special resolution of those present and voting, the Member/s concerned shall be punished accordingly and in the case of a resolution for its expulsion the Member/s shall be expelled (with the effect that in the case of a Player under the age of 18 the Player's entitlement to play for any Club Team will be dealt with accordingly). If the Member/s or in the case of a Player under the age of 18 the Player fails to attend the Disciplinary Meeting or to lodge any written submission the Executive Committee may proceed to determine the matter, in their absence. **PROVIDED THAT** at least Fourteen (14) days before the Meeting of the Executive Committee at which such a resolution is proposed the Member/s shall
  - i) have had notice of such Disciplinary Meeting and of what is alleged against him/her and/or in the case of a Parent Member their child Player,
  - ii) shall at such Disciplinary Meeting have had an opportunity of giving, orally or in writing, any explanation he/she may think fit by way of attempting to explain, apologise or correct any such action, comment or behaviour.

### 10) Disputes / Resolution and Mediation

- a) Disputes under these Rules that may arise between Members or Players of the Club or a Member or Player and the Club shall be handled according to the following procedure:-
  - i) The Members or Players involved in the dispute must meet and discuss the matter in dispute, and if possible resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
  - ii) If the Members or Players involved are unable to resolve the matter at the meeting, or if one Member or Player fails to attend that meeting, then the involved Members and Players must within 10 days, hold a meeting in the presence of a mediator.
- b) The mediator must be:-
  - i) an independent person chosen by mutual agreement between the parties; or
  - ii) a person appointed by the Club Executive Committee who may be a Member provided such person is not a Member of the same team or teams as any of the parties in dispute.
- c) In the conduct of the mediation process
  - i) all parties to the dispute must, in good faith, attempt to settle the dispute by



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mediation

- ii) the mediator may not be a party to the dispute
  - iii) the mediator does not determine the dispute
  - iv) the mediator must ensure that all parties have every opportunity to be heard and express their views
  - v) the mediator must ensure that due consideration is given by all parties of any written statements submitted by any party and
  - vi) natural justice will be accorded to the parties to the dispute throughout the process
- d) If the mediation process does not result in the dispute being resolved, the parties involved may seek to resolve the dispute in accordance with the Act or otherwise at law.
- e) Any disputes or disagreements under these rules between any Member, Player or official and any person from any other club within the Controlling Body or with any official of the Controlling Body, shall be handled according to the following procedure:-
- i) The same procedure as detailed in 10.a above **PROVIDED THAT-**
    - (1) the incident, dispute or matter in dispute must be referred to the Club Executive Committee within 48 hours of the incident occurring or the matter of the dispute becoming known.
    - (2) If the parties to the dispute are unable to resolve the matter within 7 days, then the matter shall be referred to or elevated to the Controlling Body's Executive for mediation and/or adjudication through the Controlling Body's Tribunal and Appeals Process.

### 11) Cessation of Membership

- a) A Member, may at any time by giving notice in writing to the Club Secretary, resign his/her/their Membership of the Club.
- b) A Member/Player shall be deemed as not current, should Player Registration and Payment of Registration Fees not be paid by the published due date for each and every seasonal team entry date, as set by the Club and published in Club communications.
- c) Player Transfers to Other Clubs, once such transfer is approved and processed by the Club, cancels the Registered Player and Membership status within the Club as specified in Rules 6.b and 6.c as above.
- d) The rights of a Member are not transferable and end when membership ceases.

### 12) Club Annual General Meetings

- a) The Executive Committee shall notify either in writing or on the Club Website, no less than 30 calendar days prior to any such meeting, each Member and Associate Member listed on the Club Register of Members of its intention to convene an Annual General Meeting of all Members of the Club.;
- b) Subject to proper notice the Annual General Meeting shall be held on such day and at such place as the Executive Committee shall determine.



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- c) The Annual General Meeting and its purpose shall be specified as such in the notice convening it.
- d) The ordinary business of an Annual General Meeting shall be:-
  - i) to confirm the minutes of the last preceding Annual General Meeting.
  - ii) to receive from the Executive Committee reports upon the affairs of the Club for the preceding year
  - iii) to receive and consider, and, if appropriate, adopt the Club Financial statement for the preceding Financial Year in accordance with Part 7 of the Act;
  - iv) to elect the Executive Committee of the Club including the positions of Club President, Club Vice President, Club Secretary, Club Treasurer and three General Committee members until the next Annual General Meeting.
  - v) to elect any other Club Committee Office Holders, and any other position deemed necessary by the Executive Committee for the successful operation of the Club as measured against the Club Purpose of Being;
  - vi) to elect any Life Member who is recommended by the Executive Committee
  - vii) to nominate and elect Auditors, if required by law or in the opinion of the Executive Committee ;
  - viii) to transact any other business affecting the interest and welfare of the Club of which due notice has been given;
- e) The Agenda for the Annual General Meeting and Financial Statements shall be available for collection by the Members, prior to the Meeting. The Agenda and Financial Statements shall also be available at the Meeting;
- f) An Annual General Meeting shall be in addition to any other General Meeting that maybe held in the same year.

### 13) Any Extraordinary or General Meeting.

- a) Any Meeting of Club Members and Executive Committee, other than an Annual General Meeting, shall be termed a General Meeting.
- b) The Executive Committee may, in writing, convene an Extraordinary General Meeting. Such notice shall set out the date, time and place of such Meeting, and the purpose for which it was called and notice of not less than 30 calendars days given .
- c) The Executive Committee shall, on the requisition in writing of not less than Ten (10) per cent of registered and eligible Members convene an Extraordinary General Meeting.
- d) The requisition for an Extraordinary General Meeting must -
  - i) be in writing; and
  - ii) state the business to be considered at the meeting and any resolutions to be proposed; and
  - iii) include the names and signatures of the Members requesting the meeting; and
  - iv) be given to the Club Secretary



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- e) The Executive Committee shall cause an Extraordinary General Meeting to be held within Twenty-Eight (28) days after receipt of the requisition at a time and place as determined.
- f) If the Executive Committee does not convene an Extraordinary General Meeting within Twenty-Eight (28) days after the date on which the request is made, the Members making the request (or any of them) may convene the Extraordinary General Meeting.
- g) An Extraordinary General Meeting convened by The Executive Committee or Members may only consider the business stated in that request.

### 14) Notice of Agenda Items for a Meeting of the Club

- a) A Member desiring to bring any business before a Committee Meeting, Annual General Meetings or Extraordinary General Meeting, may give notice of that business in writing to the President or Secretary of the Executive Committee, who shall include that business in the notice calling the next Committee or General Meeting, scheduled in due course after the receipt of the notice.
- b) The Agenda for each Committee or General Meeting shall close 14 days prior to such Meeting and any business given to the Executive Committee within 14 days of a General Meeting shall not be considered at the then forthcoming General Meeting but at the General Meeting after.
- c) As a Special Resolution requires 21 days' Notice to Members, then notwithstanding the provisions of Rule 13.e, a Member who wishes to move a Special Resolution at a General Meeting must give Notice to the Executive sufficient for the Members to receive proper Notice of such proposed Special Resolution.

### 15) Proceedings at General Meetings

- a) All business that is transacted at an Extraordinary General Meeting and all business that is transacted at an Annual General Meeting with the exception of that specially referred to in these rules as being the ordinary business of an Annual General Meeting shall be deemed to be special business.
- b) **Special Resolutions**
  - i) A Special Resolution is passed if not less than 75% of the Members voting at an Extraordinary General Meeting (whether in person or by postal vote) vote in favour of the resolution.
  - ii) The Chairperson of an Extraordinary General Meeting may, on the basis of a show of hands, declare that a resolution has been—
    - (1) carried; or
    - (2) carried unanimously; or
    - (3) carried by a particular majority; or
    - (4) lost—
  - iii) and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- c) A motion proposing an alteration to the rules of the Club must be passed by Special



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Resolution.

### 16) Quorum

- a) A Quorum of Members shall be not less than 10 Members.
- b) No business shall be transacted at any Meeting unless a quorum of Members is present at the time when the meeting proceeds to business.
- c) If within half an hour after the appointed time for the commencement of an Extraordinary General Meeting a quorum is not present, the Meeting, if convened upon the requisition of Members, shall be dissolved and in any other case the business of the meeting may be determined by Special Resolution of the Members present provided that any decision so made may not be implemented unless and until 30 day' s notice of the resolution has been forwarded to all Members on the Register with an accompanying or endorsed notice that in the absence of any written objection of a simple majority of Members to such resolutions the resolutions will take effect 30 days after such notice has been given..

### 17) Chairperson of General Meetings

- a) The President or in his/her absence the Vice President shall preside as Chairperson of each General Meeting.
- b) If the President and Vice President are absent from any General Meeting those Members present shall elect a chairperson from those present.
- c) In special circumstances, the Club Executive Committee, at its absolute discretion, may decide to temporarily nominate and appoint a Chairperson to preside over Club Meetings and Discussions.

### 18) Adjourning of Meetings.

- a) The Chairperson of a General Meeting, at which a quorum is present, may with the consent of those present, adjourn the meeting from time to time and place to place, but no business other than that left unfinished at an adjourned meeting shall be acted upon.
- b) Where a Meeting is adjourned for more than 14 days, a notice of adjournment shall be given as in the case of a General Meeting.

### 19) Voting

- a) Each Member and at the time of the meeting shall, subject to these Rules, have one vote.
- b) As deemed appropriate by and at the complete discretion of the Executive Committee, postal votes may be made available to Members who may be unable to attend on the night of the General Meeting. In such cases, all Postal Votes must be received by the Club Secretary no less than 7 days prior to the convening of the Meeting.
- c) A Member shall not be entitled to vote by proxy.
- d) At any General Meeting a resolution shall be decided by a show of hands unless more than half of Members present demand a secret ballot.
- e) If at a General Meeting a ballot on any question is demanded by not less than Ten Delegates, it shall be taken at that meeting in such manner as the Chairperson may





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direct but that two scrutineers shall be appointed by those present to count the votes of the meeting on that question.

- f) The decision will be taken by simple majority unless otherwise required.
- g) The Chairperson shall have a casting vote in the event of equality of voting.
- h) A declaration by the Chairperson that a resolution has been carried or carried by a particular majority or lost, and an entry to that effect in the Minutes of the proceedings which shall be conclusive evidence of the fact.

### 20) Minutes of general meeting

- a) The Club Secretary must ensure that minutes are taken and kept of each General or Executive Committee meeting.
- b) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- c) In addition, the minutes of each annual general meeting must include—
  - i) the names of the members attending the meeting; and
  - ii) postal votes given to the Chairperson of the meeting under rule 17.2; and
  - iii) the financial statements submitted to the Members and
- d) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Club; and
- e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

### 21) Club Office Holders

- a) the Club will consist of an Executive Committee of not less than 7.
- b) the Executive Officers of the Club include the following:-
  - (i) President;
  - (i) Vice-President;
  - (ii) Secretary;
  - (iii) Treasurer
  - (iv) not less than 3 other Executive Committee members whose role and responsibilities will be determined from time to time by the Executive Committee.
- c) The Club, at the absolute discretion of the Executive Committee, may appoint any additional sub-committees as deemed necessary to perform the required functions of the Club;
- d) The Club Executive Committee, may at any time, appoint a person/s to fill a position in a specialised category which is advantageous to the betterment of the Club.
- e) The President and not less than 2 other Executive Committee Members must be current Mentonians and without limiting the generality of rule 25(b) any decision by the Executive Committee to be valid and enforceable must include the affirmative vote



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of at least 2 Mentonians it being acknowledged by the Club that such requirement for any decision is reasonable and necessary in order to propound the purposes of the Club and that decisions reflect the relationship between the Clubs and the Mentonians Association and the Mentone Grammar Community generally

- f) There must be at least one Member on the Executive Committee from each of the Basketball and Netball branches of the Club. .

### 22) Election of Club Committee and Other Office Holders

- a) The Club shall elect its Executive Committee and Office Holders. Each officer of The Club shall hold office until the next Annual General Meeting after the date of their election. All retiring Office Holders shall be eligible for re-election.
- b) Nominations of candidates for election as Office Bearers:-
  - i) Shall be accepted only from persons who are fully financial and registered Members and eligible to vote from the Club's Register of Members as at the time of the Annual General Meeting.;
  - ii) Shall be made in writing in the form as approved by the Executive Committee and accompanied by the written consent of the candidate; and
  - iii) Shall be delivered to the Executive Committee not less than 14 days before the date fixed for the holding of the Annual General meeting;
  - iv) Shall be available to Members with the Agenda for the Meeting;
  - v) If no nominations are received then nominations may be called for and received from the Members present at the Annual General Meeting;
- c) The ballot for the election of Officer Bearers shall be conducted at the Annual General Meeting in such usual and proper manner as the Executive Committee may direct.
- d) A person may not hold more than one office on the Executive Committee, but may hold additional positions on Other Committees as deemed necessary by the Club;
- e) In the event of a casual vacancy in any office or in the event that no nominations are received the Executive Committee may appoint a replacement to the vacant office up to and including the Annual General Meeting next following the date of his/her appointment;
  - i) The Executive Committee is not obliged to make any such appointment.
  - ii) The Executive Committee may by written notice to such person withdraw his or her appointment at any time and without assigning any reason therefore.
  - iii) The Executive Committee may appoint another person to fill the vacancy, however the vacancy might arise, and such person shall hold office for such time as stipulated by the Executive Committee, but not exceeding the period of appointment of the person whom he or she replaced

### 23) Executive Committee

- a) The Executive Committee shall consist of the Office Bearers of the Club and General Committee Members elected at the AGM with all positions being voluntary and not for payment.



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### b) The Executive Committee:-

- i) shall control and manage the business and affairs of the Club in accordance with the policies of the Club and the Controlling Bodies; and
  - ii) may exercise all such powers and functions as may be exercised by the Club other than those powers and functions that are required to be exercised by General Meetings of the Members of the Club; and
  - iii) subject to the Act, the Regulations and these Rules, has power to perform all such acts and things as appear to the Executive Committee to be essential for the proper management of the business and affairs of the Club and to make all by-laws and rules necessary for the proper management and administration of the Club and within the Controlling Bodies; and
  - iv) shall make By-Laws and alter, amend, add to or rescind same as the occasion may require, and such By-Laws shall have full force and effect, provided that they are not inconsistent with these Rules. The By-Laws may be altered by a resolution passed at a Meeting of the Executive Committee of which notice setting out the proposed amendment has been given to the Executive Committee prior to the Meeting;
  - v) shall delegate to the Co-ordinators and other Committees the management of their respective functions and operations. Subject to these rules, the Executive Committee shall establish the rules under which each committee shall operate.
  - vi) have the power from time to time to appoint Committees and to delegate to such Committees any area of business as the Executive Committee may deem fit. The Executive Committee shall establish the rules under which such a Committee shall operate, and may dissolve same at any time without assigning any reason therefore. Written notice to Members of that Committee of such a decision shall be given, after which no funds may be expended or bills incurred on behalf of the Executive Committee or of the Club.
  - vii) Shall make decisions for the Club in relation to Registration and/or Membership Fees, Special Functions, Community Activities, Future Directions, and such other matters as are required by these Rules and such other matters as seem to be necessary for the proper administration of the Club;
  - viii) shall determine the signatories to operate the Club's bank accounts and sign cheques on behalf of the Club
- c) **PROVIDED THAT** at least two signatories shall be required to sign cheques and that one such signatory shall be the President, Secretary or Treasurer.

### 24) Vacation of Office Holder

- a) The office of an Office Holder shall become vacant if the Office Holder
  - i) ceases to be an Office Holder by virtue of the Act;
  - ii) becomes bankrupt (insolvent) or makes any arrangement or composition with his creditors generally;
  - iii) becomes of unsound mind;
  - iv) dies;



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- v) resigns their office by notice in writing to the Committee;
- vi) becomes a represented person under the *Guardianship and Administration Act 1986*
- vii) for more than three months is absent without permission of the Executive Committee from Meetings of the Executive Committee held during that period;
- viii) fails to attend three consecutive Executive Committee Meetings without leave or apology (and such apology must be satisfactory to the Executive Committee);

### 25) Voting at Executive Committee

- a) Each Executive Committee Member shall have a deliberative vote.
- b) Subject to Rule 21(e) the decision will be taken by simple majority save that any decision to change any club uniform will require a special resolution.
- c) If at a Meeting a ballot on any question is demanded by not less than two Members, it shall be taken at that meeting in such manner as the Chairperson may direct but that two scrutineers shall be appointed by those present to count the votes of the meeting on that question.
- d) The Chairperson shall have a second and casting vote in the event of equality of voting save that if the Chairperson is a Mentonian the casting vote will not be taken into account in determining compliance with Rule 21(e)

### 26) Executive Committee Quorum

- a) A quorum for a Meeting of the Executive Committee shall be half of the total number of Executive Committee Members plus one, rounded down in the event of there being an odd number of Executive Committee Members.

### 27) Meetings of Executive Committee

- a) The Executive Committee shall meet at least 6 times per annum and as often as is necessary to properly conduct the business of the Club within the Controlling Bodies.
- b) The Executive Committee may by instrument in writing convene an Extraordinary Meeting. Such instrument shall set out the date, time and place of such Meeting, and the purpose for which it is called.

### 28) Notice of Meetings.

- a) Each Executive Committee Member shall receive Notice of any Executive Committee Meeting, either via the Club Calendar of Events or by written Notice mailed or emailed to the address which has been provided to the Club Secretary;

### 29) Chairperson.

- a) The President shall preside as Chairperson at every meeting of the Executive Committee, and in his absence a member nominated by the President, or in his absence the Secretary shall preside as Chairperson at the meeting, and in his absence also, the Members present shall elect one of their numbers to be Chairperson of the meeting.

### 30) Club Secretary.

- a) The duties of the Club Secretary shall be accordance with Club policy.



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- b) Distribute copies of the minutes to all Executive Committee Members prior to the next scheduled meeting and have copies of Extraordinary and General Meetings minutes available for Members.

### 31) Club Treasurer.

- a) The duties of the Club Treasurer shall be in accordance with Club policy.

### 32) Other Executive Officer.

- a) The Executive Committee, at its absolute discretion, may appoint any other Executive Officer for the duties as set out in the Duty Statement prepared by the Executive Committee from time to time;

### 33) Other Committee Office Holders

- a) Other Members of the Executive Committee shall be responsible for the duties as set out in the Duty Statement prepared by the Executive from time to time,

### 34) Removal of Executive Committee Office Bearer.

- a) The Members at a General Meeting may upon a resolution approved by at least a two-thirds majority of the votes cast at the meeting remove any Executive Committee Office Bearer, including Club Secretary, before the expiration of the term of office of such Executive Committee Office Bearer and appoint another person in his stead to hold office until the expiration of the term of the first mentioned Member.

### 35) Auditor

- a) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Club are met.
- b) Without limiting subrule (a), those requirements include—
  - i) the preparation of the financial statements;
  - ii) if required, the review or auditing of the financial statements;
  - iii) the certification of the financial statements by the Committee;
  - iv) the submission of the financial statements to the annual general meeting of the Club;
  - v) the lodgement with Consumer Affairs Victoria, or their delegate, of the financial statements and accompanying reports, certificates, statements and fee.

### 36) Life Members

- a) The Club may from time to time on recommendation by the Executive Committee grant the status of Life Member to a person /persons whose service to basketball and the Club having regard to the purposes of the Club and its relationship with the Mentone Grammar Community has been worthy of the highest honour.
- b) Life Members may be elected at Annual General Meetings by a majority of those present and eligible to vote.
- c) The Club Executive shall present to members a written report on the services of any nominee and their recommendation as to the suitability for the honour.
- d) Life Members shall be granted the privileges of free admission to any club functions



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and the right to attend and vote at any Committee meetings.

- e) Life Members shall be awarded a badge and/or other form trophy or recognition of appropriate design.
- f) Upon recommendation by the Executive Committee, and passed by a majority of those present and eligible to vote at an Annual General Meeting, a Life Membership may be cancelled.

### 37) Doping Policy

- a) The Club may adopt and implement its own doping policy consistent with that of either Controlling Body as exists from time to time at its discretion and in the absence of the Club implementing its own doping policy the Club agrees to take such steps as it considers necessary to co-operate with the doping policies of Controlling Bodies.

### 38) Privacy of Information Policy

- a) The Club may adopt and implement its own Privacy of Information Policy and/or that of either Controlling Body as exists from time to time at its discretion.

### 39) Anti-Discrimination Policy

- a) The Club may adopt and implement its own Anti-Discrimination Policy and/or that of either Controlling Body as exists from time to time at its discretion.

### 40) Code of Behaviour Policy

- a) The Club may adopt and implement its own Code of Behaviour Policy and/or that of either Controlling Body as exists from time to time at its discretion.

### 41) Sponsorship Policy

- a) The Club may adopt and implement its own Sponsorship Policy and/or that of either the Basketball Australia or Netball Australia as exists from time to time at its discretion.
- b) Before formally agreeing or committing to any sponsorship arrangement with external businesses, the Executive Committee must ensure that any signage, display of logos, brands or other imagery is in accordance with the Controlling Body's policies and procedures relating to such matters and does not conflict with agreements already in place through the Controlling Body.
- c) All Sponsorship arrangements and agreements, entered into by the Club and External entities are subject to a specific and definitive term of tenure and the achievement of agreed mutual performance criteria, as specified by the Club prior to agreement with the potential sponsor.;
- d) The Executive Committee in its absolute discretion always retains the right to veto any/all marketing/branding/external imagery which it deems to be not commensurate with the required imagery of the club and/or not conducive to the imagery of the future directions of the Club.

### 42) Resolution in Writing

- a) A resolution in writing which was forwarded to all Members of the Club and which has been signed by a quorum of the Members and for the time shall be as valid and effectual as if it had been passed at a meeting of the Club duly convened and held.



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### 43) Notices

- a) A Notice may be given by the Club to any Member by sending by post, email or fax to him/her at the address as shown in the Register of Members, or by Club newsletter.
- b) Service of the Notice shall be deemed to be effective by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected at the time at which the letter would be delivered in the ordinary course of post.
- c) Notices may also be served in any other manner authorised by the rules of the Supreme Court of Victoria.
- d) Notice of any General Meeting of the Club shall be given by posting a Notice of the Meeting with sufficient particulars of the meeting and of the business to be transacted at the meeting in the Club newsletter.

### 44) Club Seal

- a) The Executive Committee shall provide for the safe custody of the Club Seal;
- b) The Club Seal shall only be used by authority of the Executive Committee, or of a committee of the Executive Committee authorised by it to authorise the use of the Club Seal, and every document to which the Club Seal is affixed shall be signed by an Executive Committee Member and be counter signed by another Executive Committee Member or such other person appointed by the Executive Committee to counter sign that document or a class of documents in which that document is included.

### 45) Irregularity of Appointment

- a) All acts done by any meeting of the Club or of the Executive Committee or of a Committee or by any person acting as a Delegate shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any person acting as aforesaid, be as valid as if every such person had been duly appointed or was qualified to so act.

### 46) Club Funds

- a) The funds of the Club shall be derived from Registration Fees, donations, fund raising and other such sources as the Executive Committee determines.;
- b) All Club Funds are to be used for the provision of equipment and services, training venue costs, payment of administration and registration fees or to any other purpose, as deemed necessary by the Executive Committee in advancing the needs of the Club in developing player skills, abilities and acknowledging achievement of any players or teams within competitions conducted by the Controlling Body;
- c) The Club may identify, attract, negotiate and confirm additional sources of revenue for the club through Sponsorship Opportunities and Other Commitments or Agreements with External Businesses or Organisations, prepared to invest in promoting their name, logo or affiliation with the Club within the Controlling Body subject to the Club's Sponsorship Policy as it exists from time to time.;

### 47) Alteration of Statement of Purposes

- a) The Statement of Purposes shall not be altered except in accordance with the Act;



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### 48) Alteration of Rules

- a) These Rules may be altered by special resolution of an Extraordinary General Meeting of the Club or except in accordance with changes to the Act.

### 49) Winding Up

- a) In the event of the winding up or cancellation of the incorporation of the Club, the assets of the Club shall be disposed of in accordance with the provisions of the Act, provided that no distribution may be made to any Member, Player or Officer who is not a tax- exempt body.

### 50) Custody of Records

- a) Except as otherwise provided in these Rules, the Club Secretary shall keep in their custody or under their control all books, documents and securities of the Club.

### 51) Inspection of Records

- a) A Member of the Club may have reasonable access on a reasonable number of occasions during the year, to the books, minutes of meetings and documents of the Club during normal business hours and by prior appointment with the Club Secretary, and if deemed necessary by the Executive Committee, subject to receipt of payment of any necessary administration fee;
- b) A Member may not take copies of any books, minutes of meetings or documents;
- c) A Member shall keep confidential any information so obtained which is likely to cause commercial damage to the Club and shall indemnify the Club from any loss that might be sustained by reason of such disclosure;
- d) The Executive Committee may determine that some books and documents are commercially sensitive and Player Registration records are not available for inspection by a Member. If the Member objects to the classification, then the question of whether the books or documents are commercially sensitive and of whether they ought to be made available for inspection shall be referred to the Club's Auditor. The Auditor shall decide within 28 days of the referral whether the books or documents are commercially sensitive and whether they ought to be made available for inspection and his decision shall be final and binding on the Member and the Executive Committee.

### 52) Indemnity

- a) Every Member of the Executive Committee and Other Committees of the Club and any other officer or agent for the time being of the Club shall be indemnified out of the assets of this Club, against any liability arising out of the execution of his/her duties, which is incurred by him/her in defending any proceedings whether civil or criminal, in which Judgement is given in his/her favour or in which he/she is acquitted or in connection with any application under the Act in which relief is granted to him/her by the Court in respect of any negligence default breach of duty or breach of trust.

### 53) Club Uniforms and "Branding"

All club uniforms, promotional materials, branding team registrations and team descriptions must include the words "Old Mentonians' Basketball Club" or "OMBC" or "Mentonians Netball Club" or "MNC" unless the club resolves at any extraordinary or





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general meeting otherwise by special resolution in accordance with rule 15(b) of the Constitution. A team may include in its team description further words differentiating between individual club teams provided that if such further words are included in the team name (whether or not those additional words are incorporated in the team uniform and branding) they are subject to prior approval by the Executive Committee in writing prior to registration of the Club Team and no team may wear or use any uniform with additional words or any other additions whether logos, advertising, player names or otherwise or in any different colour scheme other than the team uniform approved by the Executive Committee from time to time.