

Kalamunda & Districts Basketball Association (Inc.) RULES OF ASSOCIATION

1. Name of Association

The name of the Association is:

**KALAMUNDA & DISTRICTS BASKETBALL ASSOCIATION (Incorporated)
(Abbreviated in this document to “KDBA”)**

2. Definitions

In these Clauses, unless the contrary intention appears —

Act means the Associations Incorporation Act 2015 (WA) and includes any amendment, re-enactment or substitution of it and any regulations and statutory instruments made under it.

Annual General Meeting is the meeting convened under Clause 25

Association means the incorporated association to which these Clauses apply as referred to in Clause 1.

Auditor means the auditor of the Association appointed under Clause 21 (c)

By-Laws means the by-laws of the Association formulated by the Committee from time to time under Clause 19

Commissioner has the meaning given to it in the Act

Committee means the management committee of the Association;

Committee meeting means a meeting of the management committee members;

Committee Member means a member of the management committee;

Eligible Member means a person admitted to the Association under any of the categories in Clause 8

Financial year means the period starting the 1st of January and lasting for 12 months, or a period as agreed to by the committee

General Meeting means a meeting of Members and includes an Annual General Meeting and a Special General Meeting

In Writing means any form of written communication that has been sent and acknowledged as received with a response by the recipient. This includes an acknowledgement of receipt via letter, email, text, SMS, direct message or any other form of communication which is sent using written language.

Life Member means a member who is admitted to Membership under Clause 8 (a)

Membership means membership of the association as described in Clause 8

Membership Fee means the fee payable by a person for membership

NES (The National Employment Standards) means the 10 minimum employment standards that apply to all national system employees as set out by the Fair Work Commission of Australia.

Ordinary member means a member admitted to the Association under 8 (d)

President means the Committee Member who holds office as “President” under Clause 13.

Special General Meeting means a general meeting other than the Annual General Meeting;

Special resolution means a resolution passed by a majority of not less than three quarters (75%) of Ordinary Members who are eligible to vote at a General Meeting of which notice specifying the intention to propose a special resolution has been given under these Clauses

Term has the meaning as given in Clause 13.

Vice-President means the committee member who holds the office of “Vice-President” under Clause 13 (e).

3. Interpretations

(a) In these Clauses

- i. headings are for convenience only and do not affect interpretation;
- ii. “under” includes by, by virtue of, pursuant to and in accordance with;
- iii. “including” and similar expressions are not words of limitation;
- iv. They’re, their, them or those refer and are interchangeable with his, her or other gender or non-gender specific usages
- v. if a word or phrase is defined, other grammatical forms of that word or phrase have a corresponding meaning; and
- vi. unless the context otherwise requires, a reference to:
 - 1) a person includes a corporation, a firm, a body corporate, an unincorporated association or any authority;
 - 2) the singular includes the plural;
 - 3) time is a reference to Perth, Western Australian time;
 - 4) \$ is a reference to Australian currency unless denominated otherwise.

(b) The Committee is the sole authority for the interpretation of these Clauses and the Committee’s decision on any question of interpretation or any matter affecting the Association or Members regarding these Clauses, is final and binding on all Members

4. Objects

(a) The objects of the Association are-

- i. To regulate, encourage, administer, promote and advance Basketball through participation, development, competition and commercial means.
 - ii. To provide facilities for the benefit and use of Members and other persons as decided by the Committee
 - iii. To be affiliated with organisations as determined appropriate by the management committee.
- (b) Each Object is a separate and independent Object and is not subsidiary or ancillary to any of the other Objects.
- (c) The primary purpose of the Association is to promote and advance the Objects of the Association. However, the Association is not required to promote each of the Objects at the same time or in any particular order and may, in the Committee's absolute discretion, determine the level and amount of promotion, funding or any other support that should be applied to any one or more specific Objects at any given time.

5. Powers

The Association has, in addition to the powers conferred by the Act and elsewhere in these Clauses, power to:

- (a) acquire, hold, deal with and dispose of any real or personal property and erect buildings;
- (b) invest, use and deal with the funds of the Association as the Committee thinks fit;
- (c) retain and employ persons for the purposes of the Association;
- (d) borrow money upon any terms and conditions as the Committee thinks fit;
- (e) raise and obtain money by means of subscriptions, fees, investments, sales, sponsorship and other activities;
- (f) enter into any contract the Committee considers necessary or desirable; form or take part in the formation of companies, associations, partnerships, joint ventures, trusts, or other arrangements; and
- (g) affiliate and work in conjunction with kindred organisations

6. Property and Income

The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

7. Patron

- (a) The Committee may appoint a patron of the Association for such period determined by the Committee or until removed by the Committee.
- (b) A patron is not required to pay any Entrance Fee or Membership fee.

8. Membership Categories

(a) Life Member

- i. The Committee may grant Life Membership to any Member who, in the opinion of the Committee, merits special recognition in honour of the Member's valued service to, or length of Membership of the Association.
- ii. A Life Member has all the rights, privileges and obligations of a Voting Member but is not required to pay any Entrance or Membership fee to KDBA.
- iii. Life membership can only be awarded at an Annual General meeting,
- iv. A maximum of two (2) and a minimum of zero (0) life memberships may be awarded at any one time.

(b) Player / Coach Life Member

- i. Players and Coaches shall be considered for life membership once they have reached the 200-game milestone at the highest level of competition that KDBA participates in. This milestone means automatic consideration for Player/ Coach Life Member but does not automatically mean it will be awarded. The final decision will be at the discretion of the Committee.
- ii. In addition to the 200-game milestone a Player or Coach must have demonstrated additional values considered appropriate by the KDBA Committee for Player/ Coach Life Membership as defined in the KDBA bylaws.
- iii. Player/ Coach Life Members shall be entitled to all the privileges of Playing Members without paying the annual membership fees or any special payment for such membership

(c) Ordinary Member

A person automatically becomes an Ordinary Member if they are 18 years of age or over as of the 31st of December for that playing year and meet all other requirements to be considered a member as per the Association Rules and By-Laws and,

- i. are registered as a player, coach, or manager in any local competition within KDBA or;
- ii. are registered as a player, coach, or manager in any representative competition that the Association competes in or;
- iii. are a registered referee or game official for the Association;
- iv. If they are the nominated legal guardian of a registered player who is under 18 years of age as at the date of the AGM.

(d) Other Member

- i. A person who supports the objects of the association, is 18 years of age or over

and does not fall under Clauses 8. (a) to 8. (d) but still wishes to become a member must apply to the Committee for membership on a fully completed membership request form.

- 1) The committee members must consider each application made under Clause 8. (e) at a committee meeting and must approve or deny the application within two meetings of the application being received.
 - 2) The application will be approved or denied based on the results of a secret ballot with at least 75% agreement of the eligible committee members present.
 - 3) If the application is denied the applicant may begin the disputes and mediations process as per Clause 31 by notifying the Committee in writing of their intent within 14 days of being notified of their denial of membership.
 - 4) the applicant may re-apply the following calendar year.
- ii. Once approved to the status of “Other Member” the member must pay the nominal membership fee as set by the Committee under Clause 11
 - iii. Other Members hold the same rights and responsibilities as an Ordinary Member and as such are entitled to vote.

The Committee may, at its discretion, waive the membership fee for Other Members who are deemed to have contributed to a level the Committee may wish to acknowledge. This waiver shall be recorded in the minutes of the Committee Meeting the decision is made.

(e) Alterations to Membership Categories

The committee may create new membership categories or adjust existing membership categories including rights, privileges or obligations from time to time but may not alter, remove, reduce or bestow voting privileges on any membership category, existing or new, without the passing of a Special Resolution at a General Meeting.

9 Voting Rights

- (a) Every Eligible Member as described in Clause 8. shall be entitled to one vote at any meeting where they are entitled to vote
- (b) In the event of a tied vote; the Chair shall be entitled to an additional casting vote.
- (c) Entitlement for a person to be eligible to vote at a general meeting as a Member they-
 - i. must have been a Member 21 days prior to the general meeting; and
 - ii. must have paid any fee or other money payable that is due to KDBA by the Member 48 hours prior to the AGM
 - iii. Must be eligible under one of the membership classes as set out in Clause 8

10 Proxies

- (a) An eligible member as described in Clause 8. may appoint in writing another eligible member, to attend, and vote as directed on motions published prior to the meeting on behalf of the eligible member at any general meeting to which that member may otherwise be entitled to vote.
 - i. A maximum of one (1) eligible proxy may be presented by any one member
- (b) Notice of a general meeting given to an eligible member under Clause 25 must —
 - i. state that the member may appoint an individual who is an eligible member as a proxy for the meeting; and
 - ii. include a copy of any form that the committee has approved for the appointment of a proxy.
- (c) A form appointing a proxy must be given to the CEO or General Manager before the commencement of the general meeting for which the proxy is appointed.
- (d) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association not later than 24 hours before the commencement of the meeting.

11. Membership Fees of members of Association

- (a) The Committee shall determine the amount of the membership fee to be paid by each member and each member must pay the amount of the membership fee by the date the committee determines; this fee will be set at a minimum amount of AUD\$1.00.
- (b) a member whose membership fee is not paid within two (2) months after the relevant date fixed by the Committee ceases to be a member unless the committee decides otherwise.

12. Termination of membership to the Association

- (a) Membership may be terminated upon;
 - i. receipt by the General Manager, CEO or any committee member of a notice in writing from a member of their resignation from the Association. That member remains liable to pay to the Association the amount of any membership fee remaining unpaid and due at the date of termination; or
 - ii. non-payment by a member of their membership fee within two (2) months of the date fixed by the committee for membership fees to be paid, unless the committee decides otherwise.
- (b) Membership may be suspended or revoked upon.
 - i. Non-Compliance with the Rules of Association or the By-laws of the Association
 - ii. A negative finding by a disciplinary hearing
- c) A KDBA disciplinary hearing may be commenced against a member when the Committee has been advised, or considers, that the member has
 - i. acted or conducted themselves in a manner contradictory, unbecoming or detrimental to the objects of the Association or;

- ii. breached the Association Rules, By-laws or determination of the Committee or any duly elected and authorised Committee Member
 - iii. brought the Association into disrepute through their actions, words or behaviour in any form including in person, in writing or online.
 - iv. received a penalty from a BWA or a KDBA tribunal in which they were charged as a player or coach
- d) The Committee may appoint a Disciplinary Committee to conduct a hearing into the matter, the committee shall operate under the principles outlined in the By-laws.
- e) All members shall submit unreservedly to the jurisdiction, procedures, penalties, and appeal mechanisms (if any) as set from time to time of the Committee
- f) A Membership that has been revoked under Clause 12. (b) may be reinstated at the discretion of the Committee.

13. Committee of Management

- (a) Subject to the Act and these Rules of Association the affairs of the Association will be managed exclusively by a Committee of Management who agree to take all reasonable steps to ensure that the Association complies with the Act, these Clauses and the by-laws (if any) and it will consist of;
- i. not less than five (5) and not more than ten (10) elected members appointed at the AGM as per Clause 14.
 - ii. If there are less than ten (10) committee members elected at the AGM the committee may appoint members to fill those vacancies, up to the maximum ten (10), by a majority vote of 50% plus one of sitting elected committee members.
 - iii. if there is a full ten (10) committee members elected at the AGM up to 3 additional Committee Members may be appointed by the sitting elected Committee Members by a majority vote of 50% plus one of elected committee members
- (b) Committee Members Term of appointment;
- i. If elected at the AGM will be until the second AGM after their election
 - ii. If appointed by the Committee will be until the first AGM after their appointment.
- (c) A President shall be elected at the AGM that marks the completion of sitting President's term. The President's term shall be until the second AGM after their election
- (d) In the event of the President being unable to complete their term of office for any reason the Committee will call a Special General Meeting to be held on the closest practical date to elect a new President. In the interim the Committee will elect a current Committee member to assume the President's duties until the election
- (e) A Vice President shall be elected by the Management Committee at the first Management Committee meeting after the election of a President. The Vice President's term shall be until the second AGM after their election or until a Special General Meeting to elect a new President as per Clause 13. (d).

14. Qualification for selection to the Management Committee

- (a) Under Section 39 of the Act the following persons must not, without leave of the Commissioner, accept an appointment or act as a member of a management committee if within the previous five years they were convicted or released from jail for offences relating to the below
- i. a person who is, according to the *Interpretation Act 1984* section 13D, a bankrupt or whose affairs are under insolvency laws;
 - ii. a person who has been convicted within or outside the State, of-
 - iii. an indictable offence in relation to the promotion, formation, or management of a body corporate; or
 - iv. an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
 - v. an offence under Part 4 Division 3 or Section 127 of the Act
- (b) Except for nominees under Clause 14. (e). a person is not eligible for election to membership of the committee unless a member has nominated him or her for election by delivering notice in writing of that nomination to the committee not less than 7 days before the day on which the annual general meeting concerned is to be held., signed by-
- i. the nominator; and
 - ii. the nominee to signify their willingness to stand for election,
- (c) A person who is eligible for election or re-election under this Clause may –
- i. propose or second themselves for election or re-election; and
 - ii. vote for themselves.
- (d) If the number of persons nominated in accordance with Clause 13 for election to membership of the committee does not exceed the number of vacancies to be filled the AGM Chair must declare those persons to be duly elected as members of the committee at the Annual General Meeting concerned.
- (e) If vacancies remain on the committee after the declaration under Clause 14. (d). additional nominations of committee members may be accepted from the floor of the annual general meeting. If such nominations from the floor do not exceed the number of vacancies the AGM Chair must declare those persons to be duly elected as members of committee.
- (f) Where the number of nominations received prior to the AGM, or from the floor in accordance with Clause 14 (e), exceeds the number of vacancies on the committee, elections for those positions must be conducted.
- i. Election shall be by secret ballot where
 1. If in the case of written nominations exceeding vacancies, all nominee names shall be alphabetically, on first names, added to a ballot paper and a copy given to all members eligible to vote at the AGM. The members will number the candidates starting at 1 (one) for the preferred candidate, 2 (two) for the

second preferred candidate and so on until all candidates have been allocated a number.

2. If in the case of nomination from the floor in accordance with Clause 14. (e). exceeding vacancies the names of those nominees only shall be alphabetically, on first names, added to a ballot paper and a copy given to all members eligible to vote at the AGM the members will number the candidates starting at 1 (one) for the preferred candidate 2 (two) for the second preferred candidate and so on until all candidates have been allocated a number.
3. The votes will be collated once all members have voted and the positions shall be declared filled with the person receiving the lowest number of votes declared first, the second lowest number of votes declared second and so on until all positions are filled.
4. Only ballot papers that have been completed correctly will be considered to count towards the total (i.e., informal votes will be ineligible and removed from the count).
5. In the event of a tie for the final position available, the members shall re vote with just the tied candidates' names on the ballot paper and the votes will be collated as per Clause 14. (f). i.3).

15. Resignation or Removal of a Committee Member

A committee member may be removed from office for the following reasons:

- (a) A written notification is received by the President. The resignation is deemed to have been made as at the date listed on the resignation or on the date of receipt by the President, whichever comes first. A resignation will not be deemed accepted by the Committee until the Committee Member has been notified in writing by the President.
- (b) Failure to reveal information that would have excluded them under Clause 14. (a)
- (c) Becoming in breach of Clause 14. (a) during their term
- (d) A breach of the Committee Code of Conduct or these Rules of Association deemed to be sufficient to warrant removal.

To determine if the breach warrants removal from the committee the Committee Members will conduct a secret ballot with at least 75% agreement of the Committee Members present required for the committee member to be removed.

- (e) Failure to attend three committee meetings without a reasonable justification
 - i. These meetings do not need to be consecutive
 - ii. If there is dispute as to what qualifies as a reasonable justification, the remaining committee members will conduct a secret ballot with at least 75% agreement of the Committee Members present required for the committee member to be removed.
 - iii. The presence of a Committee Member at a committee meeting need not be by attendance in person but may be by that Committee Member and each other Committee Member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.

- iv. A member who participates in a committee meeting as allowed under Clause 15. (e). iii is taken to be present at the meeting and if the member votes at the meeting the member is taken to have voted in person.
- (f) A Committee Member may request of the President a leave of absence for up to three months however if granted the Committee Member, who is on the leave of absence, is not entitled to vote on any motions put before the committee in the period of leave
 - i. The committee reserves the right to restrict access to Committee documents if it so deems necessary.
 - ii. The leave is considered cancelled if the Committee Member advises in writing that they will be returning or resigning.
 - iii. The Committee Member is deemed to have resigned if they do not return to the first committee meeting after the completion of their leave without written notification.

16. Publication by Committee Members of statements about Association Business

- (a) A Committee Member must not publish, or cause to be published, any statement about the business conducted by the Association at a General Meeting or committee meeting unless —
 - i. the Committee Member has been authorised to do so at a committee meeting; and
 - ii. the authority given to the Committee Member has been recorded in the minutes of the committee meeting at which it was given.

17. Power of Delegation

- (a) The committee may delegate, in writing, to one or more sub-committees consisting of such member or members of the Association as the committee deems fit (the committee may also appoint non-members to a subcommittee if they believe they have skills or knowledge that will benefit to Association) the exercise of such functions of the committee other than-
 - i. the power of delegation; and
 - ii. a function which is a duty imposed on the committee by the Act or any other law.
- (b) Any delegation under Clause 17 (a) will be subject to;
 - i. the conditions of the Act,
 - ii. the Rules of Association,
 - iii. any additional conditions and limitations as set by the Committee in writing from time to time
- (c) Any action taken by a subcommittee or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the committee
- (d) The committee may, in writing, revoke or alter the terms of reference wholly or in part or terminate entirely any delegation appointed under Clause 17.

- (e) The committee may veto, override or continue to exercise any function allocated to any delegation

18. Chief Executive Officer (CEO) / General Manager

- (a) The Committee will appoint either a CEO, a General Manager, or both, to:
 - i. act as, and carry out the duties, of Secretary, the Administrator and (unless prohibited by law) be the public officer of KDBA;
 - ii. ensure that a register of Working with Children check compliance is maintained
 - iii. carry out any other duties as may be deemed necessary and directed by the Committee from time to time and as will be set out in their Position / Job Description.
- (b) If the Committee appoints both positions, then the General Manager shall be subordinate to the CEO
- (c) The CEO and / or the General Manager shall be supplied with a contract of employment and a Position / Job Description that has been endorsed by the Management Committee
- (d) Subject to the Act, these Clauses, the By-Laws and any directive of the Committee, the CEO or General manager has power to perform all such duties as necessary or desirable for the proper management and administration of KDBA. No resolution passed by KDBA in a General Meeting shall invalidate any prior act of the CEO or General Manager, or the Committee which would have been valid if that resolution had not been passed.
- (e) The CEO, or General Manager, may employ staff as required to meet the operational objectives of KDBA.
 - i. All paid staff appointments where any combination of the below occur require prior approval by the Committee and the CEO or General Manager are to present a business case for any such appointments for consideration by the Committee.
 - a. The payment is above the minimum conditions as set out by the NES or any relevant award;
 - b. The term is fixed;or
 - c. The position is permanent
 - ii. The Committee may delegate, in writing, authority for some position appointments exclusively to the CEO, or General Manager, if it so sees fit,
 - iii. All staff employed shall have a formal Letter of Engagement and receive all information as required by the relevant legislation and a copy of all Association policies and procedures applicable to their employment.

19. By-Laws

- (a) The Committee may dictate, formulate, interpret, adopt, make, alter and amend By-Laws for KDBA's proper advancement, management and administration from time to time as it sees fit.

- (b) The By-Laws shall
 - i. be consistent with these Rules and all policy directives of the Committee.
 - ii. be binding on all Members.
 - iii. be valid unless voted against or amended by a Special Resolution of the Members
- (c) All Clauses and regulations of KDBA that are in force at the date of the approval of these Clauses (including existing By-Laws) that are not inconsistent with, or have not been replaced by these Clauses, shall remain in force under these Clauses.

20. Source of Funds and Application of Income

- (a) KDBA may derive income from fees and levies payable by Members, spectator fees, competition fees, facility hire, donations, grants, sponsorships, sales, investments, and such other sources as the committee determines.
- (b) In accordance with the Act the income and property of KDBA must be applied solely towards the maintenance and promotion of the Objects of the Association.
- (c) Except as prescribed in these Rules:
 - i. no portion of the income or property of KDBA shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member; and
 - ii. no remuneration or other benefit in money or money's worth shall be paid or given by KDBA to any Member who holds any office of KDBA unless approved by the passing of a motion at a General Meeting.
- (d) Nothing contained in Clause 20 shall prevent payment in good faith to any Member where documented evidence (receipt, invoice, contract etc.) is provided for:
 - i. any services rendered to KDBA, whether as an employee or otherwise;
 - ii. goods supplied to KDBA in the ordinary and usual course of business;
 - iii. interest on money borrowed from any Member;
 - iv. rent for premises demised or let by any Member to KDBA;
 - v. any out-of-pocket expenses incurred by the Member on behalf of KDBA;
 - vi. grants to regulate, encourage, administer, promote, advance and manage KDBA through participation, development and competition programs;
 - vii. any other bona fide reason; provided that any such payment must not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

21. Financial Year Reporting

The Committee must ensure that for each financial year the requirements imposed on KDBA under Part 5 of the Act relating to the financial statements or financial report of KDBA are met.

22. Records and Accounts

- (a) The CEO and/or General Manager must, in accordance with the Act, Laws, generally accepted accounting principles and/or any applicable code of conduct, establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of KDBA and the Committee and produce these as required for each Committee meeting or General Meeting.
- (b) ensure that proper accounting, meeting minutes and other financial records and are retained for the appropriate periods and correctly maintained
- (c) In accordance with Clause 18. (f) the CEO or General Manager must engage a suitably qualified person to assist with the maintenance of the financial records.
- (d) The Committee must submit to the AGM the audited accounts of KDBA in accordance with these Rules and the Act.
 - i. The Committee must set the scope of the audit and appoint a properly qualified auditor / auditors each financial year to conduct the audit.
 - ii. The auditor's duties will be regulated in accordance with the Act, or if no relevant provisions exist under the Act, in accordance with generally accepted principles or any applicable code of conduct.

23. Proceedings of Committee

- (a) The Committee must meet for the dispatch of business not less than 8 times in each year and the President, or half plus one of the members of the committee, may at any time convene a meeting of the committee.
- (b) At a committee meeting 50% plus one of eligible committee members constitute a quorum. If a quorum is not reached within 30 minutes of the proposed start time the meeting will be postponed till the same time and day in the following week or to a date and time as agreed by the Committee Members present at the meeting
- (c) The President shall act as Chairperson at the Committee Meetings and in their absence the position will be filled by the Vice President or other such person as agreed upon by those present at the meeting.
- (d) A question arising at a committee meeting must be decided by a majority vote, but, if there is no majority, the Chairperson at the committee meeting will have a casting vote in addition to their deliberative vote.
- (e) Subject to these Rules, the procedure and order of business to be followed at a committee meeting must be determined by the committee members present at the committee meeting or by agreement of the committee members to a standard order of business.
- (f) The CEO or General Manager is to ensure that in conjunction with Clause 22. that correct and proper records of the proceedings of the Committee, and of the Association, are kept and that all relevant documents for the scheduled meeting are provided to the Committee no later than three days before the meeting.
- (g) As per section 42 and 43 of the Act, a Committee Member who has a material personal interest in a matter being considered at a committee meeting must as soon as the member becomes aware of the interest, disclose the nature and extent of the interest to

the management committee;

- i. disclose the nature and extent of the interest at the next General Meeting of the association;
 - ii. Nothing in Clause 23 applies in respect of a material personal interest that exists only because the member –
 1. is an employee of the incorporated association; or
 2. is a member of a class of persons for whose benefit the association is established; or
 3. that the member has in common with all, or a substantial proportion of, the members of the association.
- (h) If a member of the committee discloses a material personal interest in a contract or proposed contract in accordance with Clause 23. (g). and the member has complied with section 43(1) of the Act or the member's interest is not required to be disclosed because of section 42(3) of the Act –
- i. the contract should not be affected or avoided by the Association on any ground arising from the fiduciary relationship between the member and the Association; and
 - ii. the member is not liable to account for profits derived from the contract.
- (i) A disclosure of a material personal interest required by Clause 23. (g). must give details of –
- i. the nature and extent of the interest; and
 - ii. the relation of the interest to the activities of the incorporated association.
- (j) The details referred to in Clause 23. (g).(i) must be recorded in the minutes of the meeting of the Management Committee at which the disclosure is made.
- (k) A member of the committee who has a material personal interest in a matter being considered at a meeting of the Management Committee must not –
- i. be present while the matter is being considered at the meeting; or
 - ii. vote on the matter.
- (l) If there are not enough committee members to form a quorum to consider a matter because of Clause 23. (g). –
- i. one or more committee members (including those who have a material personal interest in the matter) may call a General Meeting; and
 - ii. the General Meeting may pass a resolution to deal with the matter.

24. Register of Members of the Association

- (a) The CEO or General Manager shall ensure compliance with the Act by keeping and maintaining in an up-to-date condition a record of

- i. the names and either postal address or email address of each Member
- ii. residential, postal, business (or email address) of Committee Members or persons who hold office within KDBA along with their position these are to be made available to any member who requests them under Clause 24. (b)
- iii. the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association,

An extract of Register of Members shall be made available for inspection upon presentation of a statutory declaration indicating the purpose of the inspection.

(b) The member making the request

- i. may make a handwritten copy of the register but not remove it.
- ii. must not share the information with any third parties or for any reason that is not outlined in the statutory declaration unless it is a legal requirement to do so
- iii. When providing the register to a member the Association should protect the privacy of children according to the Privacy Act

25. Rules of Association

The CEO or General Manager shall ensure compliance with the Act by making available a copy of the Rules of the Association on the KDBA website or by hard copy if so requested in writing.

26. General meetings

- (a) There must be at least one General Meeting held each year in compliance with the Act, this meeting
 - i. must be held within six (6) months of the end of the Association's financial year or within such longer period as may be allowed by the Commissioner.
 - ii. will be deemed the KDBA AGM and the date, time and venue will be determined by the Committee
- (b) There may be a Special General Meeting convened at any time by the Committee, additionally one must be convened within 28 days of receiving a request in writing from not less than 5% of the eligible members to convene a special general meeting for the purpose specified in that request. If the committee does not convene a special general meeting within that 28-day period, the members making the request may convene the special general meeting.
- (c) A Special General Meeting convened by members under Clause 26. (b)
 - i. must be held within 3 months after the date the original request was made; and
 - ii. may only consider the business stated in the notice by which the request was made.
 - iii. will have the date, time and venue determined by the Committee

- (d) The Association must reimburse any reasonable expenses incurred by the members convening a Special General Meeting under Clause 26. (b).
- (e) Subject to Clause 26. (a). the convener of the General Meeting must give to all members;
 - i. not less than 21 days' notice of a general meeting if a Special Resolution is to be proposed at the meeting; or
 - ii. not less than 14 days' notice of a general meeting in any other case
- (g) The notice must -
 - i. Specify when and where the general meeting concerned is to be held;
 - ii. indicate the general nature of each item of business to be considered at the meeting; and
 - iii. if the meeting is the Annual General Meeting, include the names of the members who have nominated for election to the Committee under Clause 14.;

and
 - iv. if a special resolution is proposed the notice must –
 - 1. set out the wording of the proposed resolution as required by section 51(4) of the Act;
 - 2. state that the resolution is intended to be proposed as a special resolution.
 - 3. comply with Clause 10 regarding proxies.

27. Giving notice to members

In this clause —

recorded means recorded in the register of members.

- (a) A notice or other document that is to be given to a member under these Rules is taken not to have been given to the member unless it is in writing and has been;
 - i. delivered by hand to the recorded address of the member; or
 - ii. sent by prepaid post to the recorded postal address of the member; or
 - iii. sent by electronic transmission to an appropriate recorded number or recorded electronic address of the member.

28. Quorum and proceedings at General Meetings

- (a) At a General Meeting 20 confirmed eligible members present in person constitute a quorum.
- (b) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting —

- i. in the case of a Special General Meeting — the meeting lapses; or
- ii. in the case of the Annual General Meeting — the meeting is adjourned to —
 - 1. the same time and day in the following week; and
 - 2. the same place unless the chairperson specifies another place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned.
- (c) The chairperson may, with the consent of a general meeting at which a quorum is present, and must, if so, directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
- (d) There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- (e) When a general meeting is adjourned for a period of 30 days or more, the Committee must give notice under Clause 27 of the adjourned general meeting as if that general meeting were a fresh general meeting.
- (f) At a General Meeting-
 - i. an ordinary resolution put to the vote will be decided by a majority of votes cast on a simple show of hands, subject to Clause 23. (d). and
 - ii. a special resolution put to the vote will be decided in accordance with section 24 of the Act as defined I Clause 23. (d), and, if a poll is demanded, in accordance with Clause 28. (h).
- (g) A declaration by the Chairperson of a general meeting that a resolution has been passed as an ordinary resolution at the meeting, will be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with Clause 28. (h).
- (h) At a general meeting, a poll may be demanded by the chairperson or by three or more members present in person and, if so demanded, must be taken in such manner as the chairperson directs.
- (i) If a poll is demanded and taken under Clause 28. (h.) in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.
- (j) A poll demanded under must be taken immediately on that demand being made.

29. Minutes of meetings

- (a) The CEO or General Manager must cause proper minutes of all proceedings of all general meetings and committee meetings to be taken under Clause 18. (a).i. and then to be entered, saved, or otherwise recorded within 14 days after the holding of each general meeting or committee meeting, as the case requires, in a minute record kept for that purpose.
- (b) The Chairperson must ensure that the minutes taken of a general meeting or committee

meeting are checked and confirmed as correct by the Chairperson of the general meeting or Committee meeting to which those minutes relate or by the President of the next succeeding general meeting or committee meeting, as the case requires.

- (c) When minutes have been entered saved, or otherwise recorded, and confirmed as correct under this Clause, they are, until the contrary is proved, evidence that:
 - i. the general meeting or committee meeting to which they relate (in this sub-Clause called "the meeting") was duly convened and held;
 - ii. all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
 - iii. all appointments or elections purporting to have been made at the meeting have been validly made.

30. Rules of Association

- (a) If the Association wants to alter or rescind any of these Clauses, or to make additional Clauses, the Association may do so only by special resolution and by otherwise complying with Part 3 Division 2 of the Act.

31. Disputes and mediation

- (a) The grievance procedure set out in this Clause applies to disputes under these Clauses between-
 - i. a member and another member; or
 - ii. a member and the Association; or
 - iii. if the Association provides services to non-members, those non-members who receive services from the Association, and the Association.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (d) The mediator must be-
 - i. a person chosen by agreement between the parties; or
 - ii. in the absence of agreement in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
 - iii. for all other disputes involving the Association a third-party mediator who acts as a mediator for another not for profit organisation shall be appointed.
- (e) A member of the Association can be a mediator.
- (f) The mediator cannot be a member who is a party to the dispute.

- (g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (h) The mediator, in conducting the mediation, must-
 - i. give the parties to the mediation process every opportunity to be heard;
 - ii. allow due consideration by all parties of any written statement submitted by any party; and
 - iii. ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (i) The mediator must not determine the dispute.
- (j) The mediation must be confidential and without prejudice.
- (k) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

32. Judicial Tribunals Players & Coaches

All Judicial tribunals shall follow the format and process as set out in the KDBA By-laws.

33. Winding up of Association

- (a) At a Special Meeting called for the purpose of winding up of the Association, a majority of 75% of the members of the Association may resolve to wind up the Association.
- (b) The members of the Association by a simple majority shall appoint a receiver for the purpose of winding up the Association and vest in the receiver, the power to dispose of the assets of the Association and to discharge the liabilities of the Association and further to pay any surplus funds or transfer any assets of the Association to sporting bodies in City of Kalamunda who are eligible under Section 24(1) of the Act.

34. Distribution of surplus property on cancellation of incorporation or winding up

- (a) surplus property, in relation to the Association, means property remaining after satisfaction of —
 - i. the debts and liabilities of the Association; and
 - ii. the costs, charges, and expenses of winding up or cancelling the incorporation of the Association,but does not include books relating to the management of the Association.
- (b) On the cancellation of the incorporation or the winding up of the Association, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.

35. Transitional Arrangements.

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

- (a) The existing Management Committee at the time of adoption of the new Rules will become

an Interim Management Committee for such time until the new Management Committee is elected.

- (b) At the next AGM after the adoption of the new Rules an election will be held for those Elected Management Committee Positions whose term has expired, using the process outlined in Clause 13. The other Elected Management Committee Members will remain on the Management Committee until the expiry of their term.