

CONSTITUTION

A.C.T. BASKETBALL INCORPORATED (“Association”)

An Association incorporated under the Associations Incorporation Act
1991 (ACT)

Constitution

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Constitution

1 Objects of Association

1.1 Objects

The objects for which the Association is established are:

- (a) to be the member of BA in respect of the ACT and to comply with the constitution and by-laws of BA;
- (b) to control Basketball throughout the ACT;
- (c) to accredit and regulate referees, coaches and other individuals and entities in relation to the Association's objects and activities;
- (d) to foster friendly relations among the officials and players of Basketball by encouraging Basketball games in the ACT;
- (e) to promote, provide for, regulate and manage Basketball tournaments and games in the ACT;
- (f) to promote, provide for, regulate and manage Basketball players representing the ACT;
- (g) to co-operate with BA, other members of BA and other bodies in the promotion and development of, or otherwise in relation to, Basketball and the Rules and Regulations;
- (h) to provide and maintain materials, equipment and facilities for Basketball in the ACT; and
- (i) any other object which, in the opinion of the Directors, is in the best interests of Basketball.

2 Income and payments

2.1 Application of income

All the Association's profits (if any), other income and property, however derived, must be applied only to promote its objects.

2.2 No dividends, bonus or profit to be paid to Members

None of the Association's profits or other income or property may be paid or transferred to the Members, directly or indirectly, by any means.

2.3 Payments in good faith

Subject to rule 9.14, rule 2.2 does not prevent the payment in good faith to a Member, or to a firm or business of which a Member has an interest:

- (a) of remuneration for services to the Association;

- (b) for goods supplied to the Association in the ordinary course of business;
- (c) of interest on money borrowed from them by the Association at a rate not exceeding the rate fixed for the purposes of this rule 2.3 by the Association in general meeting; or
- (d) of reasonable rent for premises let by them to the Association.

3 Membership

3.1 Members

The Members are

- (a) Full Members
- (b) Individual Members
- (c) Associate Members
- (d) Foundation Members
- (e) Life Members

3.2 Full Membership qualifications

The Full Members will be:

- (a) Basketball Clubs (called “Clubs”) that enter six or more teams in the Association’s Championship Season senior competitions or six or more teams in the Association’s Championship Season junior competitions; and
- (b) Schools that enter six or more teams in the Association’s Championship Season senior competitions or six or more teams in the Association’s Championship Season junior competitions; and
- (c) Basketball Clubs (called “Clubs”) that enter a combined total of six or more eligible teams in the Association’s Championship Season. For the purposes of this item 3.2(c), eligible teams are those who are entered in the highest two grades of senior competitions or the highest two grades of any age group of junior competitions.

3.3 Individual Membership

Individual Members are those persons who have paid a current annual membership registration fee to the Association as a player, as an Accredited Basketball referee or coach, or as a registered Basketball score bench official or statistician.

3.4 Associate Members

Associate Members will be:

- (a) Clubs that are not Full Members; or

- (b) Teams (other than Teams belonging to Clubs); or
 - (c) persons with an interest or involvement in Basketball in the ACT (e.g. representative coaches, parents of junior players, club officials, non-accredited coaches of teams entered in the Association's Competitions); or
 - (d) Association employees; or
 - (e) the Association's Directors
- who have paid the current year's Associate Member fee (if any).

3.5 Foundation Members

Foundation Members are persons who prior to the date of adoption of this Constitution were registered with the Association in the category of Foundation Member and whose registration had not ceased. Foundation Members memberships are not transferable.

3.6 Life Members

Life Members are those persons recognised as Life Members of the Association at the time of adoption of this Constitution and those subsequently admitted as Life Members under Part 8. Life Member memberships are not transferable.

3.7 Admission of Members

- (a) Before admission as a Full Member, a Club or School must sign an application agreeing to be bound by this Constitution, the By-laws and Rules and Regulations.
- (b) Before admission as an Individual Member or Associate Member, a Club, School or Person must pay the associated fee, if any.
- (c) The Directors may refuse a Member if they consider such membership is not in the best interests of the Association.
- (d) Subject to Rule 3.7(c), on receipt by the Association of the signed application, if applicable, or associated fee, if any, the Club, School or Person becomes a Member.
- (e) This Constitution and any By-laws made under it shall be binding on all Members as if it were a contract between the Association and each Member.

3.8 Ceasing to be a Member

A person ceases to be a Member on:

- (a) resignation;
- (b) death;

- (c) becoming bankrupt or insolvent or making an arrangement or composition with creditors of the person's joint or separate estate generally;
- (d) becoming of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- (e) the termination of their membership according to this Constitution;
- (f) no longer meeting the requirements of membership outlined in this Constitution; or
- (g) if an incorporated association or company, being dissolved or wound up or otherwise ceasing to exist, having a liquidator or provisional liquidator appointed to it, or being unable to pay its debts; or
- (h) being expelled from the Association in accordance with any By-Laws.

3.9 No claim against the Association

No Member whose membership ceases has any claim against the Association or the Directors for damages or otherwise.

3.10 Members Liability

In the event the Association is to be wound up or dissolved, every Full Member undertakes to contribute to the payment of the debts and liabilities of the Association, or the costs charges and expenses of the winding up of the Association, such amount as may be required not exceeding \$10.

Members who are not Full Members are not liable to contribute to any such payment.

3.11 Members fees

- (a) There is no annual membership fee payable by the Full Members, Life Members or Foundation Members.
- (b) The membership fee of other Members will be determined by the Directors from time to time.

3.12 Disciplining Members

- (a) Where the Directors are of the opinion that a Member has acted in a manner prejudicial to the interests of the Association, the Directors may, by resolution, expel the Member from the Association or suspend the Member from such rights and privileges of membership of the Association as the Directors may determine for a specified period.

For the purposes of this rule 3.12, where the Member being disciplined is a Director (accused Director), the accused Director may not vote in any resolution proposed in rule 3.12(c).

- (b) Where the Directors pass a resolution under (a) above, the Secretary shall, as soon as practicable, cause a notice in writing to be served on the Member:
 - (i) setting out the resolution of the Directors and the grounds on which it is based;
 - (ii) stating that the Member (or the Member's representative approved by the Directors) may address the Directors at a meeting to be held not later than 28 days after service of the notice;
 - (iii) stating the date, place and time of that meeting; and
 - (iv) informing the Member that the Member may do either or both of the following:
 - a attend and speak at that meeting;
 - b submit to the Directors at or prior to the date of that meeting written representations relating to the resolution.
- (c) Subject to the Act, at a meeting of the Directors mentioned in (b) above, the Directors shall:
 - (i) give the Member an opportunity to make oral representations;
 - (ii) give due consideration to any written representations submitted to the Directors by that Member at or prior to the meeting; and
 - (iii) by resolution determine whether to confirm or to revoke the resolution of the Directors made under (a) above.
- (d) Where the Directors confirm a resolution under (c) above, the Secretary shall, within 7 days after that confirmation, by notice in writing, inform the Member of that confirmation and of the Member's right of appeal.
- (e) A resolution confirmed by the Directors under (c) above does not take effect;
 - (i) until the expiration of the period within which the Member is entitled to appeal against the resolution where the Member does not exercise the right of appeal; or
 - (ii) until the Association confirms the resolution in accordance with rule 3.13.

3.13 Right of Appeal

- (a) A Member may appeal to a general meeting of the Association against a resolution of the Directors which is confirmed under rule 3.12(c), within 7 days after notice of the resolution is served on the Member, by lodging with the Secretary a notice of appeal.

- (b) Upon receipt of a notice of appeal under (a) above, the Secretary shall notify the Directors who shall convene a general meeting of the Association to be held as soon as practicable after the date on which the Secretary received the notice of appeal.
- (c) Subject to the Act, at a general meeting of the Association convened under (b) above:
 - (i) no business other than the question of the appeal shall be transacted;
 - (ii) the Directors and the Member shall be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
 - (iii) the Full Members present shall vote by secret ballot on a secret ballot pursuant to rule 6.2 the question of whether the resolution made under 3.12(c) should be confirmed or revoked.
- (d) If the general meeting passes a resolution in favour of the confirmation of the resolution made under 3.13(c)(iii), that resolution is confirmed. Otherwise the resolution made under 3.13(c)(iii) is revoked.

4 General meetings

4.1 General meetings and annual general meetings

General meetings (which include annual general meetings) of the Association are to be held according to the Act.

With the exception of the first annual general meeting of the Association, the Association must, at least once in each calendar year and within five months after the end of each financial year of the Association, call an annual general meeting of its members.

4.2 Power to convene general meeting

The Directors may convene a general meeting when they think fit and the Secretary must do so if requested in writing by a minimum of four Full Members.

4.3 Notice of general meeting

- (a) Notice of a general meeting of Members is required to be given to Directors, Patrons, Life Members and Full Members, and must be given according to Rule 19 of this Constitution.
- (b) Notice is to be provided at least 21 days before the date fixed for holding a general meeting.
- (c) The notice must state the place, date and time and the nature of the proposed business to be transacted at the meeting.

4.4 Directors entitled to attend general meetings

A Director is entitled to receive notice of and attend and speak at all general meetings.

4.5 Appointment of Representative

A Full Member is entitled to appoint one Representative by written notice lodged with the Secretary at least seven days prior to the commencement of a general meeting. The instrument appointing the Representative shall be in the form set out by the Board from time to time. A Representative may only represent one Full Member.

4.6 No proxies

Except as permitted pursuant to rule 4.5, a Full Member may not appoint a proxy to speak or vote on its behalf at a general meeting.

4.7 Rights of Members to attend meetings

Other than Full Members, who have a right to speak and vote, and Life Members, who have a right to speak, other Members may attend but have no right to receive notice of, speak at or vote at a general meeting.

4.8 Cancellation or postponement of general meeting

Where a general meeting (including an annual general meeting) is convened by the Directors they may, if they think fit, cancel the meeting or postpone the meeting to a date and time they determine.

4.9 Written notice of cancellation or postponement of general meeting

Notice of cancellation or postponement of a general meeting must state the reason for doing so and be given to each Full Member.

4.10 Contents of notice postponing general meeting

A notice postponing a general meeting must specify:

- (a) the new date and time for the meeting;
- (b) the place where the meeting is to be held, which may be either the same as or different to the place specified in the notice originally convening the meeting; and
- (c) if the meeting is to be held in two or more places, the technology that will be used to hold the meeting in that manner.

4.11 Business at postponed general meeting

The only business that may be transacted at a postponed general meeting is the business specified in the notice originally convening the meeting.

4.12 Representative at postponed general meeting

Where:

- (a) by the terms of an instrument appointing a Representative, they are authorised to attend and vote at a general meeting to be held on a

specified date or at a general meeting or general meetings to be held on or before a specified date; and

- (b) the date for the meeting is postponed to a date later than the date specified in the instrument,

then that later date is substituted for the date specified in the instrument, unless the appointing Member notifies the Association in writing to the contrary at least 48 hours before the time at which the postponed meeting is to be held.

4.13 Non-receipt of notice

The non-receipt of a notice convening, cancelling or postponing a general meeting by, or the accidental omission to give a notice of that kind to, a person, Club or School entitled to receive it, does not invalidate any resolution passed at the general meeting or at a postponed meeting or the cancellation or postponement of the meeting.

5 Proceedings at general meetings

5.1 Number for a quorum

Subject to rule 5.4, the presence in person of the Representatives of 50% of Full Members is a quorum.

5.2 Requirement for a quorum

An item of business may not be transacted at a general meeting unless a quorum is present when the meeting proceeds to consider it.

If a quorum is present at the beginning of a meeting it is taken to be present throughout the meeting unless the chairperson of the meeting (on their own motion or at the request of a Member who is present) declares otherwise.

5.3 Quorum and time

If within 30 minutes after the time appointed for a general meeting a quorum is not present, the meeting:

- (a) if convened by, or on requisition of, Full Members is dissolved; and
- (b) in any other case stands adjourned to the same day in the next week and the same time and place, or to such other day, time and place as the Directors appoint by notice to those entitled to notice of the meeting.

5.4 Adjourned meeting

At a meeting adjourned under rule 5.3(b), the presence in person of Representatives of 30% of Full Members is a quorum.

If a quorum is not present within 30 minutes after the time appointed for the adjourned meeting, those present form the quorum.

5.5 President to preside over general meetings

The President is entitled to preside at general meetings (chairperson).

If a general meeting is convened and there is no President, or the President is not present within 15 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act, the following may preside (in order of entitlement):

- (a) the Vice-President (if any);
- (b) a Director chosen by a majority of the Directors present;
- (c) the only Director present; or
- (d) a Representative of a Club chosen by a majority of the Full Members present.

5.6 Conduct of general meetings

The chairperson of a general meeting:

- (a) has charge of the general conduct of the meeting and of the procedures to be adopted;
- (b) may require the adoption of any procedure which is in their opinion necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes; and
- (c) may terminate discussion or debate on any matter whenever they consider it necessary or desirable for the proper conduct of the meeting.

A decision by the chairperson under this rule is final.

5.7 Adjournment of general meeting

The chairperson of a general meeting may at any time during the meeting adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting.

The adjournment may be either to a later time at the same meeting or to an adjourned meeting at any time and any place.

The chairperson may, but need not, seek any approval for the adjournment.

Unless required by the chairperson, a vote may not be taken or demanded in respect of any adjournment.

Only unfinished business is to be transacted at a meeting resumed after an adjournment.

5.8 Notice of adjourned meeting

It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for one month or more.

In that case, the same period of notice as was originally given for the meeting must be given for the adjourned meeting.

5.9 Questions decided by majority

Subject to the requirements of the Act and rule 6.3, a resolution is carried if a simple majority of the votes cast on the resolution are in favour of it.

5.10 Equality of votes

If on any resolution there is an equality of votes, whether on a show of hands or on a secret ballot, the resolution is defeated.

5.11 Declaration of results

At any general meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a secret ballot is demanded by any Representative and the demand is not withdrawn.

A declaration by the chairperson, or a scrutineer nominated by the chairperson, that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes of the meetings of the Association is conclusive evidence of the fact.

Neither the chairperson nor the minutes need state and it is not necessary to prove, the number or proportion of the votes recorded for or against the resolution.

In a vote taken on the election of a chairperson pursuant to rule 5.5(d), the Secretary should act as scrutineer of the vote.

5.12 Secret ballot

If a secret ballot is demanded by any Representative, it must be taken in the manner and at the date and time directed by the chairperson and the result of the secret ballot is the resolution of the meeting at which the secret ballot was demanded.

A secret ballot demanded on the election of a chairperson or on a question of adjournment must be taken immediately. In the absence of a chairperson, the Secretary should act as scrutineer of the secret ballot.

A demand for a secret ballot may be withdrawn.

A demand for a secret ballot does not prevent the meeting continuing for the transaction of any business other than the question on which the secret ballot has been demanded.

5.13 Objection to voting qualification

An objection to the right of a person to attend or vote at the meeting or adjourned meeting:

- (a) may not be raised except at that meeting; and
- (b) must be referred to the chairperson of the meeting, whose decision is final.

A vote not disallowed under this objection is valid for all purposes.

5.14 Chairperson to determine any secret ballot dispute

If there is a dispute as to the admission or rejection of a vote, the chairperson of the meeting must decide it and their decision made in good faith is final and conclusive.

6 Votes of Members

6.1 Votes on show of hands

On a show of hands each Representative present at a general meeting has one vote.

6.2 Votes on a secret ballot

On a secret ballot each Representative present at a general meeting has:

- (a) where 3.2 (a) or (b) applies, one vote if the number of junior teams it has entered in the current or most recently concluded local Championship Season competition (at the time of the general meeting) is from six to ten;
- (b) where 3.2(a) or (b) applies, one additional vote if the number of junior teams it has entered in the current or most recently concluded local Championship Season competition (at the time of the general meeting) is greater than ten;
- (c) where 3.2 (a) or (b) applies, one vote if the number of senior teams it has entered in the current or most recently concluded local Championship Season competition (at the time of the general meeting) is from six to ten;
- (d) where 3.2 (a) or (b) applies, one additional vote if the number of senior teams it has entered in the current or most recently concluded local Championship Season competition (at the time of the general meeting) is greater than ten;
- (e) where 3.2(c) applies, one vote.

6.3 Weighting of votes

Where a vote is required on any resolution other than a special resolution required by the Act then a simple majority of votes cast will carry the resolution except where all of the Full Member's Representatives vote in the same way then that resolution will be carried or lost accordingly.

6.4 Suspension of voting rights

The voting rights of a Full Member may be suspended by the Directors while the payment of any amount owing to the Association is in arrears for more than 90 days.

No other rights of the Member are affected

7 FIBA and BA

7.1 Compliance and co-operation

Subject to applicable law, the Association must:

- (a) comply with, and do everything reasonable within its power to enforce compliance with, the Rules and Regulations; and
- (b) co-operate with BA in all matters relating to the organisation of competitions, the Association's own competitions and Basketball in general.

8 Patrons and Life Members

8.1 Appointment and removal of Patrons

The Directors may appoint and remove Patrons of the Association.

8.2 Rights of Patrons

Patrons are not entitled to vote at any general meeting, but may be invited to attend by the Directors or the Chief Executive Officer.

8.3 Eligibility for Life Membership

Any Member or Director may nominate an individual for admission as a Life Member for services to the Association that exceed a period of ten years.

8.4 Nomination requirements

A nomination under rule 8.3 must:

- (a) be in writing in the form determined by the Directors from time to time; and
- (b) set out the reasons why, in the opinion of the nominator, the nominee should be considered for Life Membership.

8.5 Admission to Life Membership

Nominations for admission to Life Membership are to be considered by the Directors at their next meeting after the nomination is received.

In their absolute discretion, and without the need to give reasons for doing so, the Directors may recommend the nomination, or decide not to recommend or submit the nomination, to the next annual general meeting for approval.

A nominee is admitted to Life Membership if:

- (a) the Directors recommend that the nominee be admitted to Life Membership; and

- (b) the recommendation is approved by a majority of two-thirds of Full Members present at the annual general meeting at which the recommendation is considered.

8.6 Rights of Foundation Members

Foundation Members are entitled to:

- (a) Free admission to all functions held by the Association.
- (b) No requirement to pay any fees to the Association for membership or registration.

8.7 Rights of Life Members

A Life Member:

- (a) is not to be counted in a quorum under rule 5.1 (unless appointed as a Representative);
- (b) has the right to remain a Life Member until they die, resign their Life Membership or have their membership terminated according to this constitution;
- (c) subject to any separate agreement with the Association to the contrary, has no obligation, and may not be required, to pay any subscription or other amount;
- (d) is entitled to receive notice of general meetings;
- (e) is entitled to attend and speak at general meetings; and
- (f) is not entitled to vote at any general meeting (unless appointed as a Representative).

9 Directors

9.1 Number of Directors

There are to be at least three (3) and no more than eight (8)

Directors comprised as follows:

- (a) one President, elected pursuant to Rule 9.8 (the President is also considered to be a Director for the purposes of this Constitution);
- (b) up to five other Directors, elected pursuant to rule 9.8 (called Elected Directors); and
- (c) up to two other Directors appointed according to rule 9.11 (called Appointed Directors).

There must be at least three (3) Elected Directors.

The Chief Executive Officer is not a Director, but an ex-officio member of the Board.

9.2 Eligibility

A person who is bankrupt or who has been convicted, whether in or outside the ACT, of:

- (a) an indictable offence in relation to the promotion, formation or management of a body corporate; or
- (b) an offence involving fraud or dishonesty punishable by imprisonment for a period of 3 months or more;

is ineligible to be elected or appointed as President or as a Director, unless leave has been granted by the Supreme Court pursuant to s63 of the Act, and permission is granted by all other Directors.

The President or Directors shall not hold any Official Position (including being an employee of) the Association or of a Club, during the period of their term (called a Disqualifying Position), unless permission is granted in writing by all other Directors.

A President or Director who accepts a Disqualifying Position must notify the other Directors of that fact immediately and, unless written permission is granted pursuant to this rule 9.2, rule 9.15(d) applies.

Persons who have been employed by the Association or have been in a financial relationship with the Association (for example suppliers or contractors) are not eligible to be elected or appointed as President or as Directors within two years of such employment or relationship ceasing, unless permission is granted in writing by a majority of Directors.

9.3 Nomination for election

A Full Member or a Director may nominate a person for election as President or as an Elected Director.

Nominations must be in the form prescribed by the Association from time to time.

Nominations must be seconded by a Full Member or a Director.

Nominations must be lodged with the Chief Executive Officer not less than 14 days prior to the annual general meeting.

9.4 Term of office

Unless removed pursuant to this Constitution or unless otherwise specified by the Directors prior to election, a President or an Elected Director will hold office for a term of two years.

A President or an Elected Director can only serve a maximum of two years prior to them having to retire at an annual general meeting in accordance with rule 9.6.

For the purpose of this section, the period of time between each annual general meeting is considered to be one year.

9.5 Rotation of Directors

Rotation of directors will be subject to rules 9.4 and 9.6.

9.6 Directors to retire

The Elected Directors or President to retire at any annual general meeting must be those whose term of office (prescribed by rule 9.4) is expiring.

Subject to rule 9.9, a retiring Elected Director or President is eligible for re-election.

9.7 Office held until end of meeting

A retiring Director holds office until the end of the meeting at which that Director retires but is eligible for re-election.

9.8 Director and President elected at annual general meeting

At an annual general meeting:

- (a) at which a Director retires; or
- (b) at the commencement of which there is a vacancy in the office of a Director (other than a Director appointed according to rule 9.11),

the Directors may decide, by resolution, to fill that vacancy or vacancies.

No less than 21 days prior to the annual general meeting, the Directors must establish the number of new Directors to be elected.

The annual general meeting must elect a President if the President retires or if there is a vacancy in the office of President. The election to fill the office of President must be held before the election to fill the other vacancies.

A current Director may stand for the office of President. If successful, his or her two year term commences anew and a casual vacancy arises for his or her position as a Director.

The election of the President and of Directors shall be conducted at the annual general meeting according to the voting procedures advised by the Directors from time to time. The chairperson of the meeting shall appoint a scrutineer to supervise the taking of the ballot.

A Director or President elected under this rule takes office at the end of the meeting at which they are elected.

9.9 Maximum term of office

There is no maximum term of office, other than for the President who may serve a maximum of four consecutive terms as President. This does not affect the maximum term that person can serve as a Director.

9.10 Casual vacancy

The Directors may at any time appoint a person to be a Director or President to fill a casual vacancy.

If the casual vacancy is in the office of President or Vice President, the appointed person must be an Elected Director.

A Director or President appointed under this rule holds office until the end of the term of the Director or President in whose place they were appointed.

Service as a Director or President under this rule is a full term of office for the purposes of rule 9.4.

An appointment under this rule 9.10 is not counted as an Appointed Director for the purposes of rule 9.1(b).

9.11 Appointed Directors

In addition to the Directors elected under rule 9.8, the Directors may themselves appoint up to two other Directors.

Appointed Directors are eligible to be re-appointed at the discretion of the Board. Appointed Director appointments are to be re-confirmed by the Elected Directors within two months of each annual general meeting.

A Director appointed under this rule 9.11 may be removed from office by the Directors at their absolute discretion.

9.12 Vice-President

The Directors must elect from amongst their number a Vice-President and must also determine the period for which the person elected is to hold that office.

The Vice-President must be an Elected Director.

9.13 Removal of President or Vice-President from office

A Vice-President may be removed from that office by resolution of the Board passed by at least a majority of the other Directors.

The Vice-President shall be deemed to have vacated his or her position if he or she ceases to be a Director.

The President shall hold that office until the expiration of their term or until removed pursuant to this Constitution.

The President or Vice-President may resign from his or her position by notice in writing to the Board.

9.14 Remuneration of Directors

A Director may not be paid for services as a Director but, with the approval of the Directors, may be:

- (a) paid by the Association for services rendered to it; and

- (b) reimbursed by the Association for their reasonable travelling, accommodation and other expenses when:
 - (i) travelling to or from meetings of the Directors, a Committee or the Association; or
 - (ii) otherwise engaged on the affairs of the Association.

9.15 Vacation of office

The office of a President or a Director becomes vacant if a President or a Director:

- (a) is dismissed by Special Resolution of the Full Members in general meeting; or
- (b) becomes of unsound mind or incapable of managing his or her affairs; or
- (c) resigns office by notice in writing to the Association; or
- (d) accepts appointment to, or becomes the holder of a Disqualifying Position, without permission pursuant to rule 9.2; or
- (e) is not present personally at three consecutive Directors' meetings without leave of absence from the Directors; or
- (f) is removed pursuant to rule 9.11; or
- (g) is guilty of behavior which brings Basketball ACT into disrepute; or
- (h) is convicted of a serious criminal offence or a term of imprisonment of three months or more; or
- (i) is in breach of, or found to have been in breach of, the Act.

10 Powers and duties of Directors

10.1 Directors to manage Association

The Directors are to manage the Association's business and may exercise those of the Association's powers that are not required, by the Act or by this Constitution, to be exercised by the Association in general meeting. Directors may be allocated portfolios by the President for this purpose.

10.2 Specific powers of Directors

Without limiting rule 10.1 the Directors may exercise all the Association's powers to borrow or raise money, to charge any property or business or give any other security for a debt, liability or obligation of the Association or of any other person.

10.3 Appointment of attorney

The Directors may appoint any person to be the Association's attorney for the purposes, with the powers, authorities and discretions, for the period and subject to the conditions that they think fit.

10.4 Provisions in power of attorney

A power of attorney granted under rule 10.3 may contain any provisions for the protection and convenience of persons dealing with the attorney that the Directors think fit and may also authorise the attorney to delegate (including by way of appointment of a substitute attorney) all or any of the powers, authorities and discretions of the attorney.

10.5 Minutes

The Secretary must cause minutes of Directors' meetings to be made and kept by the Association.

10.6 Signing Cheques

The Directors may determine the manner in which, and the persons by whom, cheques and other negotiable instruments may be signed.

11 Proceedings of Directors

11.1 Directors' meetings

- (a) The Directors may meet together for conducting business, and may adjourn and otherwise regulate their meetings as they think fit. The Directors must hold a minimum of six meetings spread throughout each calendar year.
- (b) The contemporaneous linking together by telephone or other electronic means of a number of the Directors sufficient to constitute a quorum, constitutes a meeting of the Directors under this Constitution.
- (c) A Director participating in a meeting by telephone or other electronic means is to be taken to be present in person at the meeting.
- (d) A meeting by telephone or other electronic means is to be taken to be held at the place determined by the chairperson of the meeting provided that at least one of the Directors involved was at that place for the duration of the meeting.
- (e) The Board may invite to participate in its meeting(s), or the meetings of its Committees, but without a vote, for any period it deems fit, any person or persons whose assistance it considers of advantage to the Association.

11.2 Questions decided by majority

Unless otherwise specified in the Act or in this Constitution, a question arising at a Directors' meeting is to be decided by a majority of votes of the Directors present and entitled to vote and any such decision is for all purposes a determination of the Directors.

11.3 Proxy and voting

A person who is present at a Directors' meeting as a proxy for another Director has, in addition to their own vote, one vote for each absent Director who would be entitled to vote if present at the meeting and for whom that person is a proxy.

11.4 Chairperson's casting vote

The chairperson of the meeting of Directors has a casting vote.

11.5 Quorum

Unless otherwise determined by the Directors, three Directors are a quorum.

11.6 Effect of vacancy

The Directors may act despite a vacancy in their number.

If the number of Directors is reduced below the number required for a quorum, the remaining Directors may act only for the purpose of filling the vacancies to the extent necessary to bring their number up to the number required for a quorum or to convene a general meeting.

11.7 Convening meetings

The President may, and the Secretary on the request of any two Directors must, convene a Directors' meeting.

11.8 President to preside at Directors' meeting

The President is entitled to preside at Directors' meetings.

If the President is not present and able and willing to act within 15 minutes after the time appointed for a meeting or has signified an intention not to be present and able and willing to act, the following may preside (in order of entitlement):

- (a) the Vice-President (if any);
- (b) a Director chosen by a majority of the Directors present.

11.9 Committees

The Directors may delegate any of their powers to Committees consisting of those persons they think fit, and may revoke that delegation.

11.10 Powers delegated to committees

A Committee must exercise the powers delegated to it according to the terms of the delegation and to any directions of the Directors.

Powers delegated to and exercised by a Committee are taken to have been exercised by the Directors.

11.11 Committee meetings

Committee meetings are governed by the provisions of this Constitution dealing with Directors' meetings, as far as they are capable of application.

11.12 Circulating resolutions

The Directors may pass a resolution without a Directors' meeting being held if all of the Directors who are entitled to vote on the resolution respond in writing, electronic or otherwise, that they are in favour of the resolution set out in the document.

Where Directors respond in hard copy, separate copies of the document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.

The resolution is passed when the last Director responds in the affirmative.

11.13 Validity of acts of Directors

Everything done at a Directors' meeting or a Committee meeting, or by a person acting as a Director, are valid even if it is discovered later that there was some defect in the appointment, election or qualification of any of them or that any of them was disqualified or had vacated office.

11.14 Conflicts

A Director shall declare at the first possible meeting of Directors that Director's interest in any matter in which any conflict of interest arises and unless otherwise determined by the Directors, must absent him or her self from discussion of such matter and shall not be entitled to vote in respect of such matter.

The Director must disclose any direct or indirect pecuniary interest in a contract or proposed contract to which the Association is or may be a party.

In the event of any uncertainty in this regard, the issue shall immediately be determined by a vote of the Directors or, if this is not possible, the matter shall be adjourned or deferred to the next meeting. The Secretary shall maintain a register of declared interests.

12 Chief Executive Officer

12.1 Appointment of Chief Executive Officer

The Directors must appoint a Chief Executive Officer.

12.2 Powers, duties and authorities of Chief Executive Officer

The Chief Executive Officer holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, determined by the Directors. The exercise of those powers and authorities and the performance of those duties, by the Chief Executive Officer is subject at all times to the control of the Directors.

12.3 Suspension and removal of Chief Executive Officer

Subject to the terms and conditions of the appointment, the Directors may suspend or remove the Chief Executive Officer from that office.

12.4 Chief Executive Officer to attend Directors' meetings

The Chief Executive Officer is entitled to notice of and to attend all meetings of the Association, the Directors and any Committees and may speak on any matter, but does not have a vote.

13 Secretary

13.1 Appointment of Secretary

There must be at least one Secretary who is to be appointed by the Directors.

13.2 Suspension and removal of Secretary

The Directors may suspend or remove a Secretary from that office.

13.3 Powers, duties and authorities of Secretary

A Secretary holds office on the terms and conditions and with the powers, duties and authorities, determined by the Directors.

14 By-laws

14.1 Making and amending By-laws

The Directors may from time to time make By-laws which in their opinion are necessary or desirable for the control, administration and management of the Association's affairs and may amend, repeal and replace those By-laws.

The Association in general meeting may amend, repeal and replace any By-law made by the Directors, but that does not affect the validity of anything previously done by the Directors or anyone pursuant to that By-law.

14.2 Effect of By-law

A By-law:

- (a) is subject to this Constitution;
- (b) must be consistent with this Constitution; and
- (c) when in force, is binding on all Members.

15 Seals and Records

15.1 Safe custody of common seals and Association Records

The Directors must provide for the safe custody of any seal, books, documents and securities of the Association.

15.2 Use of common seal

If the Association has a common seal or duplicate common seal:

- (a) it must be kept in the custody of the Chief Executive Officer; and
- (b) it may only be used by the authority of the Directors; and
- (c) the attaching of the common seal must be attested by the signatures of two Directors or the Chief Executive Officer and one Director, unless authority is delegated in writing by the Directors.

16 Funds

16.1 Source of Funds

The funds of the Association are to be derived from fees paid by Members and, subject to any resolution passed by the Association in general meeting, any other sources the Directors determine.

16.2 Funds management

Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used for the purposes specified in rule 2.1 in any manner the Directors determine.

17 Public Officer

17.1 Appointment of Public Officer

There must be a Public Officer of the Association who:

- (a) must be resident in the Australian Capital Territory;
- (b) is at least 18 years of Age; and
- (b) is to be appointed by the Directors.

17.2 Suspension and removal of Public Officer

The Directors may suspend or remove a Public Officer from that office.

17.3 Powers, duties and authorities of Public Officer

A Public Officer holds office on the terms and conditions and with the powers, duties and authorities, as determined by the Directors

17.4 Invalid appointment of Public Officer

An act of the Public Officer is not taken to be invalid only because:

- (a) there is a defect in the Public Officer's appointment; or
- (b) the Public Officer was not eligible to be the Public Officer under section 17.1; or
- (c) the office of the Public Officer was, at the time of the act, taken to be vacant under section 64 (2) of the *Associations Incorporation Act 1991 (ACT)*.

17.5 Notice of Public Officer's appointment or change of address

- (a) A person who is appointed to be the Public Officer must, not later than 1 month after being appointed, lodge with the registrar-general a notice of the appointment.
- (b) If the Public Officer of the Association changes his or her address, the Public Officer must, within 1 month after the change, lodge with the registrar-general a notice of the change.

18 Inspection of records

18.1 Inspection by Members

Subject to the Act, the Directors may determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of the Association or any of them will be open for inspection by any Full Member.

18.2 Right of a Member to inspect

Except as provided for in rule 18.3, a Member (other than a Full Member and a Member who is also a Director) does not have the right to inspect any document of the Association except as provided by law or authorised by the Directors or by the Association in general meeting.

18.3 Documents that must be provided on request

On the request of a Member, the Association must give the Member:

- (a) a copy of a current statement of the objects of the Association; or
- (b) a copy of the rules of the Association currently in force; or
- (c) a copy of the deeds of any trust relevant to the Association.

18.4 Fees to inspect documents

In accordance with the Act, the Association may charge a reasonable fee for providing documents under section 18.3 of this Constitution.

19 Service of documents

19.1 Document includes notice

In this Rule 19, **document** includes a notice.

19.2 Methods of service

The Association may give a document to a Member:

- (a) personally;
- (b) by sending it by post to the address for the Member in the Register or an alternative address nominated by the Member;

- (c) by sending it to a fax number or electronic address nominated by the Member;
- (d) by notice in its regular newsletter to Members; or
- (e) by displaying it on the Association's website.

19.3 Methods of service on the Association

A Member may give a document to the Association:

- (a) by delivering it to the Registered Office;
- (b) by sending it by post to the Registered Office; or
- (c) to a fax number or electronic address nominated by the Association.

19.4 Post

A document sent by post:

- (a) if sent to an address in Australia, may be sent by ordinary post; and
- (b) if sent to an address outside Australia, must be sent by airmail, and in either case is taken to have been received on the second day after the date of its posting.

19.5 Fax or electronic transmission

If a document is sent by fax or electronic transmission, delivery of the document is taken:

- (a) to be effected by properly addressing and transmitting the fax or electronic transmission; and
- (b) to have been delivered on the day of its transmission provided it is transmitted before 5.00pm otherwise the day following its transmission.

20 Dispute Procedures

20.1 Application to disputes

In the event of any dispute arising under the Constitution between:

- (i) Two or more Members; or
- (ii) a Member and the Association,

the Member who alleges such dispute exists and who desires that the dispute be resolved, must give notice to the Directors that it is in such dispute and that it has a dispute which it requires resolved pursuant to the Constitution.

20.2 Notice of dispute

- (a) The notice referred to in rule 20.1 above must contain:
 - (i) a general description of the dispute, and
 - (ii) a statement identifying the rules or provisions of the Constitution under which the alleged dispute arises, and
 - (iii) the identity of the parties to the dispute, and
 - (iv) the steps which the Member has taken to endeavour to resolve the dispute, and
 - (v) the relief to which the Member claims to be entitled under the Constitution.
- (b) In the event of the Directors receiving a notice from a Member pursuant to rule 20.2(a), the Directors shall appoint a person or persons to hear and determine such dispute. The Directors shall serve a copy of the notice given pursuant to rule 20.2(a) on the Member or Members being complained of (in the event that the dispute is between Members).

20.3 Dispute resolution

- (a) The person or persons appointed by the Directors need not be Members or Directors.
- (b) The appointed person or persons shall consider and determine the dispute according to the procedure they determine as appropriate. The appointed person or persons are not bound to apply any formal rules of procedure and may adopt such procedures as they consider appropriate in all the circumstances, provided always that they shall act in accordance with the principles of natural justice.
- (c) A Member who is involved in a dispute in which a hearing is held by the appointed person or persons may appoint any one person to assist on his or her behalf at that meeting.
- (d) The appointed person or persons shall determine the dispute and the decision of that person or persons shall be final and conclusive. They will provide a written report of the determination and decision to the Directors.
- (e) The Chief Executive Officer will communicate the decision to the affected Member or Members.

20.4 Other disputes and grievances

The Directors may make By-laws to deal with disputes between Members and grievances of Members not arising under the Constitution including the procedure and manner in which such disputes or grievances are to be resolved.

21 Indemnity

21.1 Indemnity of officers

Every person who is or has been:

- (a) a Director;
- (b) a Chief Executive Officer; or
- (c) a Secretary,

is entitled to be indemnified out of the property of the Association against:

- (a) every liability incurred by the person in that capacity; and
- (b) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity,

unless:

- (a) the Association is forbidden by statute to indemnify the person against the liability or legal costs; or
- (b) an indemnity by the Association of the person against the liability or legal costs would, if given, be made void by statute; or
- (c) the person acted illegally and fraudulently.

21.2 Insurance

The Association may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is or has been a Director, Secretary or Chief Executive Officer against liability incurred by the person in that capacity, including a liability for legal costs, unless:

- (a) the Association is forbidden by statute to pay or agree to pay the premium; or
- (b) the contract would, if the Association paid the premium, be made void by statute.

22 Winding up

22.1 Winding-up – Voluntary and by other means

- (a) The Association may be wound up voluntarily if the Association has resolved that it be wound up by a Special Resolution.
- (b) The Association may also be wound up in accordance with the Act.

22.2 Excess property on winding up

If on the winding up or dissolution of the Association, and after satisfaction of all its debts and liabilities, any property remains, that property must be given or transferred to another body or bodies:

- (a) having objects similar to those of the Association; and
- (b) whose constitution prohibits (or each of whose constitutions prohibit) the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under this Constitution.

That body is, or those bodies are, to be determined by the Members in general meeting at or before the time of dissolution or, failing that a determination, by a judge who has or acquires jurisdiction in the matter.

23 Accounts

23.1 Accounting records

The Association must:

- (a) keep accounting records that correctly record and explain the transactions (including any transactions as trustee) and the financial position of the Association; and
- (b) keep its accounting records in such a way that:
 - a. true and fair accounts of the Association can be prepared from time to time; and
 - b. a statement of the accounts of the Association can conveniently and properly be audited in accordance with this part; and
- (c) retain its accounting records for at least seven years after the transactions to which they relate were completed.

23.2 Annual statement of accounts

Before the end of the period within which the annual general meeting is required to be held, the directors must prepare a statement of the Association's accounts in accordance with the Act.

The Directors must cause the accounts of the Association to be audited as required by and in compliance with the Act.

The financial year of the Association will be 1 October to 30 September.

24 Definitions and interpretation

24.1 Definitions

In this Constitution unless the contrary intention appears:

Accredited means a person who has completed a course of relevant training recognised by the Association or BA.

Act means the Associations Incorporation Act 1991 (ACT) and includes the Associations Incorporation Regulations 1991 (ACT).

Appointed Director means a Director appointed under rule 9.11.

Association means A.C.T. Basketball Incorporated.

ACT means the Australian Capital Territory.

Basketball means the sport controlled by FIBA and BA from time to time.

Basketball Club or Club means an incorporated association or a company limited by guarantee who enters teams in Basketball ACT's various competitions and is recognised by the Association.

BA means Basketball Australia Limited (ABN 57 072 484 998)

By-law means a by-law made under Part 14.

Championship Season means the current or most recently concluded major season for local competitions conducted by the Association in each twelve monthly period. Unless otherwise notified in writing by the Board, the Championship Season means the season conducted primarily over winter.

Chief Executive Officer means a person appointed as chief executive officer by the Directors according to the powers conferred on them by Part 12.

Committee means a committee established under rule 11.9.

Constitution means this Constitution as amended from time to time, and a reference to a particular rule is a reference to a rule of this Constitution.

Director means a director of the Association and includes the President and any Vice President. To avoid confusion it is noted that, in the Act, a Director is called a "member of the Committee".

Directors means all or some of the directors of the Association acting as a board.

FIBA means Federation Internationale de Basketball.

Foundation Member means a person recognised as a Foundation Member by the Association under rule 3.5.

Full Member means a Club or School that satisfies the requirements of rules 3.2 and 3.7.

Individual Member means a person satisfying the requirements of rules 3.3 and 3.7.

Laws of the Game means the rules of Basketball established by FIBA.

Life Member means a person awarded life membership under rule 3.6

Member means a member of the Association.

Official Position means a person who holds a position, whether elected or appointed, as president, vice-president, secretary, treasurer, director, committee member or member of the governing body (however described) of a club (incorporated, company limited by guarantee or unincorporated) or School conducting, participating in or administering Basketball in the ACT.

Rule means a rule of this Constitution.

President means the President from time to time of the Association.

Public Officer has the meaning given to it in the Act.

Registered Office means the registered office of the Association from time to time.

Representative means a person appointed to represent a Full Member at a general meeting of the Association. A person may only be designated as the Representative of one Full Member per general meeting.

School means an educational institution providing primary, secondary, tertiary, military or any other form of education that confers some form of educational qualification.

Secretary means a person appointed by the Directors to perform all or any of the duties of a secretary of the Association.

Special Resolution has the meaning given to it in the Act.

Team means any group participating in any of Basketball ACT's competitions.

Rules and Regulations means the rules of Basketball determined by FIBA in force from time to time.

Vice-President means the person (if any) elected from time to time under rule 9.12.

24.2 Interpretation

(a) In this Constitution:

- (i) a reference to an annual general meeting in a calendar year is a reference to the annual general meeting required to be held by the Association in that calendar year under section 69 of the Act; and
- (ii) a reference to a document or instrument includes any amendments made to it from time to time and, unless the contrary intention appears, includes a replacement.

(b) In this Constitution unless the contrary intention appears:

- (i) words importing any gender include all other genders;
- (ii) the word “person” includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
- (iii) a reference to an organisation includes a reference to its successors;
- (iv) the singular includes the plural and vice versa;
- (v) a reference to a law includes regulations and instruments made under it;
- (vi) a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by a state or the Commonwealth or otherwise;
- (vii) where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any state or Commonwealth law relating to electronic transmissions or in any other manner approved by the Directors; and
- (viii) “writing” and “written” includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise.
- (ix) “section” means a section of the Act

24.3 Headings

Headings are inserted for convenience and do not affect the interpretation of this Constitution.

24.4 Words meaning not limited

In this Constitution the words “include”, “includes”, “including” and “for example” are not to be interpreted as words of limitation.

24.5 Powers

A power, an authority or a discretion reposed in a Director, the Directors, a Committee, the Association in general meeting or a Member may be exercised at any time and from time to time.