CONSTITUTION

OF THE

VICTORIAN BASKETBALL REFEREES ASSOCIATION

KNOX BRANCH INC.

Constitution Adopted	Special General Meeting	Monday 6th of October 1986
Constitution Amended	Annual General Meeting	Monday 22nd of February 1993
Constitution Further Amended	Annual General Meeting	Monday 23rd of February 2009
Constitution Further Amended	Annual General Meeting	Sunday 23rd of February 2014
Constitution Further Amended	Annual General Meeting	Sunday 23rd of February 2020
Constitution Further Amended	Annual General Meeting	Sunday 10th of January 2021

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1. NAME OF ASSOCIATION

The Branch shall be known as the Victorian Basketball Referees Association (V.B.R.A.) - Knox Branch Inc.

2. ~~The~~DEFINITIONS

Definition in this Constitution unless the contrary intention appears:

Act means the *Associations Incorporation Reform Act 2012 (Vic).*

Affiliated Member means an individual who only pays the Branch fee. This member has no voting right.

Annual General Meeting or AGM means the annual general meeting of the Association held in accordance with clause 11

Annual Subscription means the fee collected by the Branch from all Members which is made up of the Branch Fee and T.O.C subscription fee.

Branch means the association known as Victorian Basketball Referees Association ~~is herein referred to as the~~ (V.B.R.A.) – Knox Branch Inc.

~~The~~**Branch Fee** means only the portion of the Annual Subscription that is retained by the Branch.

Committee means the body consisting of the Committee Members.

Constitution means the Constitution of the Association.

Committee Member means a member of the Committee elected or appointed under clause 8.

Committee Meeting refers to any meeting of the Committee of the Association in accordance with clause 10.

Executive Members the President, Vice-President, Treasurer and Secretary of the Association.

Life Member means an individual appointed as a Life Member of the Association under clause 19.

Member means an individual who has paid the Annual Subscription as required by clause 4 but excludes Affiliate Members.

Register means a Register of Members kept and maintained in accordance with clause 5.

Secretary means the person appointed to be the secretary of the Association in accordance with the Act.

General Meeting means a general meeting of the Association convened in accordance with clause 11 and includes an annual general meeting and a special general meeting.

T.O.C means the Basketball Victoria Technical Officials Commission ~~shall here in be referred to as the T.O.C~~.

V.B.R.A means the Victorian Basketball Referee's Association.

3. INTERPRETATION

a. the singular includes the plural and vice versa, and a gender includes other genders;

b. another grammatical form of a defined word or expression has a corresponding meaning;

c. a reference to a clause, paragraph, schedule or annexure is to a clause or paragraph of, or schedule or annexure to, these Rules, and a reference to these Rules includes any schedule or annexure;

d. a reference to a document or instrument includes the document or instrument as novated, altered, supplemented or replaced from time to time;

e. a reference to time is to the time in Victoria, Australia;

f. a reference to a party is to a party to these Rules, and a reference to a party to a document includes the party's executors, administrators, successors and permitted assigns and substitutes;

g. a reference to a person includes a natural person, partnership, body corporate, association, governmental or local authority or agency or other entity;

h. a reference to a statute, ordinance, code or other law includes regulations and other instruments under it and consolidations, amendments, re-enactments or replacements of any of them;

i. a word or expression defined in the Act has the meaning given to it in the Act; and

j. the meaning of general words is not limited by specific examples introduced by including, for example, or similar expressions.

~~2.~~4. AFFILIATION

a. ~~a. This association~~ The Branch shall at all times remain affiliated with the ~~V.B.R.A.~~ T.O.C either directly or through an affiliated Branch or Committee.

~~b. Neither the~~

b. The Branch ~~nor any of~~ and its ~~members will do or omit anything in contravention of the proper Constitution or Regulations~~ Members acknowledge that they are bound by the rules and regulations of the T.O.C

~~3.~~5. MEMBERSHIP

a. Membership ~~of the Branch shall be~~ is open to the following people:

i) Someone registered to complete training to become a basketball referee;
ii) Someone who has appropriate qualification as a basketball referee; and
iii) Any other person approved by the Committee from time to time.

~~a.~~b. An Affiliated Member is any person who is ~~a member of the V.B.R.A. who is in good standing with the V.B.R.A and the V.B.R.A Knox Branch~~ appropriately qualified as a basketball referee and ~~has paid via the Knox Branch the appropriate affiliation fee~~ approved by

the Committee.

~~b. An affiliated member is one who only pays the Branch fee (this member has no voting rights).~~

~~b.~~c. ~~c.~~ The Secretary and/or ~~Treasurer~~treasurer shall cause a ~~register~~Register to be kept and maintained in which shall be entered the full name, address ~~and~~, contact details and any other details as may be required from time to time of each ~~member~~Member. This may be kept in the form of an online database.

6. RESIGNATION OR CESSATION OF MEMBERSHIP

a. A Member having paid all arrears of fees payable to the Association may resign or withdraw from membership of the Association by giving one (1) months' notice in writing to the Association of such resignation or withdrawal.

b. A member is taken to have resigned if their annual subscription fee is not paid/received by the AGM date of that calendar year.

c. When the Association receives notice of resignation of membership given under **clause 6a,** it must make an entry in the Register that records the date on which the Member who gave notice ceased to be a Member.

d. Any Annual Subscription fee paid for membership will be non-refundable on resignation or cessation of membership.

~~4.~~7. OBJECTIVES AND POWERS

a. The Branch Executive and Committees shall:

b. Maintain appropriate liaison with the T.O.C either directly or through an affiliated Branch or ~~committee~~Committee.

c. Appoint referees for Basketball Victoria controlled games, when requested to do so by the appropriate authority.

d. Represent the ~~members~~Members of the Branch, or any one of them as required with any controlling body requiring officials from ~~this~~the Branch.

e. Liaise with Knox Basketball Inc. on the appointment of the ~~Referees' Adviser~~referees' adviser and ~~his/her~~ their assistants. These ~~nominations~~appointments should be forwarded to the T.O.C for their information and records.

f. Conduct classes and the associated evaluation of new and current referees through the appointed referees' adviser and assistants.

g. Keep the ~~members~~Members informed on matters relevant to T.O.C administration and assist by collection of affiliation fees, levies and applications for appointments for transmission to the appropriate persons.

~~g. Do all other such things as may be required to assist or represent its members.~~

h. ~~5. EXECUTIVE~~ Subject to the Act, the Regulations and these Rules, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Branch and to make all by-laws and rules necessary for the proper management and administration of the Branch.

~~5.~~8. COMMITTEE (Composition and Duties of Members)

a. The management of the Branch shall be vested in ~~an Executive~~a Committee which shall consist of:
   i) President
   ii) Vice-President
   iii) Secretary
   iv) Treasurer
   v) Tribunal Delegate
   vi) Knox Basketball Inc. Appointed Referee Adviser
   vii) Minute Secretary
   viii) A maximum of five (5) Committee Members.

b. As soon as practicable after being elected or appointed to the Committee, each Committee Member must become familiar with these Rules and the Consumer Affairs Victoria "Associations Incorporation Reform Act – 2012, Model Rules for an Incorporated Association". Duties of Committee Members will be as defined by the position they hold but are not exclusive to that position. There are times when ~~members~~Members will be required to assist with other duties and roles within the Committee's responsibilities.

c. The President, Vice President, Secretary and Treasurer's roles are also defined within the Consumer Affairs Victoria "Associations Incorporation Reform Act – 2012, Model Rules for an Incorporated Association".

d. Each position on the ~~V.B.R.A Knox Branch Executive~~ Committee shall be held by one person per position.

e. The ~~Executive~~ Committee shall have the power to manage and control the income, funds and other property of the Branch and the responsibility to carry out the objectives of the Branch.

f. The ~~Executive~~ Committee ~~members~~Members must be ~~financial~~Members or ~~life members~~Life Members of the Branch.

g. Members of the ~~Executive~~ Committee may hold more than one position but are entitled to only one vote. If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
   i) A decision by the ~~committee~~Committee may be made by secret ballot should the chairperson feel it is necessary. Where a secret ballot is conducted the ballot papers will be destroyed following the vote, as directed by the chairperson.

h. Life Members, not elected onto the Committee, may attend any ~~Executive~~Committee Meeting but are not entitled to a vote.

i. The quorum for ~~Executive~~Committee Meetings shall be at least half of the ~~Executive~~Committee positions filled. When there are an odd number of positions filled, it is rounded-up to the next whole number. Voting is by a simple show of hands.

~~6.~~9. ELECTION AND APPOINTMENT OF ~~EXECUTIVE~~ COMMITTEE

a. The ~~Executive~~ Committee, whose positions are stated in ~~rule 5a,~~clause 8a, shall be elected annually at the Annual General Meeting except for:

   i) The President and Secretary, who shall be elected biennially at an AGM, in the even numbered years. The Vice President and Treasurer shall be elected biennially in the odd numbered years. E.g. Vice President and Treasurer to be elected in the year 2021.

b. Nominations for all positions can be made for any ~~financial member~~Member by a nominator and seconded, with the approval of the nominee, in writing before the AGM, in line with ~~Rule 6bii.~~clause 9c.

c. Nominations should be received by the Secretary 14 days before the AGM.

d. Nominations for positions for which no written nomination has been received, shall be the only ones called for from the floor of the AGM.

e. The election of the new ~~Executive~~Committee shall take place after the out-going ~~committee~~Committee vacates all positions following presentation of Annual Reports. The election shall be chaired by a Life Member of the Branch or some other independent person.

f. Voting for all positions will be by secret ballot of all ~~financial members~~Members, for the ensuing year, in attendance at the Annual General Meeting. Each position is to be elected separately. The General Committee positions are to be elected at a single ballot. Voting for all positions shall be decided on the basis of a simple majority. Proxy votes will not be accepted.

   i) Where two candidates contest an officer position, and the result is a tie, each name is recorded on a separate piece of paper, of the same size and colour, folded in the same manner and placed in a non-transparent container. A person other than the candidates shall be requested to pull a name from the container. The name extracted shall be declared the winner.

   ii) Where more than two candidates contest an officer position, and the result is a tie between the two candidates with the most votes, the additional candidates with fewer votes are excluded. The name of the two leading candidates are each written on a separate piece of paper, of the same size and colour, folded in the same manner and placed in a non-transparent container. A person other than the candidates shall be requested to pull a name from the container. The name extracted shall be declared the winner.

   iii) For the election of the General Committee: Where more than five (5) candidates contest the election and the result is a tie between two or more candidates that would result in more than five candidates being appointed, the following will be applied:

      (1) Any candidate with fewer votes than those candidates with a tied result are excluded.

      (2) The names of the tied candidates are each written on a separate piece of paper, of the same size and colour, folded in the same manner and placed in a non-transparent container.

      (3) A person other than the candidates shall be requested to pull one name from the container. The name extracted shall be declared elected. The same person or another person not being a candidate will then extract another name from the container. The name extracted shall be declared elected. This process is repeated until the General Committee positions are filled. Any additional candidates not extracted during this process are not elected.

   iv) All the ballot papers will be destroyed once they have been counted by the returning

officer.

g. The Branch in General Meeting may by resolution remove any ~~member~~Member of the ~~Executive~~ Committee before the expiration of his/her term of office ~~(Rule 10)~~ and appoint another in their stead to hold office until the expiration of the term of the first mentioned ~~member~~Member.

h. Casual vacancies occurring within any ~~committee~~Committee shall be filled by Executive appointment or sent to the next General Meeting as agreed by the ~~Executive~~ Committee, by a simple majority vote.

i. In addition to the circumstances in which the office of a Committee Member becomes vacant by virtue of the Act, the office of a Committee Member becomes vacant if the Committee Member;

i) dies;
ii) resigns their office in writing to the Association.
iii) has not maintained their financial status for the current financial year as per clause 6b

~~7.~~10. OTHER COMMITTEES

a. Other Committees (sub-committees) may be formed to meet the operational requirements or initiatives created on behalf of the ~~V.B.R.A. Knox~~ Branch, for the benefit of its ~~members~~Members.

~~8.~~11. MEETINGS OF ASSOCIATION

a. Notice of all Annual, Special Extraordinary and General Meetings will be given in writing in line with the timeframes mentioned in ~~Rule 8a, b & c~~clause 11b,c(ii) & d below, to all ~~financial members~~Members before the meeting, and advertised on the ~~V.B.R.A. – Knox~~ Branch website.

b. The Annual General Meeting of the Branch shall be held not later than the last day of February in each year, after a minimum of 60 days' notice to all Members.

~~i) February in each year, after a minimum of 60 days' notice to all members.~~

The quorum shall be 20% of ~~life~~Life Members or ~~financial members~~Members at the time of the meeting.

c. General Meetings shall be held as often as required so as to keep ~~members~~Members informed as to the Branch situation. Such meetings are to be held as directed by the Executive.

i) This meeting will deal with all business presented either by the Executive or from the floor, provided this is not in breach of these rules.
ii) 21 days' notice must be given for a General Meeting to be convened.
~~i)~~iii) Voting is by a simple majority. If the votes are divided equally on a question, the motion is lost.

d. A Special General Meeting of the Branch may be called by any ~~members~~Members after 21 days' notice to all ~~members~~Members, including specific details of proposals.

i) The quorum shall be 20% of ~~financial members.~~ Members.
ii) The request must be made in writing and signed by a minimum of 10%, but not less than 20, life and/or ~~financial members.~~ Members.
~~i)~~iii) Only the business as specified in the purpose of the meeting can be tabled and discussed at this meeting. ~~A three-quarters majority of the financial members at the meeting shall be required for any Motion to be carried.~~
iv) A three-quarters majority of the Members at the meeting shall be required for any Motion to be carried.

e. The ~~Executive~~ Committee shall meet on a monthly basis or as often as is necessary to properly conduct the business of the Branch, but not less than three (3) times per year.

i) Voting at such meetings shall be carried by a simple majority on a show of hands of those present.

~~i)~~ii) If the votes are divided equally on a question, the Chairperson of the meeting has a second and casting vote.

~~c.~~f. Use of Technology at/ for Meetings.

i) A ~~member~~Member not physically present at a General Meeting or Executive Meeting may be permitted to participate in the meeting by use of technology that allows that ~~member~~Member and the ~~members~~Members present at that meeting to clearly and simultaneously communicate with each other.

ii) For the purposes of this ~~Rule~~clause, a ~~member~~Member participating in a General Meeting or Executive Meeting permitted under ~~sub-rule 8e (i)~~clause 11c is taken to be present at the meeting and, if the ~~member~~Member votes at the meeting, is taken to have voted in person.

~~9.~~12. AMENDMENTS TO CONSTITUTION

a. All alterations to these rules or Statement of Purpose must be made at the Annual General Meeting or Special General Meeting specifically called for such purpose. Notice of all such changes must be in the hands of the Secretary not less than 60 days prior to the meeting and ~~members~~Members must be notified that Constitutional amendments are to be considered when notice of the meeting is given.

b. A three-quarters majority of the ~~financial members~~Members at the meeting shall be required for a change to be carried.

~~10.~~13. CONDUCT OF MEMBERS

a. Any ~~member~~Member failing to adhere to the rules of this Branch may be requested by the ~~Executive~~Committee to provide an explanation ~~and the~~thereof. The Committee may in its absolute discretion act to correct the action of the ~~member including~~Member which could include the suspension/cessation of ~~such member from~~ Branch membership for such Member.

14. ~~Members~~GRIEVENCES

a. The grievance procedure set out in this Clause applies to disputes under these Rules between:

i) a member and another member;

ii) a member and the Committee;

iii) a member and the Branch

b. The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

c. If the parties to a dispute are unable to resolve the dispute between themselves within the time required by clause 14b, the parties must within 10 days—

i) notify the Committee of the dispute; and

ii) agree to or request the appointment of a mediator; and

iii) attempt in good faith to settle the dispute by mediation.

d. The mediator must be:

i) a person chosen by agreement between the parties; or

ii) in the absence of a agreement—

(1) if the dispute is between a member and another member—a person appointed by the Committee; or

(2) if the dispute is between a member and the Committee or the Branch—a person appointed or employed by the Dispute Settlement Centre of Victoria.

e. A mediator appointed by the Committee may be a member or former member of the Branch but in any case, must not be a person who:

i) has a personal interest in the dispute; or

ii) is biased in favour of or against any party.

f. The mediator to the dispute, in conducting the mediation, must:

i) give each party every opportunity to be heard; and

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 throughout the mediation process.

g. The mediator must not determine the dispute.

~~a.~~h. If the mediation process does not solve the dispute members have the right to appeal ~~any decisions of the Branch~~ to the T.O.C in accordance with point 18 (Grievances) of the T.O.C Rules of Operation.

~~11.~~15. NOTES ON BY-LAWS

a. A set of By-Laws governing uniforms, appointments, tribunals and other sundry items shall operate in conjunction with this Constitution.

b. Changes to the By-Laws may be made by a majority vote of the ~~Executive~~ Committee at any time.

~~12.~~16. WINDING UP

a. This Branch may be wound up by the ~~financial members~~Members and Life Members at the Annual General Meeting or a Special General Meeting by a three-quarters (3/4) majority of ~~those financial members present,~~all Members and Life Members at that point in time. The meeting shall be empowered to distribute any funds and assets held to Basketball Victoria, V.B.R.A. or Knox Basketball Inc. for use solely for the promotion of referees and other officials in basketball.

~~13.~~17. UNFORESEEN MATTERS

a. Should any matter arise for which provision has not been made in this Constitution or the associated By-Laws, the ~~Executive~~ Committee shall have the power to act as is necessary to protect the interest of the Branch in conjunction with guidance from the T.O.C Rules of Management and/or Consumer Affairs Victoria, "Associations Incorporation Reform Act – 2012, Model Rules for an Incorporated Association".

~~14.~~18. FUNDS AND FINANCE

a. The funds of the Branch shall be derived from Annual Subscriptions paid by Members and other

sources as the Executive determines. Fees for T.O.C membership shall also be collected by ~~this~~the Branch on behalf of ~~members~~Members.

b. For the avoidance of doubt, Affiliate Members are only required to pay the Branch Fee.

~~b.~~c. Funds of the Branch shall be devoted to the objectives of the ~~organization~~organisation and controlled in a business-like manner.

~~c.~~d. All cheques and any other negotiable instruments shall be signed by any two of the following Executive ~~members~~Members – President, Vice President, Secretary or Treasurer

~~d.~~e. The Treasurer of the Branch shall:-

i) Collect and receive all monies due to the Branch and make all payments as ~~authorized~~authorised by the Executive.

ii) Keep correct accounts and books showing the financial affairs of the Branch with full details of all receipts and expenditure connected with the activities of the Branch.

f. The books of the Branch shall be examined for an audit by an independent auditor.

i) The properly qualified auditor or auditors shall be appointed by the ~~Executive Committee. This audit is to be presented to the members~~Association each year at the Annual General Meeting. The auditor's duties shall be regulated in accordance with the Act. The auditor may be removed by the Committee.

~~f. The amount of the Annual Subscription shall be determined by the Branch Executive at its September meeting and be payable from the 1st October in that year.~~

~~Any previous financial member, who has not paid their annual subscription by the end of the calendar year, will not be allowed to officiate in any session which the V.B.R.A. Knox Branch provides officials, until such time as their subscription is paid.~~

~~15.~~19. ~~15.~~ HONORARIUM

a. An Honorarium of an amount to be set at each A.G.M. is to be paid to the President, Vice President, Secretary and Treasurer for the preceding year.

~~16.~~20. LIFE MEMBERS

a. Nominations for Life Membership must be in writing, received by the Secretary not less than 28 days prior to the December ~~Executive~~Committee Meeting in each year.

b. Any nominations for Life Membership as recommended by the ~~Executive~~ Committee can be elected at the A.G.M. by a three-quarters (3/4) majority of ~~financial members~~ Members present.

c. Benefits of Life Membership.

i) All Life Members can receive free entry to all ~~V.B.R.A. Knox~~ Branch ~~Referee~~ Functions, workshops, Annual General Meetings and events.

ii) They will not be required to pay a Branch Fee.

~~i)~~iii) Their ~~License~~T.O.C subscription fee will be paid annually to the ~~V.B.R.A.~~T.O.C by the Branch, if they are still actively officiating.

~~17.~~21. EXECUTING DOCUMENTS OF THE ~~V.B.R.A KNOX~~ BRANCH

a. The Branch may execute any legal documents providing the document is signed by at least two of the four Executive Members (President, Vice President, Secretary and/or Treasurer).

~~18.~~22. CUSTODY OF RECORDS

a. Except as otherwise provided in these Rules, the Secretary shall keep in his/her custody or under his/her control all books, documents and securities of the Branch.

~~19.~~23. INSPECTION OF RECORDS

a. All accounts, books and records of the Branch, except their contact details, shall be available for inspection by ~~members~~Members upon request to the Secretary, in writing, stating the purpose that such a request is sought.

~~a.~~b. The ~~Executive~~ Committee will consider the request and will assess privacy and confidentiality in determining the validity of the request.

~~20.~~24. FORM OF NOTICE

a. All notifications of meetings as described within this Constitution will be sent via email, or post where required. General notification of an informational basis can be advised using this method.