

(Regn No. A0019040U)

P O BOX 446 BENDIGO VIC 3552

**CONSTITUTION
OF THE
BENDIGO AMATEUR SOCCER LEAGUE
INCORPORATED**

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SECTION A - STATEMENT OF PURPOSES

1. NAME

The name of the incorporated association is Bendigo Amateur Soccer League Incorporated ("Association").

2. PURPOSES

The purposes for which the Association is established are to:

- (a) promote, foster, encourage, organise, control, repress transgression of and provide services and facilities of every kind and nature whatsoever for the game of soccer and other athletic sports and pastime;
- (b) subscribe to, become a member of and co-operate, affiliate or amalgamate with any other Association or organisation, whether incorporated or not, whose objectives are similar to those of the Association. PROVIDED that the Association shall not subscribe to or support with its funds or amalgamate with any Association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of its rule;
- (c) frame and establish By-Laws, rules, regulations and conditions and impose such fines and/or penalties as are deemed reasonably necessary for the proper control of the game of soccer;
- (d) do all such other things as are incidental or conducive to the attainment of the purposes and the exercise of the powers of the Association.

SECTION B - RULES

3. NAME AND REGISTERED ADDRESS

- (a) The name of the Association is the Bendigo Amateur Soccer League Incorporated ("Association").
- (b) The registered address of the Association is:
 - (i) the address determined from time to time by resolution of the Committee; or
 - (ii) if the Committee has not determined an address to be the registered address, the postal address of the Secretary.

4. INTERPRETATION

In this Constitution, unless the contrary intention appears:

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

Affiliated Club means any Soccer Club which has been admitted to membership of the Association and has paid all prescribed fees.

Committee means the Committee of Management of the Association.

Financial Year means the year ending October 31.

General Meeting means a general meeting of Members under **Rule 9**.

Honorary Life Member means a member who has been appointed such by a General Meeting in recognition of service to the Association.

Member means a member of the Association. There are two types of members:

- (a) Affiliated Club; and
- (b) Honorary Life Member.

Ordinary Member of the Committee means a member of the Committee who is not an officer of the Association under **clause 25**.

Secretary means the person holding office under this Constitution as Secretary of the Association.

Special Resolution means a resolution passed in accordance with the Act.

Voting Member means an Affiliated Club.

5. APPLICATION FOR MEMBERSHIP

- (a) A club who is nominated and approved for membership as provided in this Constitution is eligible to be a member of the Association on payment of the annual subscription payable under this Constitution.
- (b) Application for membership shall be:
 - (i) made in writing;
 - (ii) signed by an authorised representative of the applicant club;
 - (iii) in such form as the Committee prescribes;
 - (iv) accompanied by such other information as may be required by the Committee; and
 - (v) accompanied by the required fee(s).
- (c) As soon as is practicable after receipt of an application, the club's application shall be referred to a General Meeting for consideration and if acceptable for approval by Special Resolution. A General Meeting is not obliged to accept an application. If it rejects an application, reasons for this decision need not be provided but any application fees shall be refunded to the applicant.
- (d) Upon an application being approved by the General Meeting and upon payment of their first annual subscription, the applicant shall become a Member and their details entered into the Register of Members.

- (e) No applications for membership will be processed in the 14 days immediately prior to the Annual General Meeting.

6. GENERAL RIGHTS OF MEMBERS

- (a) A Voting Member has the right to:
 - (i) receive notice of General Meetings and of proposed Special Resolutions in the manner and time prescribed by this Constitution; and
 - (ii) submit items of business for consideration at a General Meeting; and
 - (iii) attend and be heard at General Meetings; and
 - (iv) vote at a General Meeting; and
 - (v) have access to the minutes of General Meetings and other documents of the Association as provided under rule B8; and
 - (vi) inspect the register of Members as provided under **clause 9(b)**.
- (b) A Member is entitled to vote if:
 - (i) the Member is an Affiliated Club; and
 - (ii) more than 10 business days have passed since it became a Member; and
 - (iii) the Member is financial and in good standing and its membership rights are not suspended for any reason.
- (c) The liability of the Members of the Association is limited.

7. EFFECT OF MEMBERSHIP

- (a) Members acknowledge and agree that:
 - (i) this Constitution constitutes a contract between each of them and the Association and that they are bound by this Constitution and the By-Laws;
 - (ii) they shall comply with and observe this Constitution and the By-Laws;
 - (iii) by submitting to this Constitution and the By-Laws they are subject to the jurisdiction of the Association;
 - (iv) this Constitution and the By-Laws are necessary and reasonable for promoting the purposes of the Association;
 - (v) neither membership of the Association nor this Constitution gives rise to any:

- (A) proprietary right of Members in, to or over the Association or its property or assets; and
 - (B) automatic right of a Member to renewal of their membership;
 - (vi) subject to the Act and the Association acting in good faith, the right of Members to natural justice unless expressly provided for in this Constitution; and
 - (vii) they are entitled to all benefits, advantages, privileges and services of their membership as determined by the Committee.
- (b) Members may, by virtue of membership of the Association, and subject to this Constitution:
- (i) express in writing or otherwise their views and opinions in any meeting in respect of which they are entitled to participate in accordance with this Constitution;
 - (ii) make proposals or submissions to the Committee;
 - (iii) engage and participate in any activity approved, sponsored or recognised by the Association; and
 - (iv) conduct any activity approved by the Association.
- (c) A right, privilege or obligation of a person by reason of their membership of the Association:
- (i) is not capable of being transferred or transmitted to another person; and
 - (ii) terminates upon the cessation of membership whether by death, resignation or otherwise.

8. ANNUAL SUBSCRIPTIONS

The annual subscription payable by Members shall be, as the Committee prescribes from time to time, provided that until the Committee resolves otherwise the annual subscription shall be as follows:

- (a) Affiliated Club – Nil; and
- (b) Honorary Life Member – Nil.

All annual subscriptions are due and payable on or before 31 March in every year for each year commencing on 1 January and concluding on 31 December.

9. REGISTER OF MEMBERS

- (a) The Secretary must keep and maintain a register of Members that includes — for each current Member:
 - (i) the Member's name;

- (ii) the address for notice last given by the Member;
 - (iii) the date of becoming a Member;
 - (iv) any other information determined by the Committee; and
 - (v) for each former member, the date of ceasing to be a Member.
- (b) Subject to privacy and confidentiality considerations, any Member may upon written request to the Committee, at a reasonable time and free of charge, inspect the register of Members so long as such request and any approved inspection is being made in good faith and for a proper purpose.¹ If the Committee reasonably considers that a request and/or inspection is not being made in good faith and for a proper purpose it can refuse to allow the inspection.

10. RESIGNATION OF MEMBERS

- (a) A Member of the Association who has paid all moneys due and payable by it to the Association may resign from the Association.
- (b) Subject to **clauses 10(a) and 10(c)** an Affiliated Club may resign from the Association by first giving three months' notice in writing to the Secretary of its intention to resign and upon the expiration of that period of notice, the member shall cease to be a member.
- (c) The written notice of resignation from an Affiliated Club under **clause 10(b)** must be accompanied by a copy of the minutes of the Club general meeting resolving by Special Resolution to resign from the Association.
- (d) Upon the expiration of a notice given under **clause 10(b)**, the Secretary shall record in the register of Members the date on which the Member resigning, ceased to be a Member.

11. ANNUAL GENERAL MEETING

- (a) The Association shall in each calendar year convene an Annual General Meeting of its Voting Members.
- (b) Unless otherwise determined by the Committee, the Annual General Meeting shall be held in November or December of each year.
- (c) The date, time and place of the Annual General Meeting shall be determined by the Committee.
- (d) All Affiliated Clubs shall be notified of the Annual General Meeting at least 28 days before the meeting.

¹ Note Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

- (e) Any Affiliated Club wishing to propose business for discussion at the Annual General Meeting shall notify the Secretary in writing at least 21 days before the meeting.
- (f) The business of the Annual General Meeting shall be to:
 - (i) confirm the Minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;
 - (ii) receive the report of the President of the Association;
 - (iii) receive other reports the Committee deems appropriate;
 - (iv) elect the officers of the Association;
 - (v) receive and consider the report of the Treasurer of the Association and the statements submitted by the Association in accordance with the Act; and
 - (vi) consider any other business of which proper notice has been given in accordance with this Constitution.
- (g) The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.

12. CUSTODY AND INSPECTION OF RECORDS

- (a) Members may on written request to the Committee, inspect free of charge:
 - (i) the minutes of General Meetings; and
 - (ii) subject to to privacy and confidentiality considerations and **clause 12(b)**, the financial records, books, securities and any other relevant document of the Association.
- (b) Any such request and/or inspection under **clause 12(a)(ii)** must be made in good faith and for a proper purpose.²
- (c) The Committee may refuse to permit a Member's request to inspect records of the Association where:
 - (i) the Committee reasonably considers that a request and/or inspection is not being made in good faith and for a proper purpose; or
 - (ii) the records relate to confidential, personal, employment, commercial or legal matters; or
 - (iii) to do so may be prejudice the interests of the Association.

² Note Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

- (d) The Committee must on request make copies of these rules available to Members and applicants for membership free of charge.
- (e) Subject to **clause 12(b)**, a Member may make a copy of any of the other records of the Association referred to in this clause and the Association may charge a reasonable fee for provision of a copy of such a record.
- (f) In this rule *relevant documents* has the same meaning as in the Act.

13. SPECIAL GENERAL MEETING

All General Meetings other than the Annual General Meeting shall be Special General Meetings.

14. CONVENING SPECIAL GENERAL MEETINGS

- (a) The Secretary shall convene a Special General Meeting of the Association within 28 days of the receipt of a written request signed by either any three (3) members of the Committee or not less than thirty percent (30%) of the total number of current Voting Members of the Association.
- (b) The requisition for a Special General Meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the Secretary.
- (c) The Secretary shall, at least 21 days before the date fixed for holding a Special General Meeting, send written notice of the meeting to all members of the Committee and to all Voting Members. The written notice shall state the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (d) No business other than that set out in the Notice convening the Special General Meeting shall be transacted at the meeting.

15. SPECIAL RESOLUTIONS

The following items can only be changed by Special Resolution:

- (a) changing the name of the Association;
- (b) changing the constitution of the association;
- (c) admitting new clubs as Voting Members;
- (d) merging with any other body, or any other shared services arrangement that limits the authority of the Association to management soccer in the region; or
- (e) any other matter under the Act that requires a Special Resolution.

16. PROCEEDINGS AT MEETINGS

- (a) All business that is transacted at the Special General Meeting and all business that is transacted at the Annual General Meeting with the

exception of that specially referred to in these rules as being the ordinary business of the Annual General Meeting shall be deemed to be special business.

- (b) No item of business shall be transacted at a General Meeting unless a quorum of Voting Members is present during the time when the meeting is considering that item.
- (c) Seven (7) Affiliated Clubs constitute a quorum for the transaction of the business of a General Meeting. A quorum must be present at all times during a meeting.
- (d) If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting if convened upon the requisition of Members shall be dissolved. In any other case the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the adjournment or by written notice to Members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour, Voting Members present (being not less than three(3)) shall be a quorum for the purposes of that meeting only.

17. WHO PRESIDES AT MEETINGS

- (a) The President, or in his absence, the Vice President, shall preside at each General Meeting.
- (b) If the President and the Vice President are absent from a General Meeting, or are unwilling to preside at any meeting, then the Members present shall elect from their number a person to act as chairperson, for that particular meeting.

18. ADJOURNMENT

- (a) The chairperson of a General Meeting at which a quorum is present, may with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (b) Where a meeting is adjourned for 21 days or more, a like notice of the adjourned meeting shall be given as in the case of the General Meeting.
- (c) Except as provided in **clauses 18(a)** and **18(b)**, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

19. RESOLUTIONS

A question arising at a General Meeting shall be determined on a show of hands and unless before or on the declaration of the show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an

entry to that effect in the minute book of the Association is evidence of the votes recorded in favour of, or against, that resolution.

20. VOTING

- (a) Upon any question arising at a General Meeting of the Association, a Voting Member has one (1) vote only.
- (b) All votes shall be given personally or by proxy.
- (c) For a resolution to succeed, the resolution must have the support of more than half of the votes. There is no casting vote. Members not in attendance shall be deemed to have abstained from voting unless a proxy vote had been properly submitted prior to the meeting to the Secretary in accordance with this Constitution.

21. POLLS

- (a) If at a meeting a poll on any question is demanded by not less than three (3) Voting Members, it shall be taken at that meeting in such manner as the chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (b) A poll that is demanded on the election of a chairperson or on a question of an adjournment shall be taken immediately and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the chairperson may direct.

22. ENTITLEMENT TO VOTE

A Voting Member is not entitled to vote at any General Meeting if there are any outstanding monies owed to the Association for a period of greater than 28 days.

23. PROXIES

- (a) Each Voting Member shall be entitled to appoint another Voting Member as its proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

- (b) The notice appointing the proxy shall be given in the following form:

BENDIGO AMATEUR SOCCER LEAGUE INCORPORATED

FORM OF APPOINTMENT OF PROXY

I, of
.....

being an authorised officer of
which is an Affiliated Club and Voting Member of Bendigo Amateur
Soccer League Inc (BASL)

HEREBY APPOINT

.....

of being an authorised officer of
..... which is also an
Affiliated Club and Voting member voting member of BASL as proxy to
vote on behalf of my Affiliated Club at the ANNUAL/SPECIAL (DELETE
AS APPROPRIATE) GENERAL MEETING OF BASL to be held on the
..... day of 20 and at any adjournment of that
meeting.

The appointed proxy is authorised to vote IN FAVOUR OF/AGAINST
(DELETE AS APPROPRIATE) the following resolutions (INSERT
DETAILS):

SIGNED

DATE day of20..

- (c) A Member may instruct its proxy to vote in favour of or against any proposed resolutions.

24. COMMITTEE OF MANAGEMENT

- (a) The affairs of the Association shall be managed by a Committee of Management constituted under **clause 26**.
- (b) The Committee:
 - (i) shall control and manage the business and affairs of the Association;
 - (ii) may, subject to this Constitution and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by this Constitution to be exercised by General Meetings of the members of the Association; and

- (iii) has, subject to this Constitution and the Act, 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 Association.
- (c) Any correspondence, records or other material used by the Committee for Association business or purposes shall be regarded as the property of the Association.

25. OFFICERS OF THE ASSOCIATION (EXECUTIVE)

- (a) The officers of the Association shall be:
 - (i) President;
 - (ii) Vice President;
 - (iii) Secretary; and
 - (iv) Treasurer.
- (b) The provisions of **clause 27** insofar as they apply and with the necessary modifications, apply to and in relation to the election of persons to any of the offices set out in **clause 25(a)**.
- (c) Each officer of the Association shall hold office until the Annual General Meeting next after the date of his election but is eligible for re-election.
- (d) If a casual vacancy occurs in any office in **clause 25(a)**, the Committee may appoint one (1) of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of his appointment.

26. COMPOSITION OF COMMITTEE OF MANAGEMENT

- (a) The Committee shall consist of:
 - (i) the officers under **clause 25(a)**; and
 - (ii) one (1) member appointed by each Affiliated Club (Ordinary Member of the Committee).
- (b) Each Ordinary Member of the Committee shall, subject to this Constitution, hold office until the Secretary is notified of an alternative member to take his place.
- (c) A Committee member who is absent from three (3) committee meetings in their year of office, without tendering an apology, will be deemed to have resigned and their position will become vacant. If the member is an Ordinary Member of the Committee the relevant Affiliated Club will be asked to nominate a new Committee member.

27. ELECTION OF OFFICERS AND VACANCY

- (a) Nominations of candidates for election as officers of the Association shall be made by any two (2) members of the Committee and the nominee shall indicate their consent to the nomination.
- (b) If insufficient nominations are received to fill all officer vacancies on the Committee, the candidates nominated shall be deemed elected. Further nominations may be called for and received at the Annual General Meeting.
- (c) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall, unless a poll is called in regard to any particular nomination in which case that person or persons must be elected to the positions, be deemed to be elected.
- (d) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- (e) The ballot for the election of officers shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.
- (f) No officers of the Association may hold the same position for more than three consecutive years, unless no nominations are received for that office.

28. VACANCIES

For the purposes of this Constitution, the office of an officer of the Association or of an Ordinary Member of the Committee becomes vacant if the officer or member:

- (a) the Affiliated Club that the member represents ceases to be a Member of the Association; or
- (b) becomes an insolvent under administration within the meaning of the Corporations Law; or
- (c) resigns his office by notice in writing given to the Secretary; or
- (d) is subject to disciplinary proceedings as a Member of the Association.

29. PROCEEDINGS OF COMMITTEE

- (a) The Committee shall meet at least six (6) times in each year at such place, in such manner and at such times as the Committee may determine.
- (b) Committee meetings may be convened by the President or by any five (5) members of the Committee.
- (c) Notice shall be given to members of the Committee of any Committee meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.

- (d) Any seven (7) members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee. A quorum must be present at all times during a meeting.
- (e) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week.
- (f) At meetings of the Committee, the President or in his absence the Vice President shall preside. If both are absent such one of the remaining members of the Committee as may be chosen by the Committee members present shall preside.
- (g) Each Committee member present at a Committee meeting (including the person presiding at the meeting) is entitled to one (1) vote. If voting is equal on any question, the resolution will fail. There is no casting vote.
- (h) If a resolution needs to be passed urgently, an email vote of Committee members may take place in between Committee meetings. On an email resolution each Committee member is entitled to one vote. For an email resolution to pass:
 - (i) Committee members must be given a minimum of 48 hours to respond; and
 - (ii) At least seven (7) members of the Committee (a quorum) must respond and vote in favour of the resolution. No response means an abstention to vote on the resolution.

30. PRESIDENT AND VICE PRESIDENT

- (a) Subject to this Constitution, the President shall preside at all meetings and functions of the Association and shall provide representation at such other functions outside the sphere of the Association, as the Committee authorises and otherwise deems necessary.
- (b) Subject to this Constitution, the Vice President shall fulfil such duties as the Committee authorises and otherwise deems necessary and shall act as President of the Association during the President's absence or unavailability.

31. SECRETARY

The Secretary shall:

- (a) keep minutes of the resolutions and proceedings of each General Meeting and each Committee meeting in books provided for that purpose together with a record of the names of persons present at such meetings;
- (b) attend to correspondence between the Association and outside persons and organisations; and
- (c) assist the Committee and President of the Association.

32. TREASURER

- (a) Subject always to **clause 24** the Treasurer of the Association shall:
- (i) collect and receive all moneys due to the Association and make all payments authorised by the Association;
 - (ii) keep correct accounts showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association;
 - (iii) present a properly prepared set of financial statements to every Committee meeting and the Annual General Meeting; and
 - (iv) arrange for a review of the books and accounts of the Association in accordance with the Act and report in writing to the Annual General Meeting as the correctness or otherwise of the Financial Statements submitted.
- (b) Subject to this Constitution, and in particular but not only **clause 12(b)**, the accounts and books referred to in **clause 32(a)** shall be available for inspection by Members.
- (c) The Secretary may act as the Treasurer of the Association.

33. FINANCIAL AUTHORISATIONS

Subject to resolution of the Committee:

- (a) all cheques, drafts, bills of exchange, promissory notes, and other negotiable instruments shall be signed by two (2) officers of the Association; and
- (b) any electronic transfer of funds shall be authorised by two (2) officers of the Association.

34. COMMON SEAL

- (a) The Common Seal of the Association (if any) shall be kept in the custody of the Secretary.
- (b) The Common Seal (if any) shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signature of two officers of the Association.

35. ALTERATION OF RULES AND STATEMENT OF PURPOSES

This Constitution can only be altered in accordance with the Act.

36. BY-LAWS

- (a) The Committee may from time to time formulate, issue, adopt, interpret, repeal, replace and amend such By-Laws which in its opinion are necessary for the control and administration of the Association's affairs, the proper advancement, management and administration of the

Association and the advancement of the purposes in **clause 2**. Such By-Laws must be consistent with this Constitution.

- (b) Amendments, alterations, interpretations or other changes to By-Laws shall be advised to Members by written notice approved by the Committee. All By-Laws made under this Rule shall be binding on the Members and shall take effect 21 days after communication by notice of the By-Law to Members.
- (c) All clauses, rules, by-laws and regulations of the Association in force at the date of the adoption of this Constitution insofar as they are not inconsistent with this Constitution, or have been replaced by this Constitution or otherwise repealed by resolution of the Committee, shall be deemed to be By-Laws under this clause.
- (d) Where a discrepancy exists between any rule of competition and/or any disciplinary measure or action outlined in this document and any outlined in the Association's Rules of Competition, the process outlined in the rules of competition shall take precedence, and shall be deemed to be the process to be followed.

37. NOTICES

- (a) Notices may be given by the Association to any Member by sending the notice by pre-paid post or by electronic mail, to the Member's address or electronic mail address in the Register of Members.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing and posting the notice. Service of the notice is deemed to have been effected two (2) working days after posting.
- (c) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected upon the day of delivery.

38. WINDING UP OR CANCELLATION

- (a) In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association shall be disposed of in accordance with the Act. Save that in the case of a voluntary winding up they shall not be paid or distributed amongst the Members of the Association but shall be transferred to some body or bodies having purposes similar to the purposes of the Association.
- (b) Every Voting Member undertakes to contribute to the assets of the Association if it is wound up while they are a Member, or within one (1) year after ceasing to be a Member, for payment of the debts and liabilities of the Association and the costs, charges and expenses of winding up, such amount not to exceed one dollar (\$1.00).

39. CUSTODY OF RECORDS

Subject to this Constitution, the Secretary shall keep in his custody or under his control all books, documents and securities of the Association.

40. FUNDS

The funds of the Association shall be:

- (a) derived from Club and player fees, annual subscriptions, donations and other such sources; and
- (b) managed in such manner;

as the Committee determines.

41. DISPUTES AND MEDIATION

- (a) The dispute resolution procedure set out in this rule applies to disputes under this Constitution between a Member and:
 - (i) another Member; or
 - (ii) the Association
- (b) The parties to the dispute must meet and discuss the matter in dispute in good faith, and, if possible, resolve the dispute within 7 days after the dispute comes to the attention of all 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 will be the Association's appointed Grievances Officer, unless:
 - (i) they are a party to the dispute; or
 - (ii) in the case of a dispute between a Member and the Association, either party does not agree to the appointment. In this case the mediator will be a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (e) All parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (f) The mediator, in conducting the mediation, must:
 - (i) give the parties to the mediation process 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 to the dispute throughout the mediation process.
- (g) The mediator must not determine the dispute.

- (h) 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.
- (i) All parties to the dispute will share any costs involved in the mediation process equally.
- (j) Section 54(4) of the Act applies to grievances under this Constitution.

42. LEAGUE COMPETITION RULES

All Members are subject to the BASL Rules of Competition and BASL Grievance Disciplinary and Tribunal By-Laws.

43. PROCEDURAL IRREGULARITIES

- (a) No decision of the Association, the Committee, any sub-committee or other Committee authorised entity shall be invalid merely because of a failure to give proper notice under this Constitution or the By-Laws or other irregularity in procedure required by this Constitution or the By-Laws unless a person suffers serious prejudice as a result of that failure to give proper notice or irregularity in procedure.
- (b) The Association, the Committee, any sub-committee or other Committee authorised entity may confirm an earlier decision which may have been otherwise invalid because of a failure to give proper notice or other irregularity in procedure and the decision shall be deemed to be valid from the time it was originally made.

44. INDEMNITY

- (a) Every Committee member, officer, auditor, manager, employee or agent of the Association shall be indemnified out of the property or assets of the Association against any liability incurred by him/her in his/her capacity as Committee member, officer, auditor, manager, employee or agent in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to him by the Court.
- (b) The Association shall indemnify its Committee members, officers, managers and employees against all damages and costs (including legal costs) for which any such Committee member, officer, manager or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:
 - (i) in the case of a Committee member or officer, performed or made whilst acting on behalf of and with the authority, express or implied of the Association; and
 - (ii) in the case of an employee, performed or made in the course of, and within the scope of his employment by the Association.