

South Western Metro
Basketball Inc.
Constitution- April
2023



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1 NAME AND INTERPRETATION

1.1 Name

The name of the incorporated Association shall be South Western Metro Basketball Association Inc. (**Association**)

1.2 Definitions

The following terms shall have the meanings that are set out against them respectively:

Act

Associations Incorporation Act 1981 **Blue**

Blue Card

Blue Card means a Positive Notice in accordance with Working with Children (Risk Management and Screening) Act 2000 (QLD).**BQ**

Basketball Queensland Ltd (ABN 47 162 567 419).

By-Laws

By-Laws created by the Association pursuant to this Constitution.

General Meeting

Any General Meeting including the Annual General Meeting.

Member

Unless otherwise specifically described shall mean the Members, as set out in clause 6.

Management Committee

The Committee responsible for the control of the business and operations of the Association.

Voting Member

An Ordinary Member, Playing Member, Parent Member or Life Member entitled to vote.

1.3 *Interpretation*

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;

- (b) a reference to the exercise of a function includes where the function is a power, authority or duty a reference to the exercise of the power or authority of the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other genders;
- (e) references to persons include corporations and bodies politic;
- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person,
- (g) a reference to a statute, ordinance code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction).
- (h) The specification of the objects and powers of the Association are not in any particular order and are not to be construed so as to lead to the construction that any object or power is more important than any other object or power.
- (i) If any provision of this Constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction. If possible so as to be valid and enforceable and otherwise it shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution or affecting the validity or enforceability of that provision in any other jurisdiction.

2 OBJECTS

- 2.1 to encourage, manage, promote and foster the values and best interests of South West Metro Basketball Association and Hibiscus Stadium management;
- 2.2 to promote and embrace diversity and inclusivity within our Association and Hibiscus Stadium Management;
- 2.3 to provide opportunities for our members to participate in basketball through structured competitions, programs, camps and clinics as participants, supporters or volunteers;
- 2.5 to abide by and comply with all rules, by-laws and resolutions made by BQ and any other administrators of basketball approved by BQ;
- 2.6 to work on developing our members and volunteers so they can be the best they can be;

- 2.7 to work closely with the other Associations and clubs to ensure clear pathways are established for players who wish to pursue that direction;
- 2.8 ensure that basketball is played according to the Official Basketball Rules as set down by FIBA;
- 2.9 ensure that we walk the talk and not only say what we mean to do, but follow through and see it happen;
- 2.10 defend the moral and material interests of basketball in an appropriate manner while respecting FIBA's Code of Ethics and its Code of Conduct and Fair Play;
- 2.11 to be customer focused, family focused, fun, community embracing and provide opportunities for growth;
- 2.12 be responsive to our hirers when they engage with Hibiscus Stadium Management;
- 2.13 to have Hibiscus Stadium Management be financially and operationally viable;
- 2.14 to do all such things as are necessary, incidental, conducive or subsidiary to comply with all standards, acts and legislation as set out by local, state and federal governments.

3 POWERS

- 3.1 The powers of the Association shall be the powers of an individual.
- 3.2 To do such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

4 INCOME AND PROPERTY

The income and property of the Association shall be applied solely in furtherance of the Objects and no portion shall be distributed directly or indirectly to the Members except as bona fide compensation for services rendered or expenses incurred approved in advance on behalf of the Association.

5 MEMBERSHIP

- 5.1 The Association will become and/or maintain membership of BQ.
- 5.2 The Association shall be bound by the constitution and acts.

6 MEMBERSHIP

- 6.1 The membership of the Association shall consist of the following classes of members:-
 - (a) Ordinary Members;

- (b) Playing Members;
- (c) Junior Members;
- (d) Life Members.

6.2 Ordinary Members

- (a) An Ordinary Member of the Association must be at least eighteen (18) years of age.
- (b) Ordinary Members shall have the right to vote and shall be entitled to receive notice of General Meetings and to attend and speak at General Meetings.
- (c) Ordinary Members shall be entitled to nominate persons for positions on the Management Committee and to be nominated.
- (d) An Ordinary Member must have an interest in basketball and the Association and may be a person such as an appointed coach, registered referee, appointed team manager or parent of a registered junior member.

6.3 Playing Members

- (a) A Playing Member of the Association must be at least eighteen (18) years of age.
- (b) Playing Members shall have the right to vote and shall be entitled to receive notice of General Meetings and to attend and speak at General Meetings.
- (c) Playing Members shall be entitled to nominate persons for positions on the Management Committee and to be nominated.
- (d) A Playing Member must be a registered player with the Association and their membership be current and active.

6.4 Junior Members

- (a) Junior Members shall be under the age of eighteen (18) years of age.
- (b) Junior Members shall not be entitled to vote.
- (c) Junior Members shall not be entitled to nominate persons for elections of the Management Committee or to be nominated.
- (d) A Junior Member must have an interest in basketball and the Association and may be a person such as a registered player, appointed coach, registered referee or appointed team manager.

6.5 Life Members

- (a) Life Members may be elected from Members of the Association who have rendered special service to the Association and shall be entitled to those privileges as they enjoyed in their class of membership of the Association prior to being elected as a Life Member.
- (b) Life Membership shall be bestowed on a person who has been nominated as a Life Member and whose nomination shall have been received, considered and approved by the Management Committee. The nominee must then be elected by not less than 75% majority of those Members attending a General Meeting and entitled to vote.
- (c) Life Members who prior to becoming a Life Member were entitled to vote shall have the right to vote and shall be entitled to receive notice of General Meetings and to attend and speak at General Meetings.

7 MEMBERSHIP FEES

- 7.1 The membership fees for each class of membership shall be such sum as determined by the Management Committee from time to time and is paid through their annual registration fees.

8 ADMISSION AND REJECTION OF MEMBERS

- 8.1 Any members who meet the criteria set out in Section 6 are automatically deemed members of the Association if they are current and active members.
- 8.2 There shall be no limit to the number of members on each class of membership.

9 TERMINATION OF MEMBERSHIP

- 9.1 The termination of membership or the disciplining of members shall occur in accordance with the Disciplinary Procedures as determined by the Association from time to time.

10 REGISTER OF MEMBERS

10.1 The Management Committee shall keep record of its members through the registration database in lieu of a Register. This shall give the Management Committee the names of all Association members, residential addresses and basic necessary details of each member.

10.2 The Management Committee shall at any time request a members report be run from the registration software to keep a current and up to date record of its membership.

10.3 The report shall be open for inspection at all reasonable times by any member who previously applies to the Secretary for such inspection.

11 MEMBERSHIP OF MANAGEMENT COMMITTEE

11.1 The Management Committee of the Association shall consist of:-

- (a) President;
- (b) Vice-Presidents 1 and 2
- (c) Secretary;
- (d) Treasurer; and
- (e) Three (3) Committee Members

all of whom shall be Playing Members, Ordinary Members, Members or Life Members of the Association and be elected at the Annual General Meeting of the Association.

12 ELECTION OF THE MANAGEMENT COMMITTEE

12.1 Members to vote for committee members and the management committee to elect people into appropriate positions. It is preferable that the person elected to fill the role of President, should have a minimum of one year's prior experience on the management committee and that the person elected to fill the role of Treasurer should have previous accounting experience.

- 12.2 The election of members of the Management Committee shall take place in the manner as determined by the Management Committee.
- 12.3 The nomination, which shall be in writing, shall be lodged with the Secretary at least fourteen (14) days before the Annual General Meeting at which the election is to take place.
- 12.4 A list of the candidates' names in alphabetical order shall be posted in a conspicuous place in the office or usual place of meeting of the Association for at least seven (7) days immediately preceding the Annual General Meeting.
- 12.5 Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each Voting Member present at the Annual General Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.
- 12.6 There is no maximum term of consecutive years for any member of the Management Committee if the person is deemed to be capable and is re-elected to the Management Committee at a General Meeting once their current term period ends.

13 RESIGNATION, REMOVAL OR VACATION OF OFFICE OF MANAGEMENT

COMMITTEE MEMBER

- 13.1 A member of the Management Committee may resign from the Management Committee by giving written notice of resignation to the secretary.
- 13.2 The resignation takes effect at:
 - (a) the time the notice is received by the secretary; or
 - (b) if a later time is stated in the notice—the later time.
- 13.3 A Member of the Management Committee must attend 80% of committee meetings across a 12 month period. If unable to attend 80%, the committee has the power to move a motion to remove that committee member and seek a suitable replacement as per section 14.
- 13.4 A member may be removed from office at a general meeting of the Association if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.
- 13.5 Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- 13.6 A member has no right of appeal against the member's removal from office under this rule.

13.7 A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

14 VACANCIES ON THE MANAGEMENT COMMITTEE

14.1 The Management Committee shall have power at any time to appoint a Voting Member of the Association to fill any casual vacancy on the Management Committee. The person filling the casual vacancy shall remain for the balance of the term of the person who created the vacancy.

14.2 The continuing members of the Management Committee may act notwithstanding any casual vacancy in the Management Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum of the Management Committee, the continuing member or members may act for the purpose of increasing the number of members of the Management Committee to that number or of summoning a General Meeting of the Association but no other purpose.

15 FUNCTION OF THE MANAGEMENT COMMITTEE

15.1 Except as otherwise provided by these Rules and subject to resolutions of the Members of the Association carried at any General Meeting the Management Committee shall -

- (a) have the general control and management of the administration of the affairs, property and funds of the Association;
- (b) have authority to interpret the meaning of these Rules and any matter relating to the Association on which these Rules are silent.

15.2 The Management Committee may exercise all the powers of the Association.

15.3 Where the Association has junior players, all members of the Management Committee shall hold a Blue Card.

16 MEETING OF MANAGEMENT COMMITTEE

16.1 The Management Committee shall meet at least once every two (2) calendar month to exercise its function.

16.2 A special meeting of the Management Committee shall be convened by the Secretary on the requisition in writing signed by not less than onethird of the members of the Management Committee; such requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.

- 16.3 At every meeting of the Management Committee a quorum shall be constituted by the attendance, in person or by a form of telecommunication, of at least four (4) persons.
- 16.4 Subject as previously provided in this Rule, the Management Committee may meet together and regulate its proceedings as it thinks fit; provided that questions arising at any meeting of the Management Committee shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.
- 16.5 A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Association in which he is interested, or any matter arising thereat, and if he does so vote his vote shall not be counted.
- 16.6 Not less than seven (7) clear days notice, in writing, shall be given by the Secretary to members of the Management Committee of any Special Meeting of the Management Committee. Such notice shall clearly state the nature of the business to be discussed thereat.
- 16.7 The President shall preside as Chairman at every meeting of the Management Committee, or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting, the Vice-President. In the event of the Vice-President not being present the members may choose one of their number to be Chairman of the meeting.
- 16.8 If within half an hour from the time appointed for the commencement of a Management Committee meeting a quorum is not present, the meeting if convened upon the requisition of members of the Management Committee shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the appointed time for the meeting, the meeting shall lapse.
- 16.9 Where necessary members of the Management Committee may attend Management Committee meetings by telephone or some other form of telecommunication.

17 DELEGATION/POWERS OF MANAGEMENT COMMITTEE

- 17.1 The Management Committee may delegate any of its power to a subcommittee consisting of such members of the Association as the Management Committee thinks fit. Any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any directions that are imposed on it by the Management Committee:
- (a) A sub-committee shall be required to meet regularly in the course of its duties and submit reports of the sub-committee's activities to the Management Committee.

- (b) A sub-committee may elect a Chairman of its meetings. If no such Chairman is elected, or if at any meeting the Chairman is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairman of the meeting.
 - (c) A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes, the question shall be deemed to be decided in the negative.
 - (d) A sub-committee shall have written delegated terms of reference and levels of authority under which it will operate. Subcommittees have no authority to make decisions in their own right but may make recommendations to the Management Committee for approval.
- 17.2 All acts done by any meeting of the Management Committee or of a sub-committee or by any person acting as a member of the Management Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Management Committee or person acting as aforesaid, or that the members of the Management Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Management Committee.
- 17.3 A resolution in writing signed by all the members of the Management Committee for the time being entitled to receive notice of a meeting of the Management Committee shall be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Management Committee.

18 ANNUAL GENERAL OR GENERAL MEETINGS

- 18.1 The Annual General Meeting shall be held within five (5) months of the close of the financial year.
- 18.2 The Secretary shall convene a Special General Meeting - (a)
When directed to do so by the Management Committee; or
- (b) On the requisition in writing signed by not less than 25 Voting Members of the Association. Such requisition shall clearly state the reasons such Special General Meeting is being convened and the nature of the business to be transacted thereat; or
- 18.3 At any General Meeting the number of Voting Members required to constitute a quorum shall be twice the number of members presently on the Management Committee plus one:

- (a) No business shall be transacted at any General Meeting unless a quorum of Voting Members is present at the time when the meeting proceeds to business.
 - (b) If within half an hour from the time appointed for the commencement of a General Meeting a quorum is not present, the meeting if convened upon the requisition of members of the Management Committee or the Association, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the appointed time for the meeting, the Voting Members present shall be a quorum.
 - (c) The Chairman may, with the consent of any meeting which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 18.4 The Secretary shall convene all General Meetings of the Association by giving not less than fourteen (14) days notice of any such meeting to the members of the Association.
- 18.5 The manner by which such notice shall be given shall be determined by the Management Committee. Notice of a General Meeting shall clearly state the nature of the business to be discussed thereat.
- 18.6 Unless otherwise provided by these Rules, at every General Meeting:
- (a) The President shall preside as Chairman, or if there is no President or Vice-President, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, then the members present shall elect one of their number to be Chairman of the meeting.
 - (b) The Chairman shall maintain order and conduct the meeting in a proper and orderly manner.
 - (c) Every question, matter or resolution shall be decided by a majority of votes of Voting Members present.
 - (d) Every Voting Member present shall be entitled to one vote and in the case of an equality of votes the Chairman shall have a second or casting vote; provided that no Voting Member shall be entitled to vote at any General Meeting if his annual subscription is more than one month in arrears at the date of the meeting.

- (e) Voting shall be by show of hands or a division of Voting Members, unless not less than one-fifth of the Voting Members present demand a ballot, in which event there shall be a secret ballot. The Chairman shall appoint two members to conduct the secret ballot in such manner as he shall determine and the result of the ballot as declared by the Chairman shall be deemed to be the resolution of the meeting at which the ballot was demanded.

19 BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING OF LARGE INCORPORATED ASSOCIATIONS

19.1 This rule applies only if the Association is:

- (a) a Large Incorporated Association; and
- (b) has a current revenue and assets of more than \$100,000 to either current assets of more the \$1,000,000 or total revenue of more than \$500,000; and
- (c) the Association must appoint a certified accountant or a registered auditor to audit its financial statements.

19.2 The following business must be conducted at each annual general meeting of the Association:

- (a) receiving the Association's financial statement, and audit report, for the last reportable financial year;
- (b) presenting the financial statement and audit report to the meeting for adoption;
- (c) electing members of the management committee;
- (d) for a Large incorporated Association—appointing an auditor or an accountant for the present financial year;

20 MINUTES OF MEETINGS

20.1 The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee meeting and General Meeting to be entered in a document and saved in a central location which is easily accessible to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding meeting verifying their accuracy. Similarly, the minutes of every General Meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding General meeting.

20.2 Provided that the Minutes of any Annual General Meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding General Meeting or Annual General Meeting.

21 BY-LAWS

The Management Committee may from time to time make, amend or repeal ByLaws, not inconsistent with these Rules, for the internal management of the Association and any By-Law may be set aside by a General Meeting.

22 ALTERATION OF RULES

22.1 Subject to the provisions of the Act, these Rules may be amended, rescinded or added to, from time to time by a special resolution carried at any General Meeting; provided that no such amendment, rescission or addition shall be valid unless the same have been submitted to and approved by the relevant Government Department.

22.2 Notice of the proposed alteration shall be given in the manner provided for and shall specifically state that it is a notice of proposal to alter the Constitution, either by amending or repealing an existing provision thereof or by adding a new provision.

23 NOTICE OF MOTION

23.1 Motions can be moved at any meeting. Motions are then voted on. If motions require further detail or supporting information, they can be held over until the next general meeting to be considered and voted on.

23.2 The meeting may, by ordinary resolution, grant the mover and seconder leave to alter their motion, in a minor way without altering the intention of the motion. No major amendment to the motion will be accepted.

23.3 A motion of which due notice has been given, if unsuccessful, cannot be resubmitted, nor may any other motion having a similar effect be moved at the next meeting of the Association or within six (6) months from the date of its rejection, unless approved by the Management Committee.

24 FUNDS AND ACCOUNTS

The funds of the Association shall be banked in the name of the Association in such Bank as the Management Committee may from time to time direct. The following provisions shall be required:

24.1 Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature. Such record keeping may use accounting software and be recorded digitally provided such records are backed up regularly.

24.2 All monies shall be banked as soon as practicable after receipt thereof.

24.3 The Management Committee shall determine the protocol and method for dealing with payments and receipts.

24.4 All the expenditure shall be approved or ratified at a Management Committee meeting.

24.5 As soon as practicable after the end of each financial year the Treasurer shall cause to be prepared a statement containing particulars of:

- (a) The income and expenditure for the financial year just ended; and
- (b) The assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.

24.6 The income and property of the Association however derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of monies advanced by him to the Association or otherwise owing by the Association to him or of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.

24.7 No member shall be entitled to any benefit or advantage from the Association which is not shared equally by every member thereof.

25 DOCUMENTS

The Management Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

26 FINANCIAL YEAR

The financial year of the Association shall close on 31 December in each year.

27 CONFLICT OF INTEREST

A member of the Management Committee shall declare their interest by submitting it in writing to the Secretary and President as soon as becoming aware of any conflicts of interest in any contractual, selection, disciplinary or other matter in which a conflict of interest arises or may arise and shall absent themselves from discussions of such matter and shall not be entitled to vote in respect of such matter. In the event of uncertainty as to whether it is necessary for a member of the Management Committee to absent them from discussion or refrain from voting, the issue should be immediately determined by vote of

the Management Committee, or if this is not possible, the matter shall be adjourned or deferred. All disclosed interests must be submitted to the Annual General Meeting in accordance with the Act.

28 DISSOLUTIONS

The Association shall be dissolved only with the consent of three-fourths of the Voting Members present at a Special Meeting called for that purpose, notice of which must be posted to Members at least twenty-eight (28) days prior thereto, and advertised in the major regional newspaper, at least once in each of the two (2) consecutive weeks immediately preceding such meeting.

29 DISTRIBUTION OF SURPLUS ASSETS

If the Association shall be wound up in accordance with the provisions of the relevant Act, and there remains, after satisfaction of all its debts and liabilities and property whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to another legal entity that plays basketball in Queensland.

30 NON-APPLICATION OF MODEL RULES

Section 47 of the Act does not apply to this Constitution and the provisions of the Model Rules do not apply.

31 COMMON SEAL

Common seal (1) The management committee must ensure the association has a common seal. (2) The common seal must be— (a) kept securely by the management committee; and (b) used only under the authority of the management committee. (3) Each instrument to which the seal is attached must be signed by a member of the management committee and countersigned by— (a) the secretary; or (b) another member of the management committee; or (c) someone authorised by the management committee.