

Club and Committee Charter

Ivanhoe Knights Basketball Club Inc
(the “Club” or “IKBC”)

An Incorporated Association under the
Associations Incorporation Reform Act (Vic)
2012

Incorporation Registration No. A0047107X

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1 Definitions and Interpretation

1.1 Definitions

In this Committee Charter, unless there is something in the subject or context which is inconsistent:

- (a) all terms which are defined in the Constitution shall have the same definition;
- (b) **Club and Committee Charter** means this charter, established by the Committee under its Constitution, as amended from time to time; and
- (c) **Constitution** means the constitution of the Club.

2 Purpose

2.1 Purpose

This Charter is a By-law of the Club and has been developed and approved by the Committee to:

- (a) outline the manner in which the Committee discharges its responsibilities.
- (b) set out the roles and portfolios of Committee Members.
- (c) set out roles and responsibilities of Subcommittees of the Committee.

In the future it may also be used to set out any new categories of Membership.

2.2 Accountability

The Committee and its Subcommittees are accountable to its Members for the performance of the Club. They must at all times act in accordance with the laws applicable to the Club.

3 Role and Responsibilities of the Committee

3.1 Number of Committee Members

The Committee shall consist of a minimum of six (6) and up to a maximum of twelve (12) Committee Members as set out in the Constitution, some of whom are Elected and others whom are Appointed.

3.2 Committee Members Behavioural Expectations

Committee Members:

- (a) must adhere to Club's codes and policies, including the Club's Workplace Code of Conduct and Workplace Policies.
- (b) have fiduciary obligations to the Club under the Act and at law including a duty:
 - (i) of care and diligence.
 - (ii) of good faith and proper purpose.
 - (iii) not to improperly use information or their position;
 - (iv) to disclose any material personal interests; and
 - (v) not to gain personally from their position.

These obligations are set out in more detail in the Act and in the Club's Constitution,

3.3 Role and Responsibilities of the Committee

The Committee is responsible for, and has the authority to determine, all matters relating to the strategic direction, policies, practices, goals for management and the operation of the Club including, without limitation:

- (a) providing leadership and approving the strategic objectives of the Club and establishing goals to promote their achievement;
- (b) monitoring the operational and financial position and performance of the Club;
- (c) providing oversight of the Club, including its control and accountability systems;
- (d) setting appropriate levels of delegated authority to Club management and to Subcommittees;
- (e) monitoring compliance by the Club with its written policies and procedures and its compliance with obligations at law;
- (f) appointing and removing the Club's key management personnel (including senior and key officers of the Club) and monitoring their performance;
- (g) appointing, where appropriate or applicable, the Secretary; and
- (h) approving any other Committee Charters.

4 Composition of the Committee

4.1 Expertise

To the extent practicable, the Committee will use reasonable endeavours to seek to ensure that, collectively, it has the appropriate range of expertise to properly fulfil its responsibilities, including for example, expertise in:

- (a) issues affecting the game of basketball;
- (b) business and commercial matters; and
- (c) corporate governance.

4.2 Committee Diversity

To the extent practicable, the Committee will use reasonable endeavours to ensure that, collectively, the Committee is reflective of the diversity of the Club's Members.

5 Appointment of the Committee Members

- (a) The Committee Members are appointed and/or elected in accordance with the terms of the Act and the Constitution.
- (b) The Constitution imposes a maximum continuous duration for any Committee Member.

6 Allocation of responsibilities

6.1 Committee Members

In accordance with statutory requirements and in keeping with developments at common law, all Committee Members have the following general responsibilities:

- (a) exercise their powers and discharge their duties in good faith and in the best interests of the Club;
- (b) use their powers for a proper purpose and not for personal advantage or for the benefit of another party;
- (c) use due care and diligence;
- (d) make an effort (as is reasonably required in the circumstances) to become and remain familiar with the affairs of the Club;
- (e) maintain and use an independent questioning mind with respect to matters considered by the Committee;
- (f) review, question and challenge, where appropriate, the accuracy of the minutes and Committee papers;
- (g) actively engage in the conduct of Committee matters;
- (h) provide guidance to the President, Vice President(s), Secretary and other key management personnel with respect to the strategic direction of the Club and any operational issues that may arise.

6.2 President

- (a) The Committee appoints the President in accordance with the Constitution.
- (b) The President is responsible for the leadership of the Committee, for the efficient organisation and conduct of the Committee's functions, and for the briefing of all the Committee Members in relation to issues facing the Club.
- (c) The President's specific duties include:
 - (i) presiding at General Meetings of the Club in accordance with the Constitution;
 - (ii) representing the Club at industry meetings and forums, including any EDJBA forum;
 - (iii) when present at a Committee meeting, Chair of those Committee meetings;
 - (iv) establishing the agenda for Committee meetings in consultation with the Committee Members and the Secretary;
 - (v) ensuring Committee minutes properly reflect Committee decisions;
 - (vi) maintaining a regular dialogue and relationship with key management personnel, serving as a primary link between the Committee and management and providing continuity between Committee meetings;
 - (vii) being kept fully informed of current events by the key management personnel on all matters which may be of interest to the Committee Members;
 - (viii) regularly reviewing with the Committee the progress on important initiatives and significant issues facing the Club;
 - (ix) being the author/signatory for important external communications when appropriate (e.g. letters, thank you notes, announcing MVPs and other awards).

- (x) being the initial contact person on behalf of the Club if there are disciplinary or conduct issues (re players/members or their parents/guardians/guests etc) that need to be considered by the Committee – that may be delegated by them to the Club's Operations Manager or other Committee Member as required.

6.3 Vice President(s)

- (a) The Committee has determined to create two (2) positions of Vice President – not both of which need be always filled.
- (b) The Vice Presidents are generally responsible for assisting the President in their leadership and representative roles (as above).
- (c) The Vice Presidents may also hold other roles or portfolios within the Committee.

6.4 Treasurer

- (a) The Committee appoints the Treasurer in accordance with the Constitution.
- (b) The Treasurer may outsource certain of the specific tasks below to external experts (such as to auditors, accountants or tax advisers) but remains generally responsible for ensuring the Club meet its tax, financial record keeping and reporting obligations.
- (c) The specific tasks of the Treasurer include:
 - (i) ensuring that the financial records of the Club are kept in accordance with the Act;
 - (ii) ensuring taxation and related reporting obligations (such as lodgement of Business Activity Statements) of the Club are met;
 - (iii) coordinating the preparation of the financial statements of the Club and their certification by the Committee prior to their submission to the annual general meeting of the Club;
 - (iv) arranging for the financial statements to be audited;
 - (v) investment of financial reserves and other monies of the Club in accordance with mandate of the Committee - such as in at call bank accounts and/or Term Deposits; and
 - (vi) compliance with payments protocol below:
 - all payments received by the Club (or a Committee Member or employee related to Club business) must be placed into the Club's bank account(s).
 - all payments from the Club's bank accounts must be authorised by at least two signatories.
- (d) The Treasurer must ensure that at least one other Committee Member has access to the accounts and financial records of the Club.

6.5 Secretary

- (a) The Secretary is generally responsible for supervising and ensuring the carrying out of the administrative and legislative requirements of the Committee. The Secretary holds primary responsibility for ensuring that the Committee processes and procedures function efficiently and effectively.

- (b) The specific tasks of the Secretary include:
 - (i) performing any duty or function required by the Act to be performed by the Secretary or officer of the Club.
 - (ii) performing the roles as required by the Constitution including (a) maintaining the register of Members in accordance with the Constitution; (b) keeping custody of the common seal (if any) of the Club and all books, documents and securities of the Club.
 - (iii) monitoring that Club's policies and procedures are followed;
 - (iv) overseeing the Club's compliance and taking reasonable action to ensure that all Club legislative obligations are met;
 - (v) coordinating all Committee business including:
 - (A) meetings;
 - (B) timely preparation and despatch of agendas, Committee and Committee papers;
 - (C) drafting and circulation of the minutes of meetings of the Committee and all Committees for approval at the next meeting;
 - (D) ensuring that the business at Committee and Committee meetings is accurately captured in the minutes; and
 - (E) monitoring the completion of actions arising from Committee meetings;

6.6 Marketing and Communications Leader

- (a) The Committee is empowered to create and allocate positions and portfolios to Committee Members in accordance with the Constitution.
- (b) The Committee has decided to create the position of Marketing and Communications Leader.
- (c) The Marketing and Communications Leader is generally responsible for the supervision and/or carrying out of the marketing and communications requirements of the Committee.
- (d) The specific tasks of the Marketing and Communications Leader include:
 - (i) Marketing;
 - (ii) Member and stakeholder communications;
 - (iii) Development and maintenance of website and social media channels; and
 - (iv) Development and custodian of Ivanhoe Knights brand.

6.7 Basketball Operations Leader

- (a) The Committee is empowered to create and allocate positions and portfolios to Committee Members in accordance with the Constitution.
- (b) The Committee has decided to create the position of Basketball Operations Leader.

- (c) The Basketball Operations Leader is generally responsible for the supervision and/or carrying out of the basketball operational requirements of the Club.
- (d) The specific tasks of the Basketball Operations Leader include:
 - (i) Optimising the gameday experience for participants and parents;
 - (ii) Growing the Club's membership in line with the Club's strategy;
 - (iii) Responsibility for team selections (including appointment of coaches and TMs) – liaising with the Selection Subcommittee for approval prior to team publication;
 - (iv) Ensuring sufficient court capacity exists for existing numbers and planned growth of teams;
 - (v) Overseeing the Club development programmes;
 - (vi) Broadening the Club's footprint into growth areas (primarily through new Primary schools) in conjunction with Coaching Director; and
 - (vii) Managing and liaising with the Basketball Operations Manager, Coaching Director and Club Administration.

6.8 Fundraising and Sponsorship Leader

- (a) The Committee is empowered to create and allocate positions and portfolios to Committee Members in accordance with the Constitution.
- (b) The Committee has decided to create the position of Fundraising and Sponsorship Leader.
- (c) The Fundraising and Sponsorship Leader is generally responsible for the supervision and/or carrying out of the fundraising and sponsorship requirements of the Club.
- (d) The specific tasks of the Fundraising and Sponsorship Leader include:
 - (i) supervising and/or carrying out the Club's fundraising activities, such as seeking government or council grants, arranging trivia nights, raffles, discos, breakdancing competitions, auctions and the like.
 - (ii) supervising and/or carrying out the Club's endeavours to engage people or businesses, including local businesses, to sponsor the Club that are aligned with the values of the Club.

6.9 Technology Leader

- (a) The Committee is empowered to create and allocate positions and portfolios to Committee Members in accordance with the Constitution.
- (b) The Committee has decided to create the position of Technology Leader.
- (c) The Technology Leader is generally responsible for the supervision and/or carrying out of the Club's information technology (IT) functions.
- (d) The specific tasks of the Technology Leader include:
 - (i) supervising and/or carrying out the Club's IT functions:
 - (A) Online registrations (PlayHQ)

- (B) IT Equipment requirements
- (C) Email hosting & addresses
- (D) Website domain

6.10 General Committee Member(s)

The other Committee Members shall be general committee Members and perform ad hoc functions.

7 Subcommittees

7.1 Subcommittees

To assist with focusing on specific Committee responsibilities to properly execute the Committee's duties, the Committee has the authority under the Constitution to establish and determine the powers and functions of Subcommittees of the Committee.

7.2 Current Subcommittees

As at the date of this Committee Charter, the current Committees are the following:

- (a) **Social Subcommittee.** This Committee has the following powers and authority:
 - (i) to arrange social and fundraising functions of the Club, within a budget as authorised by the Treasurer.
- (b) **Selection Subcommittee.** This Committee has the following powers and authority:
 - (i) to arrange and supervise the grading and selection of teams in accordance with the Club's selection policy.

8 Review of Charters

- (a) The Committee shall review this Charter at least annually, to ensure that it is up to date.
- (b) Any amendments to this Charter must be approved by the Committee.

Approved by IKBC Committee on 12 October 2021