

**CONSTITUTION**  
**IVANHOE KNIGHTS BASKETBALL CLUB INCORPORATED**  
**Incorporation Registration Number A0047107X**  
**16 March 2021**

**Note**

The persons who from time to time are Members of the Club are an incorporated association by the name given in Rule 1 of these Rules (referred to as a Constitution). Under section 46 of the Act, these Rules are taken to constitute the terms of a contract between the Club and its Members.

**1. Name**

The name of the incorporated association is the Ivanhoe Knights Basketball Club Incorporated and is hereinafter referred to as the “**Club**”.

**2. Objectives**

(1) The objectives of the Club shall be to:

- (a) promote and facilitate the playing and development of basketball within the Ivanhoe region and surrounds; and
- (b) provide its Members with opportunities to maximise their participation, enjoyment and/or potential in basketball.

(2) In pursuit of these objectives, the Club will seek, amongst other things, to:

- (a) conduct itself on and off the court in accordance with principles of fair play and respect for others.
- (b) engage, promote and facilitate the playing and development of basketball for the benefit of all participants at all levels throughout the above region.
- (c) promote the health and safety of its Members.
- (d) drive participation initiatives across the community and manage all competitions to seek to ensure they are of high quality, inclusive and competitive.
- (e) partner with all levels of Government, sponsors, partners and the wider community to deliver jointly beneficial outcomes.
- (f) ensure good governance is practiced at all times, including in all aspects of financial management.
- (g) build the Club’s brand to deliver revenue opportunities for the benefit of the Club.
- (h) develop and seek to access sufficient quality facilities and courts to grow and develop the Club, and provide an excellent environment for our Members and guests.

**3. Powers of the Club**

(1) The powers of the Club shall be to:

- (a) acquire, hold, deal with and dispose of any real or personal property for the purpose of satisfying the Objectives of the Club.
- (b) open and operate bank accounts.
- (c) invest its money:
  - in any security in which trust monies may be invested; or
  - in any other manner authorised by the Rules of the Club.
- (d) borrow money for capital works for the purpose of satisfying the Objectives of the Club upon such terms and conditions as the Club thinks fit.
- (e) give such security for the discharge of liabilities incurred by the Club on its behalf for reward or otherwise.
- (f) build construct, erect, maintain, alter and repair any premises, building or the other structure of any kind and to furnish, equip and improve the same for use by the Club for the purpose of satisfying the Objectives of the Club.
- (g) accept donations and gifts in accordance with the Objectives of the Club.
- (h) enter contracts and hire courts and facilities for the playing of basketball.

- (i) organise, manage, hire and/or employ referees and other match officials or supervisors (either directly or via another association) as required for matches and competitions played by Members of the Club.
- (j) print and publish any approved information by any media including newsletters, newspapers, articles or leaflets for promotion of the Club.
- (k) provide gifts, awards and prizes in accordance with the Objectives of the Club.
- (l) organise social events for Members and the promotion of the Club.
- (m) enter into any other contract the Club considers necessary or desirable for the purpose of satisfying the Objectives of the Club.
- (n) appoint such sub-committees as from time to time are considered necessary for the good conduct of the affairs of the Club.
- (o) make By-laws governing the conduct of the Club's activities.
- (p) otherwise do all things which are incidental to or necessary for the attainment of the Objectives of the Club.

#### 4. **Financial Year**

The financial year of the Club is each period of 12 months ending on 30 June.

#### 5. **Not For Profit Club**

- (1) The Club must not distribute any surplus, income or assets directly or indirectly to its Members.
- (2) Rule 5(1) does not prevent the Club from paying a Member:
  - (a) by way of reimbursement for authorised expenses properly incurred by the Member; or
  - (b) for goods or services provided by the Member, if this is done in good faith on terms no more favourable than if the Member was not a Member and it complies with the processes regarding competitive tendering and management of conflicts of interest set out in Rule 29.

##### **Note**

Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its Members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its Members.

#### 6. **Definitions**

- (1) In these Rules, unless the contrary intention appears:
  - “**Act**” means the ***Associations Incorporation Reform Act (Vic) 2012*** or any successor legislation to it;
  - “**AGM**” means Annual General Meeting;
  - “**Associate Member**” has the meaning provided in Rule 11;
  - “**By-laws**” means the rules set by the Committee for key operational activities and includes the ability to determine a Club and Committee Charter;
  - “**Club**” means the Ivanhoe Knights Basketball Club Incorporated;
  - “**Club and Committee Charter**” means a charter approved by the Committee as a By-law that provides for and describes, amongst other things, any new categories of Membership, the roles and portfolios for Committee Members and the creation of sub-committees;
  - “**Coaching Member**” means a coach (or assistant coach) of a representative team of the Club;
  - “**Codes**” all codes of conduct and behaviour of the Club as approved by the Committee from time to time;
  - “**Committee**” means the Committee of the Club elected or appointed in accordance with these Rules;
  - “**Committee Members**” means those persons elected or appointed to the Committee in accordance with these Rules;
  - “**Community Member**” means a member of the local community who has an interest in participating in and/or assisting the Club and satisfactorily completes the necessary

WWC Check, Club interview and any other requirement reasonably determined by the Committee in its absolute discretion;

- “Current Season”** means current season of the relevant representative team of the Club and extends until the commencement of the next season for that team;
- “Fees”** means the payments, fees and levies defined in Rule 15;
- “Financial Report”** means a report within the meaning of these Rules;
- “Financial Year”** means the year ending on 30 June;
- “Full Member”** has the meaning provided in Rule 10(1);
- “Full Member Nominee”** means a parent or guardian of a Full Member nominated pursuant to Rule 10(2);
- “General Meeting”** means an AGM or other general meeting (such as a Special General Meeting) of Members convened in accordance with these Rules;
- “Insurance”** means the insurance (such as public liability and professional liability insurance) maintained by Basketball Australia and/or Basketball Victoria Inc from time to time that indemnifies affiliated leagues, clubs (including the Club) and their players, committee members and boards of management;
- “Life Member”** has the meaning provided in Rule 12;
- “Member”** means those persons who is member of the Club as set out herein;
- “Objectives”** means the objectives of the Club as set out in Rule 2;
- “Parent/Guardian Member”** means a parent or legal guardian of a Full Member under the age of 18 or 23 as set out in Rule 10(2);
- “Policies”** means the policies of the Club as determined from time to time;
- “Regulations”** means regulations under the Act;
- “Relevant documents”** has the same meaning as in the Act;
- “Registrar”** refers to the Registrar of Incorporated Clubs within Consumer Affairs Victoria;
- “Rules”** means the rules of the Club as set out in this Constitution;
- “Secretary”** means a person appointed by the Committee responsible for the administrative management of the Club.
- “Special Resolution”** means a resolution that requires not less than three-quarters of the Members voting at a General Meeting to vote in favour of the resolution.
- “WWC Check”** means a Working with Children Check, linked to the Club for notification purposes, and any other statutory or other process or requirements for working (including on a volunteer basis) with or around children as determined by the Club.

## 7. Alteration of the Rules

This Constitution may only be altered by Special Resolution at a General Meeting of the Club.

### Note:

An alteration of this Constitution does not take effect unless or until it is approved by the Registrar.

## 8. Affiliations

The Club may from time to time affiliate with such other bodies, associations, clubs or organisations as it deems fit, including any associations or competitions that it registers the Club's teams to compete in.

## 9. Membership

- (1) Membership Classes: Membership of the Club shall consist of the following classes of Member:
  - (a) Full Members as defined in Rule 10;
  - (b) Associate Members as defined in Rule 11;
  - (c) Life Members as defined in Rule 12; and
  - (d) any additional class of membership created pursuant to Rule 13. Such additional classes of membership when approved shall be recorded in the Club and Committee Charter.
- (2) Making application for Membership of the Club, must be:

- (a) made using the approved form, with all requested details complete;
- (b) lodged with the Secretary (or the designated staff member of the Club) by the stipulated date.

#### **10. Full Membership**

- (1) A Full Member shall:
  - (a) be a player of the Club registered in a current representative team of the Club who has paid their Fees as required pursuant to Rule 15 for the Current Season in which that team competes.
  - (b) possess voting rights at General Meetings.
- (2) Where a Full Member is:
  - (a) under eighteen (18) years of age their voting rights as a Full Member shall be automatically conferred upon one of their parents or guardians nominated by the Full Member (Full Member Nominee), by default being that Full Member's first listed parent or guardian provided to the Club as part of the registration process.
  - (b) over eighteen (18) years of age but under twenty-three (23) years of age, they may notify the Club in writing that they wish to confer upon one of their parents or guardians their voting rights as a Full Member, specifying which. This notification may be revoked or varied from time to time by the Full Member.

#### **11. Associate Member**

- (1) An Associate Member shall be:
  - (a) a Parent/Guardian Member (who is not required to pay any additional Fees);
  - (b) a Community Member who has paid the stipulated Fees as required by the Club pursuant to Rule 15; or
  - (c) a Coaching Member who has paid the stipulated Fees as required by the Club pursuant to Rule 15;
  - (d) a Committee Member appointed pursuant to Rule 28(4) for the term of that appointment;who provide relevant Membership and other details as required by the Club and agree to be bound by this Constitution as required by Rule 16.
- (2) An Associate Member shall not possess voting rights at General Meetings.

#### **12. Life Membership**

- (1) Life Membership shall be restricted to those Members (or past Members) whose service to the Club (be it playing, coaching, administrating, fundraising or otherwise) has been worthy of the highest honour, including consideration of their achievements, efforts and other conduct when measured against the Objectives of the Club.
- (2) Such nomination shall be provided in writing to the Committee at least twenty-eight (28) days prior to an AGM, who must approve the nomination by a majority vote of the Committee for it to be placed before the AGM.
- (3) The Committee shall present a report to the AGM on the services of any successful nominee together with its recommendations (if any) as to their suitability for the honour.
- (4) By resolution of 75% majority of eligible votes at an AGM, Life Membership may be awarded. It may be revoked, as with other classes of Membership, by operation of Rule 17.
- (5) Life Members may be granted certain privileges by the Club as set out in the Club and Committee Charter from time to time and have the right to attend, and possess voting rights at, General Meetings.
- (6) Life Members must agree to abide by the Rules and other conditions of membership referred to in Rule 16(1).

#### **13. Creation of New Categories of Membership**

The Committee may from time to time create new categories of Membership with such rights, privileges and obligations as are determined applicable (other than voting rights), even if the effect of creating a new category is to alter rights, privileges or obligations of an existing category of Members. No new category of membership created under this rule may be granted

voting rights at General Meetings, unless approved by Special Resolution at a General Meeting, having provided the requisite notice to Members.

**14. Register**

- (1) The Secretary must keep and maintain a register of Members containing:
  - (a) The name and contact details of each Member and their class of Membership;
  - (b) The date on which each Member's name was entered in the register.
- (2) The register is available for inspection free of charge by any Member upon request except that contact details and other confidential information will not be disclosed.
- (3) A Member may make a copy of entries in the register other than contact details or other confidential information of Members, as long as they agree in writing to comply with all relevant legislation regarding privacy and personal information.

**15. Subscriptions, Fees and Levies**

- (1) The membership subscription, registration fees, team fees, game fees, individual player fees, entrance fees and any other levies (**Fees**) payable by Members (or any category of Membership) to the Club, the basis of and the time for any manner of payment shall be as determined by the Committee from time to time;
- (2) Any Member which or who has not paid all Fees and other monies due and payable by the Member to the Club shall (subject to the Committee's discretion) have all rights under this Constitution immediately suspended from the expiry of the time prescribed for payment of those moneys. Such rights will be suspended until such time as the Fees or other moneys are fully paid or otherwise in the Committee's discretion.

**16. Conditions of Membership**

- (1) The conditions of Membership are:
  - (a) to abide and agree to be bound by these Rules and any Codes, Policies and By-laws of the Club from time to time and to accept, comply with and enforce all decisions of the Club.
  - (b) to pay the Fees as required by Rule 15.

**17. Discipline, Suspension and Expulsion of Members**

- (1) Subject to these Rules, if the Committee is of the opinion that a Member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming of a Member or prejudicial to the interests of the Club, the Committee may by resolution:
  - (a) suspend that Member from membership of the Club for a specified period; or
  - (b) expel that Member from the Club.
- (2) A resolution of the Committee under Rule 17(1) does not take effect unless:
  - (a) at a meeting held in accordance with Rule 17(3), the Committee confirms the resolution; and
  - (b) if the Member exercises a right of appeal to the Club under this Rule, the Club confirms the resolution in accordance with this Rule.
- (3) A meeting of the Committee to confirm or revoke a resolution passed under Rule 17(1) must be held not earlier than fourteen (14) days, and not later than twenty-eight (28) days, after notice has been given to the Member in accordance with Rule 17(4).
- (4) For the purposes of giving notice in accordance with Rule 17(3), the Secretary must, as soon as practicable, cause to be given to the Member a written notice:
  - (a) setting out the resolution of the Committee and the grounds on which it is based; and
  - (b) stating that the Member or the Member's representative, may address the Committee at a meeting to be held not earlier than fourteen (14) days and not later than twenty-eight (28) days after the notice has been given to that Member; and
  - (c) stating the date, place and time of that meeting; and
  - (d) informing the Member that they may do one or both of the following –
    - (i) attend that meeting personally or by a representative;
    - (ii) give to the Committee before the date of that meeting a written statement seeking the revocation or diminution of the resolution;
  - (e) informing the Member that, if at that meeting, the Committee confirms the resolution, they may, not later than forty-eight (48) hours after that meeting, give the Secretary a

notice to the effect that they wish to appeal to the Club in a General Meeting against the resolution.

- (5) At a meeting of the Committee to confirm or revoke a resolution passed under Rule 17(1), the Committee must-
  - (a) give the member, or their representative (not being a legal practitioner), an opportunity to be heard; and
  - (b) give due consideration to any written statement submitted by the member; and
  - (c) determine by resolution whether to confirm or to revoke the resolution.
- (6) If at the meeting of the Committee, the Committee confirms the resolution, the Member may, not later than forty-eight (48) hours after that meeting, give the Secretary a notice to the effect that they wish to appeal to the Club in a General Meeting against the resolution.
- (7) If the Secretary receives a notice under Rule 17(6), they must notify the Committee and the Committee must convene a General Meeting of the Club to be held within twenty-one (21) days after the date on which the Secretary received the notice.
- (8) At a General Meeting of the Club convened under Rule 17(7):
  - (a) no business other than the question of the appeal may be conducted; and
  - (b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
  - (c) the Member, or his or her representative, must be given an opportunity to be heard; and
  - (d) the Members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
  - (e) a resolution is confirmed if, at the General Meeting, not less than two-thirds of the Members present vote in favour of the resolution. In any other case, the resolution is revoked.

#### 18. **Disputes, Mediation and Grievance Procedure**

- (1) The grievance procedure set out in this Rule applies to disputes under these Rules between:
  - (a) a Member and another Member (or group of Members); or
  - (b) a Member (or group of members) and the Club.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all of the parties.
- (3) 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 ten (10) days, hold a meeting in the presence of a mediator.
- (4) The mediator must be-
  - (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement:
    - in the case of a dispute between a Member (or group of Members) and another Member (or group of Members), a person appointed by the Committee of the Club; or
    - in the case of a dispute between a Member (or group of Members) and the Club, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice). The costs the mediator will be shared 50/50 between the Member(s) and the Club, unless the President of the Club agrees in his or her discretion that they be borne by the Club in a higher percentage, considering the merits of the dispute and the other matters they deem relevant.
- (5) A Member of the Club can be a mediator.
- (6) The mediator cannot be a Member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must—
  - (a) give the parties to the mediation process every opportunity to be heard; and
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

- (9) The mediator must not determine the dispute.
- (10) 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.
- (11) Nothing in these Rules precludes a party taking injunction or interlocutory action at any time.

**19. General Meetings**

- (1) The Committee shall within five (5) months of the end of the Financial Year in each year convene a meeting of the Members, called the AGM.
- (2) The AGM shall be held on such day and at such place as the Committee shall determine.
- (3) The AGM shall be specified as such in the notice convening it.
- (4) The ordinary business of an AGM shall be:
  - (a) to confirm the minutes of the last preceding AGM and of any General Meeting held since that meeting;
  - (b) to receive from the Committee reports upon the affairs of the Club during the last preceding Financial Year;
  - (c) to present and consider the Financial Statements (e.g. Profit & Loss, Balance Sheet);
  - (d) to elect the Committee Members of the Club who are elected under these Rules;
  - (e) to nominate and elect auditors;
  - (f) to elect any Life Member who is recommended by the Committee;
  - (g) to transact any other business affecting the interest and welfare of the Club of which due notice has been given;
- (5) The Agenda for the AGM shall be sent to all Members no later than seven (7) days prior to the meeting. The Agenda will also be available at the meeting.
- (6) The Financial Statements for the AGM will be available for collection from the Club's office by Members no later than twenty-one (21) days prior to the meeting (or a copy provided by electronic means to a Member by application to, and agreement by, the Secretary). The Financial Statements will also be available at the meeting.

**20. Special General Meetings**

- (1) In addition to the AGM, other General Meetings may be held in the same year.
- (2) All General Meetings other than the AGM are Special General Meetings.
- (3) The Committee may, whenever it thinks fit, convene a Special General Meeting of the Club.
- (4) The Committee must, on the request in writing of not less than twenty (20) Members that carry at least twenty (20) votes at a General Meeting in total, requisition a Special General Meeting of the Club.
- (5) The request for a Special General Meeting must:
  - (a) state the objectives of the meeting and any resolutions to be proposed; and
  - (b) be signed by the Members requesting the meeting; and
  - (c) be sent to the address of the Club.
- (6) If the Committee does not cause a Special General Meeting to be held within twenty-eight (28) days after the date on which the request is sent to the address of the Club, the Members making the request, or any of them, may convene a Special General Meeting to be held not later than three (3) months after that date.
- (7) If a Special General Meeting is convened by Members in accordance with this Rule, it must be convened in the same manner so far as possible as a meeting convened by the Committee and all reasonable expenses incurred in convening the Special General Meeting must be refunded by the Club to the Members incurring those expenses.
- (8) A Special General Meeting convened under this Rule 20 must comply with all notice requirements outlined under Rule 21.

**21. Notice of Agenda Items for a General Meeting of the Club**

- (1) The Secretary (or, in the case of a Special General Meeting convened under Rule 20(7), the Members convening the meeting) must give to each member of the Club
  - (a) at least 28 days' notice of a General Meeting.
- (2) The notice must:
  - (a) specify the date, time and place of the meeting;

- (b) indicate the general nature of each item of business to be considered at the meeting;
  - (c) if a Special Resolution is to be proposed:
    - state in full the proposed resolution; and
    - state the intention to propose the resolution as a Special Resolution.
- (3) Notice must be given:
- (a) by post to the address appearing in the register of Members; or
  - (b) by electronic transmission (such as email) to each Member; and
  - (c) be posted on the home page of the Club's website.
- (4) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (5) A Member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next General Meeting after the receipt of the notice.

**22. Business at General Meetings**

All business that is transacted at a Special General Meeting and all business that is transacted at an AGM with the exception of that specially referred to in these Rules as being the ordinary business of an AGM shall be deemed to be special business.

**23. Quorum at General Meetings**

- (1) No item of business may be conducted at a General Meeting unless a quorum of Members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- (2) Ten (10) Members present (being entitled under these Rules to vote at a General Meeting) constitutes a quorum for the conduct of the business of a General Meeting.
- (3) If, within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present-
  - (a) in the case of a meeting convened upon the request of Members - the meeting must be dissolved; and
  - (b) 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 time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the meeting must be dissolved.

**24. Chairperson of General Meetings**

The President shall preside as Chairperson of each General Meeting but if they are absent the Secretary shall preside as Chairperson, but if they are absent another Committee Member appointed by majority vote of the Committee Members present.

**25. Adjournment of General Meetings**

- (1) The person presiding may, with the consent of a majority of voting Members present at the General Meeting, adjourn the meeting from time to time and place to place.
- (2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (3) If a meeting is adjourned for fourteen (14) days or more, notice of the adjourned meeting must be given in accordance with these Rules.

**26. Voting at General Meetings**

**(1) Voting Procedure**

- (a) At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
  - by the Chairperson; or
  - by not less than five (5) Members entitled to vote and in attendance.

**(2) Entitlement to Vote**



- (a) Voting rights held by Members at General Meetings shall be as follows:
  - Full Members or their Full Member Nominee nominated pursuant to Rule 10(2);
  - Life Members;
  - Other Members (if any) granted voting rights at General Meetings pursuant to Rule 13.
- (b) Where a Member's Fees are twenty-eight (28) days in arrears at the time of the General Meeting, or a Member is indebted to the Club for any sum for a period of twenty-eight (28) days or more, the Member shall not be entitled to vote unless otherwise permitted in the discretion of the Committee. Whether a Member is in arrears will be determined by the Committee in its absolute discretion, but acting reasonably and in good faith.
- (c) No proxy or postal votes will be allowed at any General Meeting or other meeting of the Club.

27. **Manner of determining whether resolution carried**

- (1) If a question arising at a General Meeting of the Club is determined on a show of hands, a declaration by the Chairperson that a resolution has been:

- (a) carried; or
- (b) carried unanimously; or
- (c) carried by a particular majority; or
- (d) lost;

an entry to that effect in the minute book of the Club is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

28. **The Committee**

**(1) Operation of the Committee**

- (a) Subject to this Constitution and the Act:

- the affairs of the Club shall be managed by or under the direction of the Committee.
- the Committee may appoint and remove staff and establish sub-committees consisting of Members with terms of reference it considers appropriate.
- the Committee:
  - may exercise all such powers and functions as may be exercised by the Club other than those powers and functions that are required by this Constitution or the Act to be exercised by the Members in General Meeting; and
  - 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 Club.

**(2) Composition of the Committee**

- (a) The Committee shall consist of a minimum of six (6) and up to a maximum of twelve (12) Committee Members comprised of:

- A minimum of six (6) and a maximum of eight (8) who are elected in accordance with Rule 28(9) or 28(10) who fit the eligibility requirements in Rule 28(6). For the avoidance of doubt a Committee Member who is eligible to be elected as a Committee Member at the AGM (or when otherwise elected), may continue in office until the next AGM, notwithstanding that their Membership may have expired in the meantime (for instance their child, as a Full Member, is not continuing to play).
- Up to four (4) other persons who may be appointed by the Committee at the discretion of the Committee, by majority vote of the Committee. The appointed Committee Members need not be Members of the Club and may be selected because they possess particular experience or skills that the Committee deems of assistance to the Club. They will hold such a position until the next AGM.

- (b) All Committee Members will be entitled to one vote at Committee Meetings.

**(3) Portfolios for the Committee**

- (a) The Committee may allocate roles and portfolios to Committee Members.
  - President: The Committee Members shall elect one (1) of their number to be the President by a majority vote.

- Treasurer: The Committee Members shall elect one (1) of their number to be the Treasurer by a majority vote.
- Secretary: The Committee Members shall elect one (1) of their number to be the Secretary by a majority vote. The Secretary shall be the public officer under the Act, unless otherwise agreed by the Committee.
- Other roles and portfolios: The Committee may create other portfolios and roles for Committee Members from time to time. These other portfolios or roles will be recorded in the Club and Committee Charter.
- The Committee will appoint the portfolios for Committee Members on an annual basis at the first Committee meeting after each AGM, and thereafter as required from time to time.
- In allocating portfolios, consideration will be given to diversity, including gender diversity.

#### **(4) Committee Members Eligibility**

- (a) To be eligible to be elected or appointed as a Committee Member a person must:
- not be a current employee of the Club;
  - have obtained and maintained a valid WWC Check and comply with the documentary requirements of the Club's Child Safety Policy, or undertake to do so within seven (7) days of their election or appointment;
  - be over (18) years of age as at the date of their election or appointment – or over (16) years of age with the written consent of their parent or guardian and Committee approval.
- (b) An elected Committee Member must be entitled to vote at a General Meeting of the Club, either in their own right as a Full Member, as a Full Member Nominee, a Life Member or because they hold voting rights pursuant to a new category of Membership created pursuant to Rule 13. An appointed Committee Member need not hold voting rights at the AGM, but will thereafter be awarded Associate Member status until the next AGM.

#### **(5) Nominations for Committee**

- (a) Committee nominations for elected Committee Members shall be called for by the Secretary twenty-one (21) days prior to the AGM.
- (b) Nominations must be:
- in writing on the prescribed form (if any);
  - signed by two Members;
    - certified by the nominee expressing their willingness to accept the position for which they are nominated; and
    - delivered to the Club not less than seven (7) days before the date fixed for the holding of the AGM.

#### **(6) Elections**

- (a) If the number of nominations received for elected positions on the Committee is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all elected vacancies on the Committee, then those nominated shall be declared elected.
- (b) If there are insufficient nominations received to fill all elected vacancies on the Committee, the positions will be deemed casual vacancies under Rule 30(1).
- (c) If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in order drawn by ballot, for each vacancy on the Committee.
- (d) The voting shall be conducted using the "preferential system" where just one ballot is taken of all candidates and preferences distributed until the required number of candidates, obtain a clear majority (50%+1). The voting shall be by secret ballot on papers prepared by the Secretary.

#### **(7) Term of Appointment**

- (a) Subject to this Constitution, Committee Members shall be elected in accordance with this Constitution for a term of approximately 12 months, which shall commence from the conclusion of the AGM at which the election occurred until the conclusion of the next AGM following.

- (b) Any Committee Member vacating their seat as a Committee Member due to serving the end of their term shall be entitled to re-nominate, except as Committee prohibited by Rule 28(8).

**(8) Maximum Continuous Term**

- (a) Following the adoption of this Constitution, no person who has served as a Committee Member for a period of five (5) consecutive full terms (i.e. approx. five (5) years) shall be eligible for election or appointment as a Committee Member until the second annual General Meeting following the date of conclusion of their last term as a Committee Member.

**29. Conflict of Interest**

- (1) A Committee Member who has a material personal interest in a matter being considered at a Committee Meeting must disclose the nature and extent of that interest to the Committee.
- (2) Any payment or benefit proposed to be made to any Member of the Committee for any goods or services provided to the Club for any value over \$1000 (or such other amount as set out in the Club and Committee Charter from time to time), must be:
- (a) the subject of a competitive tender process, involving public advertising or the consideration of at least three tenders as determined by the Committee;
- (b) approved by a 75% majority vote of the Committee Members at a Committee Meeting.
- (3) The Committee Member who has a material interest under Rule 29(1):
- (a) must not be present while the matter is being considered at the meeting; and
- (b) must not vote on the matter.

**Note:**

Under section 81(3) of the Act, if there are insufficient Committee Members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a General Meeting may be called to deal with the matter.

- (4) This Rule does not apply to a material personal interest:
- (a) that exists only because the Member belongs to a class of persons for whose benefit the Club is established; or
- (b) that the Member has in common with all, or a substantial proportion of, the Members of the Club.

**30. Vacancies on the Committee**

**(1) Casual Vacancies**

- (a) Any casual vacancy that occurs in the position of an elected Member may be filled by appointment (approved by a majority vote) by the remaining Committee Members from among appropriately qualified Members.
- (b) Any casual vacancy may only be filled for the remainder of the vacating Committee Member's term under this Constitution.

**(2) Grounds for Termination of Committee Member**

- (a) 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:
- dies;
  - becomes bankrupt or insolvent under administration or makes an arrangement or composition with their creditors generally;
  - becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
  - resigns their office in writing to the Club;
  - is absent without the consent of the Committee from meetings of the Committee held during a period of three (3) months;
  - holds any office of employment with the Club;
  - is removed by Special Resolution; or
  - would otherwise be prohibited from being a Committee Member by law.

**31. Meetings of the Committee**

- (1) The Committee must meet at least six (6) times in each year at such place and such times as the Committee may determine.
- (2) Special meetings of the Committee may be convened by the President of the Club or by any four (4) Committee Members.
- (3) Meetings of the Committee may be conducted in person or electronically whereby each Committee Member is able to hear and be heard by all other Committee Members present. Committee Members present in any such electronic meeting shall be deemed to be physically present for the meeting.
- (4) The Committee may pass a resolution without a Committee Meeting being held if the majority of the Committee Members sign or otherwise approve a document containing a statement that they are in favour of the resolution set out in that document. For this purpose, signatures or approval can be contained in more than one (1) document.
- (5) Staff of the Club may be invited to attend the Committee Meeting by the President where practical (but may not vote).

**32. Notice of Committee Meetings**

- (1) Notice of each Committee meeting must be given to each Committee Member at least five (5) business days before the date of the meeting - together with a proposed agenda and papers as reasonably available.
- (2) Notice must be given to each Committee Member of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

**33. Quorum for Committee Meetings**

- (1) Any five (5) Committee Members constitute a quorum for the conduct of the business of a meeting of the Committee.
- (2) No business may be conducted unless a quorum is present.
- (3) If within half an hour of the time appointed for the meeting a quorum is not present:
  - (a) in the case of a special meeting - the meeting lapses;
  - (b) in any other case - the meeting shall stand adjourned to the same place and the same time and day in the following week.

**34. Presiding at Committee Meetings**

- (1) The President of the Club shall preside as Chairperson at each Committee Meeting.
- (2) If the Chairperson of the Club is absent from a Committee Meeting, or is otherwise unable to preside, the Secretary shall preside as Chairperson, but is absent or otherwise unable to preside, the Committee Members present must select, by majority vote, one of their number to preside as Chair of the Committee meeting.

**35. Sub-Committees**

Subject to its overall supervision, the Committee may delegate the promotion, selection of teams and management of basketball or any other matter to such sub-committees on such terms and conditions as it considers appropriate from time to time. The terms of any such delegation should be set out in the Club and Committee Charter.

**36. Voting at Committee and Sub-Committee Meetings**

- (1) Questions arising at a meeting of the Committee, or at a meeting of any sub-committee appointed by the Committee, shall be determined on a show of hands or verbal affirmation or, if a Member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- (2) Each Committee Member present at a meeting of the Committee, or at a meeting of any sub-committee appointed by the Committee (including the person presiding at the meeting), is entitled to one vote.

- (3) A question, resolution or other related matter arising at any meeting of the Committee, or at a meeting of any sub-committee appointed by the Committee, shall be decided by a majority of votes.
- (4) The Chairperson shall not have a casting vote.

**37. Removal of Committee Member**

- (1) The Members may, by Special Resolution, remove an elected Committee Member from the Committee.
- (2) A Committee Member who is the subject of a proposed resolution referred to in Rule 37(1) may no later than seven (7) days prior to a General Meeting at which a motion for removal is proposed make representations in writing to the Secretary (not exceeding a reasonable length) and may request that the representations be provided to the Members of the Club.
- (3) The Secretary may give a copy of the representations to each member of the Club or, if they are not so given, the Committee Member may require that they be read out at the meeting.

**38. By-Laws and Charters**

- (1) The Committee shall have the power to make by-laws and charters, and issue directives as the occasions may from time to time require, as are in its opinion necessary and desirable for the proper control, administration and management of the Club's affairs, operations, finances, interests, effects and property including (without limitation in relation to the operation of the Committee, the role of Committees) and to amend and repeal those By- laws from time to time.
- (2) Such by-laws and directives shall have full force and effect providing they are not inconsistent with the Rules of the Club.

**39. Minutes of Meetings**

- (1) The Secretary of the Club must keep minutes of the resolutions and proceedings of each General Meeting, and each Committee meeting, together with a record of the names of Committee members and other persons present at Committee meetings.

**40. Funds**

- (1) The Treasurer or otherwise authorised person must:
  - (a) collect and receive all monies due to the Club and authorise all payments made by the Club; and
  - (b) keep correct accounts and books showing the financial affairs of the Club with full details of all receipts and expenditure connected with the activities of the Club.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two persons authorised by the Committee.
- (3) The funds of the Club shall be derived from Fees, entrance fees, subscriptions, sponsorships, fund raising, grants, donations and such other sources as the Committee determines.

**41. Seal**

- (1) The common seal of the Club must:
  - (a) be kept in the custody of the Secretary.
  - (b) not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal must be attested by the signatures either of two members of the Committee.

**42. Notice to Members**

- (1) Except for the requirement in Rule 17, any notice that is required to be given to a Member, on behalf of the Club, under these Rules may be given by:
  - (a) delivering the notice to the Member personally; or
  - (b) sending it by prepaid post addressed to the Member at that Member's address shown in the register of Members; or
  - (c) electronic transmission.

- (2) Where a document is properly addressed, pre-paid and posted, the document shall, unless the contrary is proved, be deemed to have been delivered at the time at which the document would have been delivered in the ordinary course of post.
- (3) Where a document is sent by e-mail or other electronic means it shall be deemed to have been delivered in the ordinary course of time for delivery by that means.
- (4) Where the time for giving notice under these Rules falls on a non-business day, the notice shall be required to be given by the next business day.

**43. Custody and Inspection of Books and Records**

- (1) Except as otherwise provided in this Constitution, the Secretary must keep in their custody or under their control all books, documents and securities of the Club.
- (2) All accounts, books, securities and any other relevant documents of the Club (other than Member contact details) must be available for inspection free of charge by any Member upon request.
- (3) A Member may make a copy of any accounts, books, securities and any other relevant documents of the Club unless to do so would breach a requirement of confidentiality in contract or at law or would breach a provision of privacy legislation or compromise the privacy of any person.

**44. Indemnity for Committee Members**

- (1) To the extent permitted by law (and in addition to any statutory indemnity under the Act) every Committee Member (and former Committee Member) of the Club shall be indemnified by the Club to the extent of any Insurance that covers the Club and its Committee Members against such costs, expenses and liabilities incurred by that Committee Member (or former Committee Member) as provided for in that Insurance (if any). However, no such Committee Member (or former Committee member) shall be indemnified unless:
  - (a) it is in respect of a liability to another person (other than the Club or a related body corporate to the Club) where the liability to the other person does not arise out of conduct involving criminal conduct or a lack of good faith or a wilful breach or neglect of duty in relation to the Club by that Committee Member;
  - (b) the liability (i.e. costs, expenses and liabilities) and the extent of any liability is covered by the Insurance policy; and
  - (c) the Committee Member complies with any requirements of that Insurance policy.

**Note:**

Under section 87 of the Act as at February 2021, an incorporated association must indemnify each of its office holders against any liability incurred in good faith by the office holder in the course of performing his or her duties as an office holder.

**45. Procedural Irregularities**

- (1) No decision of the Club or its Committee or sub-committees 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 detriment as a result of that failure to give proper notice or irregularity in procedure.
- (2) The Club or its Committee or sub-committees 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.

**46. Unforeseen Matter**

- (1) Should any matter arise for which provision has not been made in the Constitution, the Club or the Committee shall take such action as is necessary to protect the interests of the Club.

**47. Winding up and Cancellation**

- (1) The Club may be wound up voluntarily by Special Resolution.

- (2) In the event of the winding up or the cancellation of the incorporation of the Club, the surplus assets of the Club must not be distributed to any Members or former Members of the Club.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Club and which is not carried on for the profit or gain of its individual members decided by Special Resolution.

**Approved at AGM 16 March 2021**