

CONSTITUTION

OF

BASKETBALL

MOUNT GAMBIER

INCORPORATED

Constitution of Basketball Mount Gambier Incorporated

Clause No.	Description	Page No.
1.	Name of Association	3
2.	Purposes of Association	3
3.	Powers of Association	3
4.	Property of Association	4
5.	The Board	4
6.	Membership	5
7.	Committees	6
8.	Board Meetings	7
9.	Board Business	8
10.	President	8
11.	Secretary	9
12.	Treasurer	9
13.	Clubs of the Association	9
14.	Annual General Meeting	9
15.	Special General Meeting	10
16.	Notice of General Meeting	10
17.	General Meeting Procedures	10
18.	Auditors	11
19.	Common Seal	11
20.	Rules	11
21.	Altering this Constitution	11
22.	Winding Up	11
23.	Indemnity	11
24.	No Liability	11
25.	Interpretation	11

1. Name of Association

The Association is called BASKETBALL MOUNT GAMBIER Incorporated

2. Purposes of the Association

The purposes of the Association are:

- 2.1. To promote sport, social and recreational activities on behalf of the members of the Association and to provide proper facilities for the enjoyment of those activities by members of the Association.
- 2.2. To establish or incorporate such other bodies, associations or corporations as may be necessary or desirable to give effect to the purposes expressed herein.
- 2.3. To promote in particular the game of basketball.
- 2.4. To acquire property including leasehold and freehold property and to arrange for its proper use by members of the Association.
- 2.5. To sell or otherwise dispose of property as shall no longer be required for the purpose of the Association.
- 2.6. To acquire money and disburse same in the payment of liabilities for and on behalf of the Association.
- 2.7. To obtain a licence to sell liquor pursuant to the Licensing Act as amended or any other Act for the time being in force.
- 2.8. To raise money for the purposes of the Association by means of mortgage, debenture, overdraft, unsecured loans or otherwise in such manner and upon such terms as the Association shall from time to time think fit.
- 2.9. To layout, construct, furnish and maintain basketball courts and any other buildings or other works necessary or convenient for the purposes of the Association.
- 2.10. To do other things incidental to the above purposes as the Association to the Board thinks fit.

3. Powers of the Association

The powers of the Association are:

- 3.1 To seek or receive membership fees, donations, gifts and property of any kind.
- 3.2 To publish periodicals, reports or other documents.
- 3.3 To provide education and disseminate literature relating to the Association or its purposes.
- 3.4 To assist in setting up any body having similar or related purposes.
- 3.5 To join or cooperate with any other body in order to further any purpose of the Association.
- 3.6 To contribute to anybody, or support any body, with the purpose of a social, educational, benevolent, patriotic or charitable nature.
- 3.7 To set up endowments, scholarships, bursaries and educational grants.
- 3.8 To arrange and provide recreation and other activities for members.

- 3.9 To deal with property of all kinds and in any manner.
- 3.10 To enter into any arrangement.
- 3.11 To invest any property of the Association in any manner.
- 3.12 To borrow money on any terms, operate bank accounts and give any security.
- 3.13 To carry on any business or legal proceedings.
- 3.14 To pay any expense.
- 3.15 To engage and dismiss employees.
- 3.16 To administer any property held on trust.
- 3.17 To do all such other acts and things to further the purposes of the Association as the Association or the Board thinks fit.
- 3.18 To do anything else that the Association or Board decides.

4. Property of the Association

- 4.1 All income and assets of the Association shall be applied exclusively to the promotion of its purposes and no portion shall be paid or distributed directly or indirectly to the members of the Association except as bona fide remuneration for services rendered or expenses incurred on behalf of the Association.
- 4.2 This does not restrict the payment in good faith of:
 - 4.2.1 Reasonable remuneration to any officer or member of the Association for services actually rendered.
 - 4.2.2 Reasonable rental for property let or hired to the Association by a member, or
 - 4.2.3 Any payment incidental to the Association's activities provided it is consistent with the Association's purposes.

5. The Board

- 5.1 The affairs of the Association shall be managed by a board to be called "The Board of Management"
 - 5.1.1 All members of the Board of Management must be financial members of the Association within one month of becoming a Board member.
- 5.2 The Board of Management of Basketball Mount Gambier Inc is to comprise 2 persons per Club and a maximum of 3 appointed members.
- 5.3 The Board shall annually appoint two of its numbers to be President and Treasurer.
- 5.4 No employee or paid servant of the Association deriving the majority of their gross annual income from the club shall be eligible for election or appointment to the Board of Management
- 5.5 Club representatives of the Board of Management are appointed at the Annual General Meeting.

- 5.6 Written nominations for up to a maximum of three elected independent members of the Board must be signed by at least two adult financial members of the Associations. An independent board nomination can be submitted at any time to the Board of Management and at the next available meeting, the Board of Management shall vote accordingly.
- 5.7 Written notification of club representatives on the Board of Management must be on official club letterhead and be received at the Association office not less than seven days prior to an Annual General Meeting.
- 5.8 With the exception of those members referred to in clause 5.4 any member of the Association can nominate for election or be appointed by a club to the Board of Management in accordance with clauses 5.6 and 5.7.
- 5.9 The Board may fill any casual independent vacancy on the Board, including a vacancy remaining after the Annual General Meeting.
- 5.10 The relevant club will be responsible for filling any casual club vacancy on the Board.
- 5.11 The Board may, by special resolution, remove any Board member who has:
- 5.12.1 contravened this Constitution or
 - 5.12.2 neglected to carry out their duties under this Constitution or
 - 5.12.3 been absent for two consecutive Board meetings without the consent of the Board or
 - 5.12.4 committed an act of bankruptcy as described in the Bankruptcy Act.
- 5.13. A removed Board member may appeal to a General Meeting of the Association. They will be reinstated if the General Meeting votes for reinstatement.

6. Membership

Membership of the Association shall be divided into the following categories:

- Life Members
- Playing Members
- Ordinary Members
- Honorary Members

- 6.1 Life Members shall during the continuance of their life and membership have all the privileges of members. Any member nominated and seconded by two clubs, and if recommended to the Annual General Meeting by the Board in consideration of any special service rendered to the Association or in the advancement of the game of basketball shall, if such nomination is approved at the Annual General Meeting of the Association held following such nomination, become a life member of the Association.
- Life members shall be exempted from payment of all subscriptions to the Association.
- The number of Life Members appointed should not exceed two in any one year.
- Life Members may be elected at the Annual General Meeting by a two thirds majority vote of those present.

- a) Playing Members of the Association shall be those players who have paid their registration money and are properly registered in accordance with Association rules.
- b) Ordinary Members shall be nominated and such nomination approved by the Board and shall be subject to an annual subscription. All subscriptions shall become due on the first day of December in any membership year and shall be payable no later than the 30th December in that year.
- c) Honorary Members:
 - The players of any other club affiliated with the Basketball Association of South Australia who visit the Association on any day for the purpose of playing against the Association shall be honorary members of the Association for that day.
 - The officials of a club referred to above shall be honorary members of the Association for that day provided that the maximum number of such officials shall not exceed ten (10).
 - The Board and/or President shall have the power to elect as honorary members for any period not exceeding one month any person who is a members of an interstate club which is visiting Mount Gambier.
Honorary members shall enjoy all the privileges of full members except they shall not be:
 - a) eligible to be elected as members of the Board
 - b) entitled to vote on any issue
 - c) entitled to receive any notice required to be given to full members
 - d) entitled to introduce visitors
 - e) liable to pay any subscription.
- d) A company may be a member but it must nominate a natural person to be its representative from time to time. Such nominee is treated as if a member in their own right for voting and committee appointment purposes.
- e) A member may resign at any time by notice in writing to the Secretary. No membership fees are refundable upon resignation.
- f) The Board may:
 - 6.7.1 reprimand a member
 - 6.7.2 suspend the membership of a member or
 - 6.7.3 cancel the membership of a member.
- g) Membership does not give any right or interest in any property of the Association.
- h) No member is liable to contribute to any liabilities of the Association or any costs of winding it up.

7. Committees

- 7.1 There is no limit on the number of Committees which may be from time to time recognised by the Board and in existence at any one time. The composition of any new committees shall be structured in the spirit of clause 7.11.
- 7.2 Committees shall be working groups which are formed in accordance with the provisions of this Constitution and may consist of the Committees listed in sub-clause 7.3 and additional sub-committees established in accordance with the provisions of this clause.

- 7.3 Founding Committees are:
- Club Competition
 - Town Teams
 - Facilities
 - Referees
 - Pioneers
- 7.4 The Board may from time to time establish additional Committees in its absolute discretion.
- 7.5 The Board may at any time in its absolute discretion withdraw its recognition of a Committee and upon withdrawal of such recognition the Committee shall immediately cease to have the recognition of Committee accorded to it in accordance with the provisions of this constitution and thereupon shall cease to hold the powers, functions, rights, duties and responsibilities of a Committee as set out in this constitution.
- 7.6 Committees shall keep proper minutes of all their meetings and shall forward a copy of such minutes to the Secretary of the Board within one week of the date of the meeting.
- 7.7 A quorum of the Club Competition, Town Team and Facilities Committee shall be representatives from four clubs.
- 7.8 A quorum of all other committees shall be half plus one.
- 7.9 Clubs shall be entitled to appoint a proxy to attend any committee meeting and that person shall be entitled to attend and vote at the meeting.
- 7.10 Each Committee shall formulate its own Strategic Action Plan in which each Committee is to formulate its desired objectives for the following financial year and a copy of this document is to be forwarded to the Board prior to the 30th October each year for consideration for incorporation within the Board's overall Strategic Planning process.
- 7.11 Each Committee shall prepare a draft budget, consistent with its Strategic Action Plan and stated objectives, for the following financial year and forward a copy of this to the Board prior to the 30th October each year for consideration for inclusion in the overall Association Budget.
- 7.12 Committees are to operate within the Board Approved Strategic Plan and Operating Budget.
- 7.13 Committee membership shall be determined by the relevant Committee with the exception of the following:-
- The Board shall nominate one Board member as its representative on each Committee. Such Board member will have no voting rights.
 - The Club Competition, Town Team and Facilities Committees shall comprise at least one representative from each club on each of these committees. In the case of voting each club shall have one vote only per club.
- Committee membership shall be notified in writing to the Board by the Committee.
- 7.14 Any two clubs may call a meeting of any committee and the committee must meet within seven calendar days of notification to the Chairperson.

8. Board Meetings

- 8.1 The Board will meet as and when they deem it necessary. However a minimum of two meetings must be held per year, one prior to each season. If two Board members call a meeting, the Board must meet as soon as practicable
- 8.2 Notice of a Board meeting may be given at a previous meeting or by facsimile transmission or post, or by telephone or other personal notification.
24 hours' notice is sufficient.
Any notice by post is deemed given the day after posting.
- 8.3 A Board meeting is convened for any period when a quorum of Board members are actually in touch with each other by telephone or video conference facility.
- 8.4 A quorum of the Board consists of four Board members.
- 8.5 Any Board member, including the President has one vote on any motion or matter for decision.
Likewise a Board member is deemed present at a Board meeting if they take part in the meeting via a telephone call or video conference facility.
- 8.6 Any motion set out in a document signed by all Board members is deemed to have been passed at a duly convened meeting.
In the case of an equality of votes, the President does not have a costing vote and the motion must be declared lost
- 8.7 A board member must disclose any financial interest in any contract or proposed contract with the Association.
- 8.8 No Board member may take part in any decision about any contract or proposed contract in which they have a financial interest.

9. Board Business

- 9.1 The board is responsible for the administration of the Association. It must also carry out any decisions of a General Meeting.
- 9.2 The Board may delegate any of its functions to any particular Board member or members.
- 9.3 It may also establish Committees to carry out any of its functions.
- 9.4 Any person including a non-member may be a member of a Committee.
- 9.5 At least one Board member must be a member of each Committee.
- 9.6 The Board shall determine Annual Membership fees prior to the 30th November each year.

10. President

- 8.1 The President is the Chair of all meetings of the Association and the Board.
- 8.2 In the absence of the President, those present may elect one of their number to be the chair.
- 8.3 The Chair's ruling on any matter of meeting procedure is final and binding on the meeting.

11. Secretary

- 11.1 The Secretary of the Board may be an officer of the Board or a person appointed ex officio to the job of Secretary of the Board.
- 11.2 The Secretary shall be the Public Officer.
- 11.3 The Secretary must-
 - Carry out all secretarial functions for the Association.
 - Give all notices that may be required under the Constitution.
 - Generally carry into effect the directions of the Board.
- 11.4 The Secretary must keep accurate minutes of the meetings and decisions of the Association and the Board.

12. Treasurer

- 12.1 The Treasurer must-
 - Control all funds of the Association.
 - Ensure all funds received are paid into an Association bank account as soon as practicable after receiving them.
 - Ensure the Associations debts are paid as they become due.
- 12.2 The Treasurer must ensure accurate records are kept of all financial affairs, money matters and fund raising activities of the Association.
- 12.3 All Association cheques must be signed by the Treasurer and on other Board member or paid employee approved for that purpose by the Board.
- 12.4 The Treasurer must submit to the Board regular statements of the financial position of the Association.
- 12.5 The Treasurer must present the Association's financial statements at the Annual General Meeting.

13. Clubs of the Association

- 13.1 The following are the clubs of the Association-
 - Bulldogs
 - Cougars
 - Panthers
 - Roos
- 13.2 A Club may be admitted to or excluded from the Association by a resolution carried at a special general meeting.
- 13.3 All members of clubs shall be registered with the Association.
- 13.4 No person shall be eligible to play in any competition conducted by, or under the jurisdiction of the Association unless they are so registered and all such fees in respect of such member have been paid.

14. Annual General Meeting

- 14.1 The Annual General Meeting will be held once each year at a time and place fixed by the Board.
- 14.2 Each Annual General Meeting must deal with the following matters and no other matters-
- To receive apologies
 - To confirm the minutes of the previous Annual General Meeting and any intervening general meeting.
 - To receive the President's report
 - To receive and if decided, accept the Association's annual financial statements
 - To elect a patron of the Association
 - To deal with any other matter notified in the notice of meeting.
- 14.3 A quorum shall comprise fifteen financial members.

15. Special General Meeting

- 15.1 A special general meeting of members must be called by the Secretary following:-
- A resolution to that effect of the Board or the Annual General Meeting.
 - Receipt of a written request from the Secretaries of not less than three of the clubs entitled to appoint members to committees.
 - Receipt of a request signed by not less than ten adult financial members.
- 15.2 Within fourteen days of any of the above events, the Secretary must give notice of the special general meeting.
- 15.3 The notice must state the matters to be dealt with at the meeting.
- 15.4 No other matters may be dealt with at the meeting.

16. Notice of General Meeting

- 16.1 Notice of any general meeting may be given to members-
- In any Association newsletter.
 - By individual written notice posted to each member.
 - By notice put up at any premises used or occupied by the Association or
 - In any manner fixed by the Board.
- 16.2 At least ten days' notice of any general meeting must be given, and for this purpose notice by post is deemed given the day after posting.
- 16.3 The provisions of this clause need not be complied with if the Secretary signs a declaration that they believe that by the time of the meeting at least 90% of members are aware of the fact, date, time and place of the meeting.

17. General Meeting Procedure

- 17.1 Subject to the next sub-clause, the quorum for a general meeting is not less than 15 members, or one third of the members, whichever is less.
- 17.2 If a quorum is not present at any meeting within 30 minutes of the commence time, the chair must adjourn the meeting for not less than 7 days.
Those members present at the adjourned meeting time constitute a quorum.
- 17.3 Voting at general meetings will be by show of hands. However if the Chair, or 5 or more members, require it, the vote will be by poll.
- 17.4 Each member including the chair, has one vote on any motion or matter for decision.
In the case of an equality of votes, the Chair does not have a casting vote and the motion must be declared lost.

18. Auditors

- 18.1 The Board may appoint and remove auditors to audit the Association's annual financial statements, or for any other purpose.
- 18.2 The auditors have the power to call for any Association books or records at any time.

19. Common Seal

- 19.1 The common seal of the Association may only be used with the authority of the Board.
- 19.2 Every document to which the seal is affixed must be signed by two Board members.

20. Rules

- 20.1 The Board may make, alter or rescind rules relating to the Association and its members.
- 20.2 However no such rule may be inconsistent with this constitution.
- 20.3 A rule has the like force as if it was part of this constitution.

21. Altering This Constitution

This constitution may be altered or replaced at any time by a special resolution of a general meeting.

22. Winding Up

- 22.1 The Association may be wound up at any time by a special resolution of a general meeting.
 - a) Where the rules of the association provide for the membership of the association – a resolution passed at a duly convened meeting of the members of the

association if –

- i. At least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all members of the association; and
- ii. It is passed at a meeting referred to in this paragraph by a majority of not less than three quarters of such members of the association as, being entitled to do so, vote in person or, where proxies are allowed, by proxy, at the meeting.

22.2 Upon winding up, any surplus assets after payment of liabilities shall be paid and applied by the organization in accordance with its powers to any organization which has similar objects and which has rules prohibiting the distribution of its assets and income to its members.

23. Indemnity

Each Board member is indemnified by the Association against loss, damages and expenses paid or incurred by them as a Board member in the proper exercise of their duties.

24. No Liability

No member or Board member is liable for-

- The errors or defaults of any other member or Board member,
- Any defect of title to any property acquired by or on behalf of the Association,
- Any loss or damage arising from the insolvency or tortuous act of any person controlling any property of the Association or
- Any other loss or damage to the Association,

Unless due to the default of the member or Board member.

25. Interpretation

“Special Resolution” means a motion supported by three quarters of those present at the meeting.