



# **Latrobe Basketball Association Inc.**

ABN 79 616 629 760

## **CONSTITUTION**

As at 29 August 2021

## REVISIONS

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## DISTRIBUTION

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# CONSTITUTION

## 1. ASSOCIATION

- 1.1 The name of the Association shall be the Latrobe Basketball Association Incorporated (herein called "the Association").
- 1.2 The office of the Association shall be at the Youth Centre, Cotton Street, Latrobe in Tasmania or such places as the Board may, from time to time, determine.
- 1.3 The colours of the Association shall be royal blue and red.
- 1.4 Aligned with the logo and emblem of the Demons
- 1.5 The Association shall affiliate with Basketball Tasmania or other body recognised for the time being by Basketball Australia, or its successor, as the controlling body in Tasmania of the game for such period of time as the Association from time to time determines.
- 1.6 Except for player registrations and clearances, failure by the Association to follow the timeframes as outlined in the Constitution & By-laws does not void any procedures, processes, appointments, agreements or Contracts as they shall remain valid until such time as the Association either deals with it or voids it.

## 2. OBJECTIVES

- 2.1 The basic objectives of the Association shall be:
  - 2.1.1 To promote and foster the game of basketball.
  - 2.1.2 Provide facilities and amenities for the benefit of its members and visitors to its premises and general Latrobe Municipality.
- 2.2 Other objectives of the Association include:
  - 2.2.1 Purchase, taking on lease or in exchange, and the hiring or otherwise, acquiring of any real or personal property.
  - 2.2.2 Buying, selling and supplying of, and dealing in, goods of all kinds.
  - 2.2.3 Construction, maintenance, and alteration of buildings or works.
  - 2.2.4 Accepting of any gift, whether subject to a special trust or not.
  - 2.2.5 Taking of such steps from time to time as the Board or the members in a General Meeting may deem expedient for the purpose of procuring contributions to the funds of the Association, whether by way of donations, subscriptions, or otherwise.
  - 2.2.6 Printing and publishing of such newspapers, periodicals, books, leaflets, or other documents as the Board or the members in a General Meeting may think desirable.
  - 2.2.7 Borrowing and raising monies in such a manner and on such terms as the Board may think fit or as may be approved or directed by Resolution passed at a Board Meeting.
  - 2.2.8 Subject to legal requirements, the investment of any monies of the Association not immediately required for any of its objectives or purposes in such manner as the Board may from time to time determine.
  - 2.2.9 Establishment and support, or aiding in the establishment or support, of any other association.
  - 2.2.10 Doing of all such other lawful things as are incidental or conducive to the attainment of the basic objectives of the Association.

## 3. MEMBERSHIP

- 3.1 Membership of the Association shall consist of:
  - 3.1.1 Patron
  - 3.1.2 Life Members
  - 3.1.3 Financial members
- 3.2 A person who is nominated and approved for membership as per Clause 4 is eligible to be a member of the Association on payment of the annual subscription.
- 3.3 The annual membership subscription shall be set by the Board at the AGM.
- 3.4 Life Members have automatic membership and are not required to pay an annual subscription.

#### **4. FINANCIAL MEMBERS**

- 4.1 Anyone applying for membership of the Association shall pay the nominated membership fee through the Sports TG Database.
- 4.2 Once registered on Sports TG the applicant must be formally approved the Board before becoming a Member of the Association.
- 4.3 The rights of a Member as such shall be personal and shall not be transferable and shall cease upon his/her death or when the Board determines.

#### **5. RESIGNATION OF MEMBERS**

- 5.1 A Member of the Association may, at any time, resign from the Association by written notification to the Public Officer.
- 5.2 Upon receipt of a notice of resignation the Public Officer shall remove the name of the Member from Sports TG.

#### **6. EXPULSION OF MEMBERS**

- 6.1 The Board may expel a member from the Association if, in the opinion of the Board, the Member has been guilty of conduct detrimental to the interest and standing of the Association.
- 6.2 The expulsion of a Member pursuant to Clause 6.1 does not take effect:
  - 6.2.1 Until the expiration of fourteen (14) days after the service on the Member of a notice under Clause (3).
  - 6.2.2 If the member exercises his right of appeal, until the conclusion of the Special General Meeting convened to hear the appeal, whichever is the later date.
- 6.3 Where the Board expels a Member from the Association, the Public Officer of the Association shall, without undue delay, cause to be served on the Member a notice in writing:
  - 6.3.1 Stating that the Board has expelled the Member.
  - 6.3.2 Specifying the grounds for the expulsion.
  - 6.3.3 Informing the Member that if he so desires he may, within fourteen (14) days after the service of the notice on him, appeal against the expulsion as provided in Clause 6.4.
- 6.4 A Member of whom a notice under Clause 6.3 is served may appeal against the expulsion to a Special General Meeting by written request to the Public Officer of the Association, within fourteen (14) days after the service of that notice.
- 6.5 Upon receipt of a request under Clause 6.4, the Public Officer shall notify the Board of its receipt and the Board shall convene a Special General Meeting within twenty-one (21) days after the date on which the request is received by the Public Officer.
- 6.6 At a Special General Meeting convened for the purpose of Clause 6.5:
  - 6.6.1 No business other than the question of the expulsion shall be transacted.
  - 6.6.2 The Board may place before the meeting details of the grounds of the expulsion and the Board's reasons for the expulsion.
  - 6.6.3 The expelled Member shall be given an opportunity to be heard.
  - 6.6.4 The Members present shall vote by secret ballot on the question whether the expulsion should be lifted or confirmed. Two (2) Members shall be appointed to conduct the ballot and destroy the ballot papers once the ballot is finished.
- 6.7 If at the Special General Meeting a majority of the Members present vote in favour of the lifting of the expulsion, the expulsion shall be deemed to have been lifted and the expelled Member is entitled to continue his membership of the Association.
- 6.8 If at the Special General Meeting a majority of the Members present vote in favour of the expulsion the Member ceases to be a member of the Association.

#### **7. THE BOARD**

- 7.1 Subject to any directions, special or general, of the Annual or of a Special General Meeting, and to any delegation of powers to any duly appointed Committee, the general management and control of the Association shall be vested in the Board.
- 7.2 The Board shall consist of - President, Vice President, Administration Director, Finance Director, Hospitality Director, Sponsorship & Marketing Director, Operations Director. Roles & Responsibilities are as outlined in the Association's Board Member Manual.

- 7.3 A Director shall, subject to Sections 5, 6 and 9, be elected for two (2) year terms at the Annual General Meeting.
- 7.4 The Board configuration shall be such as to ensure that approximately half the Directors rotate out each year.
- 7.5 Directors are eligible for re-election when their term expires.
- 7.6 The Board reserves the right to dismiss or suspend any Director from attending meetings for a period of time they deem necessary for any misconduct as per Clause 6.1 or 9.1.7.
- 7.7 If the majority of the Directors are not present, the Board shall not make any decisions, except for the purpose of filling vacancies.

## **8. ELECTION OF BOARD**

- 8.1 A nomination of a person to be a Board Director of the Association shall be:
  - 8.1.1 Made in writing on the Nomination Form and signed by two (2) Members of the Association and accompanied by the written consent of the nominee.
  - 8.1.2 Lodged with the Public Officer of the Association at least ten (10) days before the date fixed for the holding of the Annual General Meeting.
- 8.2 Within fourteen (14) days after the receipt of a nomination, the Public Officer shall refer the nomination to the Board.
- 8.3 If insufficient nominations are received to fill all vacancies on the Board, the nominees shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.
- 8.4 If the number of nominations received is equal to the number of vacancies to be filled, the nominees shall be deemed to be elected.
- 8.5 If the number of nominees exceeds the number of vacancies to be filled, a ballot shall be held as per Clause 13.
- 8.6 In case of a tie (after a count-back) for any Board Director position the election shall be decided by drawing lots.
- 8.7 The Board may fill casual Board vacancies and that person shall hold office until the conclusion of the next Annual General Meeting.

## **9. TERMINATION OF BOARD DIRECTORS**

- 9.1 The office of a Director of the Association becomes vacant if the Director:
  - 9.1.1 Dies.
  - 9.1.2 Becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his creditors, or makes any assignment of his estate for their benefit.
  - 9.1.3 Becomes medically unable to fulfil the requirements of the role.
  - 9.1.4 Resigns his office formally to the Board.
  - 9.1.5 Fails, without leave granted by the Board, to attend three (3) consecutive scheduled Board meetings.
  - 9.1.6 Ceases to be a Member of the Association.
  - 9.1.7 Be expelled as a member of the Association as per Clause 6.

## **10. POWERS OF THE BOARD**

- 10.1 In furtherance and not in limitation of the general powers conferred or implied in this Constitution, the Board may exercise and perform the following powers and duties:
  - 10.1.1 Establish banking facilities in the name of the Association into which all moneys received shall be paid by the Finance Director.
  - 10.1.2 Pay costs, charges and expenses, preliminary and incidental, to the promotion, formation, establishment and registration of the Association.
  - 10.1.3 Take all steps and proceedings and do all acts and things they may consider advisable for carrying into effect the Objectives of the Association as per Clause 2.
  - 10.1.4 Appoint, remove or suspend, such Committees and personnel as required.
  - 10.1.5 Determine, for those mentioned in Clause 10.1.4, their duties, authority and remuneration.

- 10.1.6 By a two-thirds majority of those present and eligible to vote, amend or vary any of the provisions relating to the employment of its employees.
- 10.1.7 By a by two-thirds majority of those present and eligible to vote, make, vary and repeal, any Guidelines for governing the Association.
- 10.1.8 Negotiate, vary, execute and rescind contracts, agreements, licences and insurances on behalf of the Association.
- 10.1.9 By a by two-thirds majority of those present and eligible to vote, exercise all or any of the powers of the Association as to the appointment of Trustees, or new Trustees, or as to any trusts accepted or created by the Association.
- 10.1.10 Enter into agreements with other kindred bodies for mutual co-operation in advancing all or any of the objectives of the Association.
- 10.1.11 Members of the Board, may enter into direct contractual relations with the Association if the Board, by a by two-thirds majority of those present and eligible to vote, approves of the transaction.
- 10.1.12 A Resolution in writing signed by all the Members of the Board shall be as valid and effectual as if it had been passed at a meeting duly called and constituted and any such Resolution shall be recorded in the Minutes of the Association as a Resolution passed under this Clause.

## **11. DISCLOSURE OF INTEREST**

- 11.1 A Director of the Association who is interested in any contract or arrangement made or proposed to be made with the Association is to disclose the interest:
  - 11.1.1 At the first meeting of the Board at which such contract or arrangement is first taken into consideration, if the interest then exists.
  - 11.1.2 At the first meeting of the Board after the acquisition of the interest.
- 11.2 If a Director becomes interested in such contract or arrangement after it is made or entered into they are to disclose the interest to at the next meeting of the Board.
- 11.3 A Director is not to be present or vote as a member of the Board in respect of any such contract or arrangement in which they are interested.

## **12. MEETINGS**

- 12.1 All meetings of the Association shall be held at the Association's Headquarters or at such other places as the Board or Committee may from time to time appoint.
- 12.2 Formal notice of each meeting shall be served on each member entitled to attend, by delivering it to him at a reasonable time [normally seven (7) days] before the meeting. The accidental omission to give or non-receipt of any such notice to or by any person shall not invalidate any Motion or Resolution passed at the meeting to which the notice related.
- 12.3 The President shall chair all meetings at which he is present. If the President has notified his inability to attend, or if at the expiration of fifteen (15) minutes from the appointed time for any meeting he is not present, the Vice-President shall be the Chairperson. In the absence of a Director the meeting shall elect a Chairperson.
- 12.4 No business shall be transacted unless a quorum is present and if within fifteen (15) minutes of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned unless the meeting is a Special General Meeting, in which case it lapses.
- 12.5 Employees of the Association shall have the right to attend and speak but shall be excluded from voting.
- 12.6 The Chairperson of a meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 12.7 Where a meeting is adjourned for fourteen (14) days or more, the same notice of the adjourned meeting shall be given as in the case of the original meeting.

### **13. VOTING AT MEETINGS**

- 13.1 Only members who are eighteen (18) years or older shall be entitled to vote.
- 13.2 A question arising at a meeting of the Association shall be determined on a show of hands and if a poll on any question is demanded it shall be taken at the meeting in such manner as the Chairperson may direct, and the result of the poll shall be deemed to be the resolution of the meeting on that question.
- 13.3 The Chairperson shall determine if a secret ballot is required. If so then two (2) members shall be appointed to conduct the ballot and destroy the ballot papers once the ballot is finished.
- 13.4 Upon any question arising at a meeting of the Association, a member has one vote only.
- 13.5 All votes shall be given personally.
- 13.6 The Chairperson shall have a deliberate vote only.
- 13.7 If the vote is tied then the motion/recommendation is deemed to be lost except as in Clause 8.6

### **14. GENERAL MEETINGS**

- 14.1 The Public Officer of the Association shall, at least fourteen (14) days before the date fixed for holding a General Meeting of the Association, advertise the place, day, and time for the holding of the meeting, and the nature of the business to be transacted.
- 14.2 Five (5) members personally present and entitled to vote constitute a quorum for a General Meeting.

### **15. BOARD MEETINGS**

- 15.1 The Board shall meet at least three (3) times a year or at such times as the Board directs.
- 15.2 A majority of those entitled to attend and vote shall constitute the quorum.
- 15.3 Board Meetings may be called by the President, or not less than two-thirds of Board members by a circular to all Directors entitled to be present not less than seven (7) calendar day's notice stating the date and place of such meeting and the nature of the business to be transacted.
- 15.4 Unless otherwise agreed to by a two-thirds majority of those present and eligible to vote the business of the General Meeting shall be as per the circulated Agenda.
- 15.5 At the second Board Meeting after the Annual General Meeting, the following shall be included in the Agenda:
  - Approve the Budget
  - Approve the Meeting/Events Schedule
- 15.6 Existing structures shall remain in place until otherwise changed by the Board.
- 15.7 The Administration Director, with the consent of the President, may circulate a recommendation or motion to the Board Directors for a timely response without any meeting being held. Such decision shall operate as a Resolution of the Board and shall be recorded in the next set of relevant Minutes.

### **16. ANNUAL GENERAL MEETINGS**

- 16.1 The Annual General Meeting shall be held no later than the end of August in each year unless otherwise agreed to by the Board.
- 16.2 The persons entitled to attend and vote at Annual General Meetings shall be:
  - Board Directors – must be a financial member
  - Life Members
  - Patron
  - Financial members
- 16.3 Six (6) people personally present and entitled to vote constitute a quorum for an Annual General Meeting.
- 16.4 The business of the Annual General Meeting (unless otherwise agreed to by a by two-thirds majority of those present and eligible to vote) shall be as per the circulated Agenda.



## **17. SPECIAL GENERAL MEETINGS**

- 17.1 Special General Meetings may be summoned by the direction of the President, or two (2) Board Directors, or six (6) members.
- 17.2 The Administration Director, within twenty-one (21) days of receipt of a requisition in writing stating the purposes for which the meeting is required, shall notify all members entitled to be present stating the particular business to be transacted seven (7) calendar days before the meeting.
- 17.3 Those entitled to attend and vote shall be as defined for Annual General Meetings.
- 17.4 Six (6) members personally present and entitled to vote constitute a quorum for a Special General Meeting of the Association.

## **18. PUBLIC OFFICER**

Unless otherwise decided by the Board, the Administration Director of the Association shall act as Public Officer of the Association and shall be responsible for the carrying out of all duties required by law as well as any duties the Board may from time to time direct.

## **19. LIFE MEMBERSHIP**

- 19.1 Criteria
  - 19.1.1 Length of Active Membership: While there is no minimum period of membership, a period of at least 10 year's active membership (not necessarily consecutive) is an indicator of a long-term commitment.
  - 19.1.2 Positions Held and Length of Time: The nominee should be able to demonstrate a significant contribution to the running of the Association over a majority of years
  - 19.1.3 Players who have played 200 senior NWBU games for the Association or coaches who have coached 200 senior NWBU games for the Association or a combination of the two shall be considered for Life Membership upon attaining their 200 game milestone. Games played and coached at the same time may only be counted as one game.
- 19.2 Selection Process
  - 19.2.1 The nominator, who must be a member of the Association, is to provide a written submission addressing how the nominee measures up to the criteria. The submission is to be lodged with the President and may be received at any time during the year BUT no later than 30 June.
  - 19.2.2 A maximum of two ordinary members Life Membership's may be granted per year, unless otherwise approved by the Board.
  - 19.2.3 The President shall convene a meeting all Life Members to discuss the submission/s and make a recommendation to the Board. Postal voting is an option for those unable to attend.
  - 19.2.4 The Life Memberships will be announced and presented by the Life Members at the Annual Dinner.
  - 19.2.5 Life Members shall be entitled to free membership of the Association, free entry to all games hosted by the Association and other benefits as determined by the Board.

## **20. INCOME AND PROPERTY OF THE ASSOCIATION**

- 20.1 The income of the Association shall consist of:
  - 20.1.1 All registration, appeals, protest, fines and other fees.
  - 20.1.2 Gross receipts from or in connection with any Association game, function, sponsorship or donation.
- 20.2 The Board may enter into such financial arrangements with any Basketball authority or authorities as it may deem advisable as to sharing gate receipts with such authority or for the payment by or to the Association of a fixed sum in lieu of a share of gate receipts in relation with any game arranged by the Board and such authority.
- 20.3 The Board shall have power at any time to make equal levies or calls upon the members of the Association in order to meet the Association liabilities and each Association member shall be responsible for the payment of such levy within fourteen (14) calendar days.

#### 20.4 Reserve Fund:

The Board shall establish a fund with sufficient funds to:

20.4.1 Replace the Association's assets as determined by the Depreciation Schedule.

20.4.2 Cover contingencies as determined by the Board.

#### 20.5 The Board shall cause true accounts to be kept of:

20.5.1 Assets of the Association.

20.5.2 Sums of money received and expended by the Association and the matters in respect of which such receipt and expenditure take place.

20.5.3 Credits and liabilities of the Association.

20.6 At the Annual General Meeting the Board shall present a duly audited set of financial statements for approval accompanied by a report from the Board on the general state of the Association.

20.7 The Financial Year of the Association shall commence on the first (1) day of October and end on the thirtieth (30) day of September the following year.

20.8 The Board shall comply with the provisions of Corporations Law.

### 21. AUDIT OF ACCOUNTS

21.1 The appointment and remuneration of the Association's Auditor shall be made at an Annual General Meeting.

21.2 A person so appointed shall hold office until the Annual General Meeting next after that at which he is appointed, and is eligible for re-appointment.

21.3 The auditor may be removed by the Board.

21.4 If a casual vacancy occurs in the office of the auditor during the course of a financial year of the Association, the Board may appoint a person as the auditor and the person so appointed shall hold office until the next succeeding Annual General Meeting.

21.5 The Auditor may be a member of the Association, but no person shall be eligible as an Auditor who is a Board Director of the Association.

21.6 The accounts of the Association shall be audited annually as and when determined by the Board.

21.7 The Auditor shall be supplied with a copy of the accounts and a list of all books kept by the Association and shall at all reasonable times have access to books and accounts, deeds, vouchers, papers and other documents of the Association and they may in investigating such accounts examine the Board or any official of the Association.

21.8 The Auditor shall make a report for the Association.

### 22. GUIDELINES OF THE CONSTITUTION

22.1 The Board may make Guidelines (by Resolution or Motion) for the purpose of giving full effect to the objectives of the Association and the Laws of Australian Basketball.

22.2 The Administration Director General Manager shall keep an official Constitution comprising these Guidelines.

22.3 All such Guidelines, other than those included either in the Association's Board Member Manual or Constitution, shall cease to be in operation at the date of the Annual General Meeting immediately following the making thereof.

### 23. AMENDMENTS TO CONSTITUTION

23.1 An Amendment or addition to the Constitution may be made by three-quarters majority of those present and eligible to vote, at an Annual General Meeting or a Special General Meeting.

23.2 The text of every proposed amendment or addition shall be supplied to the Administration Director of the Association at fourteen (14) calendar days before the meeting at which it is intended to be moved. This notice may be waived by unanimous consent.

## **24. DISSOLUTION OF THE ASSOCIATION**

- 24.1 Dissolution of the Association may only be effected in accordance with the provisions of Corporations Law, or any amendments made there under.
- 24.2 In the event of the dissolution of the Association, every Member of the Association or person who within a period of twelve (12) months immediately preceding the commencement of the dissolution was a Member of the Association, shall be liable to contribute to the assets of the Association for payment of debts or liabilities of the Association and for the costs, charges and expenses of the dissolution and for the adjustment of the rights of the contributories amongst themselves, such sum not exceeding ten (10) dollars as may be required.
- 24.3 A former Member is not liable to contribute in respect of any debt or liability of the Association contracted after that Member ceased to be a Member.

## **25. INDEMNITY OF MEMBERS**

- 25.1 Every Member of the Board, auditor, employees and other officials for the time being of the Association shall be indemnified out of the assets of the Association against any liability arising out of the execution of the duties of their office which is incurred by them in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application under the Code in which relief is granted to them by the Court in respect of any negligence, default, breach of duty or breach of trust.
- 25.2 No Official or Director of the Association shall be liable for the accounts, receipts, neglects or defaults of any other Official or Director or for the joining in any receipt or other act of conformity or for any loss or expense happening to the Association through the insufficiency or deficiency of any securities in or upon which any of the monies of the Association shall be invested, or for any loss or damage arising from bankruptcy, insolvency or fortuitous acts of any person with whom any monies, securities or effects shall be deposited, or for any loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in the relation thereto, unless the same happen through his own wilful act or default.

## **26. NOTICES**

- 26.1 A notice shall be served by or on behalf of or to the Association, Board, members, employees, officials, players or others via relevant media.

## **27. SEAL OF THE ASSOCIATION**

- 27.1 The Seal of the Association shall be in the form of a rubber stamp inscribed with the name of the Association encircling the word 'Seal'.
- 27.2 The Seal is to be used on all Contracts and when required by law.
- 27.3 The Seal of the Association shall not be affixed to any instrument except by the authority of a Resolution of the Board. The Administration Director is to maintain an up-to-date register recording the use of the Seal.
- 27.4 The affixing of the Seal is to be attested by the signatures of two (2) Directors and the Public Officer.
- 27.5 The Seal shall remain in the custody of the Public Officer and in a secure place.

## **28. DEFINITIONS AND INTERPRETATIONS**

- 28.1 Unless inconsistent with the context or otherwise qualified, the words and expressions shall have the meanings below:

|                   |  |
|-------------------|--|
| <b>Board</b>      | Board of Directors comprised as per Clause 7   |
| <b>Director</b>   | Members of the Board as per Clause 7   |
| <b>Employees</b>  | Persons working (paid or unpaid) for the Association under the direction of the Board                          |
| <b>Game</b>       | Australian National Game of Basketball   |
| <b>Gender</b>     | "he" is gender neutral to effect brevity in sentences. "He" also refers to "him", "she", "her" and "person"    |
| <b>Guidelines</b> | Resolutions or Motions passed during the year as per Clause 22.  |
| <b>Officials</b>  | All coaches, assistants and support staff entitled to enter onto the playing arena while a game is in progress |

**Registrar** Person officially nominated by the Association to manage Sports TG. It must not be a registered player or a member of the coaching staff

- 28.2 Words or expressions contained herein shall be interpreted in accordance with current legislation.
- 28.3 Words importing the singular shall include the plural, and vice versa.
- 28.4 In the event of any question arising not provided for in the Constitution the Laws of Australian Basketball the Association shall have the power to decide such question.

Approved 29 August 2021