

Constitution

Date: 7th October 2012

BASKETBALL NT INC

Version 16. October 2012

TABLE OF CONTENTS

| | | |
|------|---|-------------------------------------|
| 1. | NAME OF ASSOCIATION | 1 |
| 2. | DEFINITIONS AND INTERPRETATION..... | 1 |
| 2.1 | Definitions | 1 |
| 2.2 | Interpretation..... | 2 |
| 2.3 | Severance..... | 3 |
| 2.4 | The Act | 3 |
| 3. | OBJECTS OF THE ASSOCIATION | 3 |
| 3.1 | The Objects of BNT are:..... | 3 |
| 3.2 | In Pursuit of these objectives, BNT may seek to:..... | 4 |
| 4. | POWERS OF THE ASSOCIATION..... | 5 |
| 5. | MEMBERS | 5 |
| 6. | MEMBERSHIP | 5 |
| 6.1 | Rules for Associations..... | 5 |
| 6.2 | Application for Membership – Associations and Associate Members | 6 |
| 6.3 | Application for Membership – Individual Members | 6 |
| 6.4 | Life Members | 6 |
| 6.5 | Discretion to Accept or Reject Membership Application..... | 6 |
| 6.6 | Renewal of Membership..... | 7 |
| 6.7 | Deemed Membership..... | 7 |
| 6.8 | Delegates of Associations and Associate Members | 7 |
| 7. | REGISTER OF MEMBERS..... | 8 |
| 7.1 | Register to be Kept | 8 |
| 7.2 | Inspection of Register..... | 8 |
| 7.3 | Use of Register | 9 |
| 8. | EFFECT OF MEMBERSHIP | 9 |
| 8.1 | General obligations | 9 |
| 8.2 | Constitutions | 9 |
| 9. | DISCONTINUANCE OF MEMBERSHIP | 9 |
| 9.1 | Notice of Resignation | 9 |
| 9.2 | Forfeiture of Rights..... | 10 |
| 10. | DISCIPLINE..... | 10 |
| 11. | SUBSCRIPTIONS AND FEES..... | 10 |
| 12. | TRANSITION PROVISIONS 2011, 2012 , 2013, 2014, 2015 AGM'S..... | 10 |
| 13. | POWERS OF THE BOARD | 11 |
| 14. | COMPOSITION OF THE BOARD..... | 11 |
| 14.1 | Composition of the Board..... | 11 |
| 14.2 | Portfolios..... | 12 |
| 15. | ELECTED DIRECTORS | 12 |
| 15.1 | Nominations | 12 |
| 15.2 | Elections | 12 |
| 15.3 | Term of Appointment for Elected Directors..... | 12 |
| 16. | APPOINTED DIRECTORS | 13 |
| 16.1 | Appointment of Directors..... | Error! Bookmark not defined. |
| 16.2 | Qualifications for Appointed Directors | 13 |
| 16.3 | Term of Appointment for Appointed Directors..... | 13 |

| | | |
|-------|---|----|
| 17. | VACANCIES ON THE BOARD | 13 |
| 17.1 | Casual Vacancies | 13 |
| 17.2 | Grounds for Termination of Director | 13 |
| 17.3 | Board May Act..... | 14 |
| 18. | MEETINGS OF THE BOARD | 14 |
| 18.1 | Board to Meet | 14 |
| 18.2 | Delegate Privileges | 14 |
| 18.3 | Decisions of Board | 14 |
| 18.4 | Resolutions not in Meeting | 14 |
| 18.5 | Quorum..... | 15 |
| 18.6 | Notice of Board Meetings | 15 |
| 18.7 | Chairperson | 15 |
| 18.8 | Directors' Interests | 15 |
| 18.9 | Conflict of Interest | 16 |
| 18.10 | Disclosure of Interests..... | 16 |
| 18.11 | General Disclosure..... | 16 |
| 18.12 | Recording Disclosures | 16 |
| 19. | CHIEF EXECUTIVE OFFICER | 16 |
| 19.1 | Appointment of Chief Executive Officer | 16 |
| 19.2 | Specific Duties | 16 |
| 19.3 | Broad Power to Manage..... | 17 |
| 19.4 | Chief Executive Officer may employ..... | 17 |
| 20. | DELEGATIONS | 17 |
| 20.1 | Board may Delegate Functions | 17 |
| 20.2 | Delegation by Instrument | 17 |
| 20.3 | Delegated Function Exercised in Accordance With Terms | 17 |
| 20.4 | Procedure of Delegated Entity..... | 18 |
| 20.5 | Delegation may be Conditional..... | 18 |
| 20.6 | Revocation of Delegation | 18 |
| 21. | GENERAL MEETINGS | 18 |
| 21.1 | Annual General Meeting..... | 18 |
| 21.2 | Special General Meetings May be Held | 18 |
| 21.3 | Requisition of Special General Meetings | 18 |
| 22. | NOTICE OF GENERAL MEETING | 19 |
| 23. | BUSINESS AT GENERAL MEETING | 19 |
| 23.1 | General Business..... | 19 |
| 23.2 | Notices of Motion | 19 |
| 24. | PROCEEDINGS AT GENERAL MEETINGS | 19 |
| 24.1 | Quorum..... | 19 |
| 24.2 | Chairperson to preside | 19 |
| 24.3 | Adjournment of Meeting | 20 |
| 25. | VOTING AT GENERAL MEETINGS | 20 |
| 25.1 | Members Entitled to Vote | 20 |
| 25.2 | Voting Procedure | 20 |
| 25.3 | Voting..... | 21 |
| 25.4 | Procedure where Equality of Votes | 21 |
| 26. | PROXY AND POSTAL VOTING | 21 |
| 26.1 | Proxy Voting..... | 21 |
| 26.2 | Postal Voting..... | 21 |
| 27. | STRATEGIC FORUM OF ASSOCIATION | 21 |
| 27.1 | Strategic Forums..... | 21 |

| | | |
|------|-------------------------------------|----|
| 27.2 | Attendees at Strategic Forums | 22 |
| 28. | GRIEVANCE PROCEDURE | 22 |
| 29. | RECORDS AND ACCOUNTS | 22 |
| 29.1 | Records..... | 22 |
| 29.2 | Accounts | 22 |
| 29.3 | Negotiable Instruments | 23 |
| 29.4 | Auditor | 23 |
| 30. | INCOME | 23 |
| 31. | SEAL | 23 |
| 32. | WINDING UP..... | 24 |
| 33. | ALTERATION OF CONSTITUTION..... | 24 |
| 34. | REGULATIONS..... | 24 |
| 35. | NOTICE..... | 24 |
| 36. | INDEMNITY | 25 |

Constitution

Date: 7th October 2012

ASSOCIATIONS ACT 2003 (NT)

CONSTITUTION

of

BASKETBALL NT INC

1. NAME OF ASSOCIATION

The name of the Association is Basketball NT Inc.

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this Constitution unless the contrary intention appears:

“Act” means the Associations Act 2003 (NT).

“Annual General Meeting” means the annual General Meeting of BNT held in accordance with the Act.

“Associate Member” means any organisation whom the Board appoints as a Member under clause 5 (b). “Association” means a regional basketball association whom the Board appoints as a Member under clause 5 (a).

“BA” means Basketball Australia Limited (or its successor), being the governing national sporting organisation of the Sport.

“BNT” means Basketball NT Inc.

“Board” means the body consisting of the Directors.

“Chief Executive Officer” means the Chief Executive Officer of BNT for the time being appointed under this Constitution. If BNT does not have a Chief Executive Officer, the Board will determine who will be responsible for the functions of the Chief Executive Officer under this Constitution.

“Constitution” means this Constitution of BNT.

“Delegate” means the person(s) appointed from time to time to act for and on behalf of an Association or an Associate Member and to represent the Association or Associate Member at General Meetings.

“Director” means a member of the Board under clause 14.1 and includes any person acting in that capacity from time to time appointed in accordance with this Constitution but does not include the Chief Executive Officer.

“FIBA” means the Federation Internationale de Basketball (or its successor), being the governing international federation for the Sport.

“Financial Year” means the year ending on the next 30 June following incorporation and thereafter a period of 12 months commencing on 1 July and ending on 30 June each year.

“General Meeting” means the Annual General Meeting or any Special General Meeting of BNT.

“Individual Member” means a person recognised by BNT as an Individual Member under clause 6.3.

“Intellectual Property” means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to BNT or any activity of or conducted, promoted or administered by BNT.

“Life Member” means an individual appointed as a Life Member of BNT under clause 6.3.

“Member” means a member for the time being of BNT under clause 5.

“Objects” means the objects of BNT in clause 3.

“Public Officer” means the person appointed to be the public officer of BNT in accordance with the Act.

“Register” means a register of Members kept and maintained in accordance with clause 6.7(c).

“Regulations” mean any Regulations made by the Board under clause 34.

“Seal” means the common seal of BNT (if any).

“Special General Meeting” means any General Meeting of BNT which is not the Annual General Meeting.

“Special Resolution” has the same meaning as in section 37 of the Act (as amended from time to time).

“Sport” means the sport of basketball.

2.2 Interpretation

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other genders;

- (e) references to persons include corporations and bodies politic;
- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (h) a reference to "writing" shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

2.3 Severance

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.

2.4 The Act

Except where the contrary intention appears, in this Constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Act. Model rules under the Act are expressly displaced by this Constitution.

3. OBJECTS OF THE ASSOCIATION

BNT is established solely for the Objects.

3.1 The Objects of BNT are:

- (a) to be responsible for the strategic planning and direction setting for basketball in the Northern Territory;
- (b) promote, encourage, advance and assist with the administration of basketball throughout the Northern Territory
- (c) represent the interests of basketball and basketball participants within the NT at National level
- (d) encourage the development of socially desirable attitudes and values and promote the health and safety of Members and all other participants in basketball in the Northern Territory;
- (e) assist with the start up of associations not affiliated with BNT to apply for affiliation
- (f) promote the economic, strength and stability of BNT, increase the level of services to the Members and basketball in the Northern Territory;
- (g) advance the operations and activities of BNT throughout the Northern Territory;

- (h) provide individuals with the opportunity to maximise their potential by competing in the highest level of basketball possible, given their own ability.
- (i) conduct territory development programs including indigenous communities, school and wheel chair.
- (j) Conduct NT Championships and other tournaments.
- (k) ensure access to the highest level of training and development for all participants including players, coaches, game officials and administrators;
- (l) disseminate all national programs, policies, codes of conduct and initiatives.

3.2 In Pursuit of these objectives, BNT may seek to:

- (a) Provide support and assistance for affiliated associations in all areas of their operations
- (b) adopt and implement such policies as may be developed by BA, including (as relevant and applicable) member protection, anti-doping , health and safety, junior sport, infectious diseases and such other matters as may arise as issues to be addressed in basketball;
- (c) review, arbitrate and/or determine any matters relating to basketball which may arise, or be referred to it, by any Member;
- (d) pursue such commercial arrangements, including sponsorship and marketing opportunities as are appropriate to further the interests of basketball in the Northern Territory;
- (e) strive for Government, commercial and public recognition of BNT as the peak body for basketball in the Northern Territory;
- (f) abide by, promulgate, enforce and secure uniformity in the application of, the rules of basketball as may be determined from time to time by BA or FIBA and as may be necessary for the management and control of basketball and related activities in the Northern Territory;
- (g) affiliate and otherwise liaise with BA and adopt its rule and policy framework to further these Objects and basketball;
- (h) at all times act on behalf of, and in the interest of, the Members and basketball in the Northern Territory; represent the interests of its Members and of basketball generally in any appropriate forum in the Northern Territory;
- (i) recognise any penalty imposed by any Member;
- (j) assist associations and communities seek and obtain improved facilities for the enjoyment of basketball across the Northern Territory;
- (k) at all times promote mutual trust and confidence between BNT, BA and the Members in pursuit of these Objects;
- (l) use and protect the Intellectual Property;

- (m) have regard to the public interest in its operations;
- (n) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

4. POWERS OF THE ASSOCIATION

Solely for furthering the Objects, BNT has, in addition to the rights, powers and privileges conferred on it under section 11 of the Act, the legal capacity and powers of a company as set out under section 124 of the Corporations Act 2001 (Cth).

5. MEMBERS

The Members of BNT shall consist of:

- (a) Associations, which, subject to this Constitution, shall have the right to receive notice of General Meetings and to have their Delegate(s) present, debating and voting at General Meetings;
- (b) Associate Members, which, subject to this Constitution, shall have the right to receive notice of General Meetings and to have their Delegate(s) present at General Meetings, but they do not have the right to debate or vote at General Meetings. This may include, but is not limited to, regional basketball associations that do not meet the criteria for membership as an Association, basketball clubs who wish to directly affiliate with BNT, or collective groups of coaches, referees or other officials ;
- (c) Individual Members, who, subject to this Constitution, shall have the right to be present at General Meetings but shall have no rights to receive notice, or to vote at General Meetings; and
- (d) Life Members, who, subject to this Constitution, shall have the right to receive notice of General Meetings and to be present and to debate at General Meetings, but shall have no voting rights;
- (e) such new or other categories of Members as may be established by the Board. Persons or groups may be admitted to membership provided their primary objectives are in line with the objectives of BNT. Any new category of Member established by the Board cannot be granted voting rights without the approval of BNT in General Meeting.

6. MEMBERSHIP

6.1 Rules for Associations

- (a) To be, or remain, eligible for membership as an Association, the organisation must be incorporated or in the process of incorporation and have at least 100 senior registered players and financial members. This process must be complete within one year of applying for membership under this Constitution.
- (b) For such time as the Association is not incorporated, the secretary or nominee of any such unincorporated Association shall be deemed to be the Member (on behalf of the unincorporated entity) and shall be entitled to exercise the same voting and other rights and have the same obligations and shall follow such procedures on behalf of the unincorporated Association as incorporated Members, to the extent that this is possible.

- (c) Any dispute or uncertainty as to the application of this Constitution to an unincorporated Association shall be resolved by the Board in its sole discretion.
- (d) Failure to incorporate within the period stated in clause 6.1(a) shall result in the expulsion of the secretary (acting on behalf of the unincorporated entity) from membership. The expelled unincorporated entity shall not be entitled to re-apply for membership until it becomes incorporated.

6.2 Application for Membership – Associations and Associate Members

- (a) An application for membership as an Association or Associate Member must:
 - (i) be in writing on the form prescribed from time to time by the Board (if any), from the applicant or its nominated representative and lodged with BNT;
 - (ii) if relevant, be accompanied by a copy of the applicant's constitution (which must be acceptable to BNT and must substantially conform to this Constitution) and the applicant's register of members; and
 - (iii) be accompanied by the appropriate fee (if any).
- (b) The Board reserves the right to require an applicant to provide additional information with a membership application.

6.3 Application for Membership – Individual Members

Unless otherwise determined by the Board, there will be no application process for Individual Membership. All natural persons who are members of Associations and Associate Members from time to time are deemed Individual Members under this Constitution.

6.4 Life Members

- (a) The Board, having received nominations, may recommend to the Annual General Meeting that any natural person who has rendered distinguished service to BNT or basketball, where such service is deemed to have assisted the advancement of basketball in the Northern Territory, be appointed as a Life Member.
- (b) A resolution of the Annual General Meeting to confer life membership (subject to clause 6.3(c)) on the recommendation of the Board must be a Special Resolution.
- (c) A person must accept or reject BNT's resolution to confer life membership in writing. Upon written acceptance, the person's details shall be entered upon the Register, and from the time of entry on the Register the person shall be a Life Member.
- (d) Unless otherwise determined by the Board, not more than one Life Member shall be appointed at any one Annual General Meeting.

6.5 Discretion to Accept or Reject Membership Application

- (a) BNT may accept or reject an application whether the applicant has complied with the requirements in clauses 6.1 and 6.2 or not. The reason for such

acceptance or rejection may or may not be provided and is at the Boards discretion.

- (b) Where BNT accepts an application, the applicant shall, become a Member. Membership shall be deemed to commence upon acceptance of the application by BNT. BNT shall amend the Register accordingly as soon as practicable.
- (c) Where BNT rejects an application, BNT shall refund any fees forwarded with the application and the application shall be deemed rejected by BNT.

6.6 Renewal of Membership

- (a) Associations are not required to reapply for membership each Financial Year. Associations shall, subject to this Constitution, remain Members provided:
 - (i) all monies due and payable to the Association have been paid;
 - (ii) they submit copies of their annual reports and financial statements following their annual general meeting; and
 - (iii) they lodge with BNT a current copy of its constitution, by-laws and rules (however described) following their annual general meeting or when otherwise amended.

If an Association does not meet these requirements, subject to the Board's discretion, all of that Association's rights under this Constitution shall be immediately suspended until such time as the requirements are satisfied.

- (b) Associate Members must reapply for membership each Financial Year through the procedure set out in this Constitution or by the Board from time to time.

6.7 Deemed Membership

- (a) All members which or who are, prior to the approval of this Constitution under the Act, members of BNT, shall be deemed Members from the time of approval of this Constitution under the Act.
- (b) Associations and Associate Members shall provide BNT with such details as are reasonably required by BNT under this Constitution within one (1) month of the approval of this Constitution under the Act.
- (c) Subject to this Constitution, all natural persons who were members of an Association or Associate Member immediately prior to the time of approval of this Constitution under the Act, shall be deemed Individual Members from the time of approval of this Constitution under the Act.

6.8 Delegates of Associations and Associate Members

- (a) Each relevant Member (being Associations, Associate Members and any new categories of Member authorised by the Board) shall advise the Chief Executive Officer at least seven days prior to an Annual General Meeting who its Delegates will be for the succeeding year. Each relevant Member will be entitled to nominate a maximum of three Delegates to attend any General Meeting. If a Member fails to notify the Chief Executive Officer of its Delegates, then BNT will determine that the most senior ranking personnel

within the Member (for example the president, vice-president or secretary) are the Delegates.

- (b) If a Delegate is unable to attend a General Meeting, the Member may notify the Chief Executive Officer in writing not less than 48 hours before that General Meeting of an alternate Delegate. Such notification is valid for that General Meeting only.
- (c) If a Delegate is unable to attend a General Meeting and the Member:
 - (i) has failed to provide notice in writing under clause 6.8(b); or
 - (ii) is otherwise unable to provide the Chief Executive Officer with notice at least 48 hours prior to the General Meeting,

the Member cannot appoint an alternate Delegate. Any vote that such Delegate would have been entitled to cast may be cast by the other appointed Delegate(s) from the Member.

- (d) The Chief Executive Officer shall record any change in Delegate in the Register.

7. REGISTER OF MEMBERS

7.1 Register to be Kept

- (a) BNT shall keep and maintain a Register in which shall be entered (as a minimum):
 - (i) the full name, address, category of membership and date of entry to membership of each Association and Associate Member; and
 - (ii) the full name, residential address and date of entry to membership of each Life Member; and
 - (iii) where applicable, the date of termination of membership of any Association or Associate Member.
- (b) Associations, Associate Members and Life Members shall provide notice of any change and required details to BNT within one month of such change.
- (c) Associations and Associate Members shall maintain, in a form acceptable to BNT, a register of all Members of the Association or Associate Members. Each Association and Associate Member shall provide a copy of the register at a time and in a form acceptable to BNT, and shall provide regular updates of the register to BNT.

7.2 Inspection of Register

Having regard to the Act, confidentiality considerations and privacy laws, an extract of the Register, excluding the address or other direct contact details of any Life Member or Director, shall be available for inspection (but not copying) by Members, upon reasonable request.

7.3 Use of Register

Subject to the Act, confidentiality considerations and privacy laws, the Register may be used to further the Objects, in such manner as the Board considers appropriate.

8. EFFECT OF MEMBERSHIP

8.1 General obligations

Members acknowledge and agree that:

- (a) this Constitution constitutes a contract between each of them and BNT and that they are bound by this Constitution and the Regulations and the BA constitution and regulations;
- (b) they shall align with the principals of and observe this Constitution and the Regulations and any determination, resolution or policy which may be made or passed by the Board or other entity with delegated authority;
- (c) by submitting to this Constitution and Regulations they are subject to the jurisdiction of BNT and BA;
- (d) the Constitution and Regulations are necessary and reasonable for promoting the Objects and particularly the advancement and protection of basketball in the Northern Territory;
- (e) they are entitled to all benefits, advantages, privileges and services of membership of BNT; and
- (f) that should a Member have administrative, operational or financial difficulties BNT may act to assist the Member in whatever manner BNT considers appropriate or necessary.

8.2 Constitutions

- (a) The constituent documents of each relevant Member (being Associations, Associate Members and any new categories of Member authorised by the Board) will clearly reflect the Objects and will conform to this Constitution.
- (b) Such Members will take all reasonable steps necessary to ensure their constituent documents conform to this Constitution.
- (c) Such Members shall provide to BNT a copy of their constituent documents and all amendments to these documents. Such Members acknowledge and agree that BNT has provision to review and make recommendations to any provision in their constitution which, in BNT's opinion, is contrary to the Objects, this Constitution or prejudicial to the advancement of the Sport.

9. DISCONTINUANCE OF MEMBERSHIP

9.1 Notice of Resignation

- (a) A Member having paid all arrears of fees payable to BNT may resign or withdraw from membership of BNT by giving one months notice in writing to BNT of such resignation or withdrawal.
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- (b) An Association may not resign, disaffiliate or otherwise seek to withdraw from BNT without approval by Special Resolution of their Association. A copy of the relevant minutes of the Association meeting showing that the Special Resolution has been passed by the Association must be provided to BNT.
- (c) If an Association or Associate Member ceases to be a Member under this Constitution, BNT membership of all Individual Members affiliated or registered with or through the Association or Associate Member shall not automatically cease at that time, but shall be dealt with in accordance with the Regulations or any procedure set by the Board.
- (d) Upon BNT receiving notice of resignation of membership given under clauses 9.1(a) or (b), an entry in the Register shall be made recording the date on which the Member who or which gave notice ceased to be a Member.

9.2 Forfeiture of Rights

A Member who or which ceases to be a Member, for whatever reason, shall forfeit all rights in and claims upon BNT and its property and shall not use any property of BNT including Intellectual Property. Any documents, records or other property of BNT in the possession, custody or control of that Member shall be returned to BNT immediately.

10. DISCIPLINE

- (a) Where the Board is advised or considers that a Member has allegedly:
 - (i) breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations, the BA constitution or regulations or any resolution or determination of the Board or any duly authorised committee; or
 - (ii) acted in a manner unbecoming of a Member, or prejudicial to the purposes and interests of BNT, BA and/or basketball; or
 - (iii) brought BNT, BA, any other Member or basketball into disrepute;the Board may commence or cause to be commenced, disciplinary proceedings against that Member, and that Member, will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and the appeal mechanisms of BNT set out in the Regulations. Under this clause 10, the Board has the power to expel or suspend a Member from BNT.
- (b) For the avoidance of doubt, the Board may delegate any of its functions, powers or responsibilities under this clause on the terms set in clause 20.

11. SUBSCRIPTIONS AND FEES

The annual membership subscription (if any) and any fees or other levies payable by Members to BNT, the time for and manner of payment, shall be as determined by the Board.

12. TRANSITION PROVISIONS 2011, 2012, 2013, 2014, 2015 AGM'S

- i) Upon acceptance of this constitution all Director positions shall be declared vacant.
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- ii) At the 2011 AGM the election of up to five new Directors will proceed from the written nominations received as long as one Director selected is capable of holding the Financial Portfolio, if not that Director will be appointed as a casual vacancy.
- iii) The Presidents of ASBA and DBA will fill two Director positions other than executive positions for 2011 and 2012.
- iv) At the 2011 AGM for the purposes of calculating Tenure all Director elected will be deemed to have started as per the 2012 AGM.
- v) At the 2011 AGM Four Directors will be selected by ballot or as deemed during the meeting to retire on even years the remainder will retire on odd years.
- vi) At the 2011 AGM the meeting may choose to adjourn to allow Board Members to select a new President.
- vii) No more than two Directors can be Directors from Associations and for the avoidance of doubt they cannot hold executive positions.
- viii) At the 2013 AGM two Directors will be Board members from the Associations but they cannot be the Presidents of those Associations.
- ix) At the 2014 AGM two Directors can still be but are not required to be Board Members from the Associations.
- x) At and from the 2015 AGM no Director can hold Board positions at the Association or club level however two Directors will have the portfolio of Association Liaison.
- xi) This constitution must be reviewed before the 2015 AGM.

13. POWERS OF THE BOARD

Subject to the Act and this Constitution, the business of BNT shall be managed, and the powers of BNT shall be exercised, by the Board. In particular, the Board as the governing body for basketball in the Northern Territory shall be responsible for acting on State and local issues in accordance with the Objects and shall operate for the benefit of the Members and the community throughout the Northern Territory and shall govern basketball in the Northern Territory in accordance with this Constitution and in particular the Objects.

14. COMPOSITION OF THE BOARD

14.1 Composition of the Board

The Board shall comprise:

- (a) Eight elected Directors, who shall be elected under clause 15 and
- (b) One appointed Director, who may be appointed under clause 16.

14.2 Portfolios

- (a) The position of President shall be appointed annually by the Board from amongst its number.
- (b) The Board may allocate additional portfolios and/or titles to Directors.

15. ELECTED DIRECTORS

15.1 Nominations

- (a) Nominations for elected Director positions shall be called for in such manner determined by the Board at least 28 days prior to the Annual General Meeting.
- (b) Nominees for elected Director positions must declare any position they hold within a Member organisation, including as a director, officer or employee.
- (c) Nominations must be:
 - (i) in writing;
 - (ii) on the prescribed form (if any) provided for that purpose;
 - (iii) signed by the nominee expressing their willingness to accept the position for which they are nominated; and
 - (iv) delivered to BNT not less than 14 days before the date fixed for the Annual General Meeting.

15.2 Elections

- (a) If the number of nominations received for the Board is equal to the number of vacancies to be filled, or if there are insufficient nominations received to fill all vacancies on the Board, then those nominated shall be declared elected.
- (b) If there are insufficient nominations received to fill all vacancies on the Board, the positions will be deemed casual vacancies which may be filled under clause 17.1.
- (c) If the number of nominations exceeds the number of vacancies to be filled, then a vote shall be conducted in such manner and by such method as may be determined by the Board from time to time.

15.3 Term of Appointment for Elected Directors

- (a) Directors elected under this clause 0 shall be elected for a term of two (2) years. Subject to provisions in this Constitution relating to earlier retirement or removal of Directors, elected Directors shall remain in office from the conclusion of the Annual General Meeting at which the election occurred until the conclusion of the second Annual General Meeting following.
 - (b) Four elected Directors shall retire in each odd year and five elected Directors shall retire in each even year. The sequence of retirements under this clause
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to ensure rotational terms shall be determined by the Board. If the Board cannot agree it will be determined by lot.

- (c) Following the adoption of this Constitution, no person who has served as an elected Director for a period of four consecutive full terms shall be eligible for election or appointment as a Director until the next Annual General Meeting following the date of conclusion of his last term as an elected Director.

16. APPOINTED DIRECTORS

16.1 Qualifications for Appointed Directors

The appointed Directors may have specific skills in commerce, finance, marketing, law or business generally or such other skills which complement the Board composition. They do not need to be Individual Members. Appointed Directors cannot also be a Delegate.

16.2 Term of Appointment for Appointed Directors

- (a) Appointed Directors may be appointed by the elected Directors under this Constitution for a term of two (2) years. Such term shall commence on appointment.
- (b) Following the adoption of this Constitution, no person who has served as an appointed Director for a period of four (4) consecutive full terms shall be eligible for election or appointment as a Director until the next Annual General Meeting following the date of conclusion of his last term as an appointed Director.

17. VACANCIES ON THE BOARD

17.1 Casual Vacancies

Any casual vacancy occurring in the position of Director may be filled by the remaining Directors from among appropriately qualified persons. Any casual vacancy may only be filled for the remainder of the Director's term under this Constitution.

17.2 Grounds for Termination of Director

In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:

- (a) dies;
 - (b) 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;
 - (c) resigns their office in writing to BNT;
 - (d) is absent without the consent of the Board from three meetings of the Board held during a period of six (6) months;
 - (e) holds any office of employment with BNT;
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- (f) is directly or indirectly interested in any contract or proposed contract with BNT and fails to declare the nature of her interest;
- (g) is found to have committed a breach of clause 10 of this Constitution;
- (h) is removed by Special Resolution; or
- (i) would otherwise be prohibited from being a committee member of an association under the Act or a director of a corporation under the *Corporations Act 2001* (Cth).

17.3 Board May Act

In the event of a casual vacancy or vacancies in the office of a Director or Directors, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Director to a number sufficient to constitute such a quorum.

18. MEETINGS OF THE BOARD

18.1 Board to Meet

The Board shall meet as often as is deemed necessary in every calendar year for the dispatch of business (and shall be at least as often as is required under the Act) and subject to this Constitution may adjourn and otherwise regulate its meetings as it thinks fit. A Director may at any time convene a meeting of the Board within a reasonable time.

18.2 Delegate Privileges

- (a) Delegates shall be entitled to receive Board Meeting Agenda and supporting Documentation 3 days prior to a Meeting
- (b) Delegates shall be entitled to attend Board Meetings but not be entitled to vote.
- (c) Delegates shall be entitled to receive unedited Board Meetings Minutes within 1 week of a Board Meeting being held.

18.3 Decisions of Board

Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination of a majority of Directors shall for all purposes be deemed a determination of the Board. All Directors shall have one vote on any question. Where voting is equal, there will be no casting vote and the motion will be lost.

18.4 Resolutions not in Meeting

- (a) A resolution in writing, signed or assented to by facsimile, email, telex or other form of visible or other electronic communication by all the Directors for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held. Any such resolution may consist of several documents in like form each signed or assented to by one or more of the Directors.

- (b) Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Board may be held where one or more of the Directors is not physically present at the meeting, provided that:
- (i) all persons participating in the meeting are able to communicate with each other effectively simultaneously and instantaneously whether by means of telephone or other form of communication;
 - (ii) notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board or this Constitution and such notice specifies that Directors are not required to be present in person;
 - (iii) if a failure in communications prevents clause 18.4(b)(i) from being satisfied by that number of Directors which constitutes a quorum, and none of such Directors are present at the place where the meeting is deemed by virtue of the further provisions of this Rule to be held then the meeting shall be suspended until clause 18.4(b)(i) is satisfied again. If such condition is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated or adjourned; and
 - (iv) any meeting held where one or more of the Directors is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Director is there present and if no Director is there present the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.

18.5 Quorum

At meetings of the Board, there must be a majority of Directors present to constitute a quorum.

18.6 Notice of Board Meetings

Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their apology or presence) at least seven days written notice of the meeting of the Board shall be given to each Director. The agenda shall be forwarded to each Director at least three days prior to such meeting.

18.7 Chairperson

The Board shall appoint a chairperson from amongst its number. The chairperson shall be the nominal head of BNT and will act as chair of any Board meeting or General Meeting at which he is present. If the chairperson is not present, or is unwilling or unable to preside at a board meeting the remaining Directors shall appoint another Director to preside as chair for that meeting only.

18.8 Directors' Interests

A Director is disqualified by holding any place of profit or position of employment in BNT or in any company or incorporated association in which BNT is a shareholder or otherwise interested or from contracting with BNT either as vendor, purchaser or otherwise except with express resolution of approval of the Board. Any such contract or any contract or arrangement entered into by or on behalf of BNT in which any Director is in any way interested will be void unless approved by the Board.

18.9 Conflict of Interest

A Director shall declare his interest in any:

- (a) contractual matter;
- (b) selection matter;
- (c) disciplinary matter; or
- (d) financial matter;

in which a conflict of interest arises or may arise, and shall, unless otherwise determined by the Board, absent himself from discussions of such matter and shall not be entitled to vote in respect of such matter. If the Director votes, the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Director to absent himself from discussions and refrain from voting, the issue should be immediately determined by vote of the Board, or if this is not possible, the matter shall be adjourned or deferred.

18.10 Disclosure of Interests

The nature of the interest of such Director must be declared by the Director at the meeting of the Board at which the relevant matter is first taken into consideration if the interest then exists or in any other case at the first meeting of the Board after the acquisition of the interest. If a Director becomes interested in a matter after it is made or entered into, the declaration of the interest must be made at the first meeting of the Board held after the Director becomes so interested.

18.11 General Disclosure

A general notice that a Director is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under clause 18.10 as regards such Director and the said transactions. After such general notice it is not necessary for such Director to give a special notice relating to any particular transaction with that firm or company.

18.12 Recording Disclosures

Any declaration made, any disclosure or any general notice given by a Director in accordance with clauses 18.9, 18.10 and/or 18.11 must be recorded in the minutes of the relevant meeting.

19. CHIEF EXECUTIVE OFFICER

19.1 Appointment of Chief Executive Officer

A Chief Executive Officer may be appointed by the Board for such term and on such conditions as the Board thinks fit.

19.2 Specific Duties

Unless otherwise determined by the Board and subject to any additional requirements set by the Board, the Chief Executive Officer shall:

- (a) act as and carry out the duties of Public Officer of BNT;
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- (b) as far as practicable attend all Board meetings and all General Meetings;
- (c) prepare the agenda for all Board and General Meetings;
- (d) record and prepare minutes of the proceedings of all Board meetings and General Meetings, and shall use his best endeavours to distribute those minutes to Associations promptly from the date of the meeting; and
- (e) regularly report on the activities of, and issues relating to, BNT.

19.3 Broad Power to Manage

Subject to the Act, this Constitution, the Regulations and any policy directive of the Board, the Chief Executive Officer has power to perform all such things as appear necessary or desirable for the proper management and administration of BNT. No resolution passed by BNT in General Meeting shall invalidate any prior act of the Chief Executive Officer or the Board which would have been valid if that resolution had not been passed.

19.4 Chief Executive Officer may employ

The Chief Executive Officer may, in consultation with the Board employ such personnel as are deemed necessary or appropriate from time to time and such appointments shall be for such period and on such conditions as the Chief Executive Officer determines.

20. DELEGATIONS

20.1 Board may Delegate Functions

The Board may by instrument in writing create or establish or appoint committees, individual officers or consultants to carry out such duties and functions, and with such powers, as the Board determines from time to time.

20.2 Delegation by Instrument

The Board shall specify what functions it is delegating under clause 20.1 in an instrument of delegation. The Board may delegate any functions other than:

- (a) this power of delegation; and
- (b) a function imposed on the Board or the Chief Executive Officer by:
 - (i) the Act or any other law;
 - (ii) this Constitution; or
 - (iii) resolution of BNT in General Meeting.

20.3 Delegated Function Exercised in Accordance With Terms

A function, the exercise of which has been delegated under this clause, may whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

20.4 Procedure of Delegated Entity

The procedures for any entity exercising delegated power shall, subject to this Constitution and with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under clause 18 above. The entity exercising delegated powers shall make decisions in accordance with the Objects, and shall promptly provide the Board with details of all material decisions and shall provide any other reports, minutes and information as the Board may require from time to time.

20.5 Delegation may be Conditional

A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function or at the time or circumstances as may be specified in the delegation.

20.6 Revocation of Delegation

The Board may by instrument in writing, at any time revoke wholly or in part any delegation made under this clause, and may amend or repeal any decision made by such body or person under this clause.

21. GENERAL MEETINGS

21.1 Annual General Meeting

- (a) An Annual General Meeting of BNT shall be held in accordance with the Act and this Constitution and on a date and at a venue to be determined by the Board.
- (b) All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution.

21.2 Special General Meetings May be Held

The Board may convene a Special General Meeting of BNT whenever it thinks fit. Further, where but for this clause more than fifteen (15) months would elapse between Annual General Meetings, the Board shall convene a Special General Meeting before the expiration of that period.

21.3 Requisition of Special General Meetings

- (a) The Board shall on the requisition in writing of not less than five percent (5%) of voting Members convene a Special General Meeting.
 - (b) The requisition for a Special General Meeting shall state the object(s) of the meeting, shall be signed by the Members making the request and be sent to BNT and may consist of several documents in a like form, each signed by one or more of the Members making the request.
 - (c) If the Board does not cause a Special General Meeting to be held within one month after the date on which the requisition is sent to BNT, the Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than three months after that date.
 - (d) A Special General Meeting convened by Members under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Board.
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22. NOTICE OF GENERAL MEETING

- (a) Notice of every General Meeting shall be given to every Association and Associate Member entitled to receive notice at the address appearing in the Register kept by BNT. The Directors and BA are also entitled to receive notice of General Meetings. No other person shall be entitled as of right to receive notices of General Meetings.
- (b) A notice of a General Meeting shall specify the place and day and hour of meeting and shall state the business to be transacted at the meeting.
- (c) At least 21 days notice of a General Meeting shall be given to those Members entitled to receive notice, together with:
 - (i) the agenda for the meeting; and
 - (ii) any notice of motion received from Members entitled to vote.
- (d) Notice of every General Meeting shall be given in the manner authorised in clause 35.
- (e) Subject to this Constitution, those receiving notice are entitled to attend and debate at General Meetings.

23. BUSINESS AT GENERAL MEETING

23.1 General Business

- (a) The business to be transacted at the Annual General Meeting will include anything required by the Act.
- (b) No business other than that stated on the notice for a General Meeting shall be transacted at that meeting.

23.2 Notices of Motion

Members entitled to vote may submit notices of motion for inclusion as special business at a General Meeting. All notices of motion must be submitted in writing to the Chief Executive Officer not less than 28 days (excluding receiving date and meeting date) prior to the General Meeting.

24. PROCEEDINGS AT GENERAL MEETINGS

24.1 Quorum

No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business and throughout the meeting. Delegates representing more than half of the Associations must be present at a General Meetings for there to be a quorum.

24.2 Chairperson to preside

The chairperson of the Board shall, subject to this Constitution, preside as chair at every General Meeting except:

- (a) in relation to any election for which the chairperson is a nominee; or

- (b) where a conflict of interest exists.

24.3 Adjournment of Meeting

- (a) If within half an hour from the time appointed for the meeting, a quorum is not present the meeting shall be adjourned until the same day in the next week at the same time and place, or to such other day and at such other time and place as the chairperson may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting will lapse.
- (b) The chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Except as provided in this clause, it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

25. VOTING AT GENERAL MEETINGS

25.1 Members Entitled to Vote

- (a) Subject to any other provision of this Constitution (in particular clause 25.3), at all General Meetings:
 - (i) the only persons entitled to vote are the Delegates of Associations;
and
 - (ii) an Association is entitled to appoint three Delegates.
- (b) To be entitled to vote an Association must have participated in
 - (i) Previous AGM
 - (ii) The preceding pre AGM meeting
 - (iii) Meeting that coincides with previous BNT Championship and
 - (iv) At least one other phone hook up or other meeting
- (c) For the avoidance of doubt, the Directors and the Chief Executive Officer are entitled to be present and to debate at General Meetings, but they will not have any voting rights.

25.2 Voting Procedure

- (a) At any 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:
 - (i) the chairperson; or
 - (ii) a simple majority of Delegates on behalf of their Members.
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- (b) Unless a poll is demanded under this clause, a declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of BNT shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.
- (c) If a poll is demanded under this clause, it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

25.3 Voting

For the purposes of this sub-clause, the calculation of the number of delegates eligible to vote will be the total number of registered players received for the financial year.

- (a) Each Association will receive a maximum of 3 votes.
- (b) Associations with 100-199 registered players will receive one vote.
- (c) Associations with 200-299 registered players will receive two votes.
- (d) Associations with greater than 300 registered players will receive three votes.

25.4 Procedure where Equality of Votes

- (a) Should there be an equality the motion shall fail. Normal grievances and mediation shall ensue if required.

26. PROXY AND POSTAL VOTING

26.1 Proxy Voting

Proxy voting shall only be permitted at all General Meetings according to the procedure in clause 6.8.

26.2 Postal Voting

No motion shall be determined by a postal ballot unless determined by the Board. If the Board so determines, the postal ballot shall be conducted under the procedures set by the Board from time to time.

27. STRATEGIC FORUM OF ASSOCIATION

27.1 Strategic Forums

BNT shall hold a strategic forum at least once per year. The object of the strategic forum is to:

- (a) inform the Board of significant membership issues;

- (b) assist the Board to design or review BNT's strategic plan and direction;
- (c) discuss state-wide issues;
- (d) provide feedback to the Board on the results of its governance decisions in practice at Member level.

27.2 Attendees at Strategic Forums

The Board will determine who the appropriate persona are to attend any strategic forum of BNT.

28. GRIEVANCE PROCEDURE

- (a) The grievance procedure set out in this rule applies to disputes under these rules between a Member and:
 - (i) another Member; or
 - (ii) BNT.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all parties.
- (c) 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 days, refer the dispute to for resolution to an independent tribunal established by the Board in accordance with the procedures determined by the Board from time to time.
- (d) The Board may prescribe additional grievance procedures in Regulations consistent with this clause 28.

29. RECORDS AND ACCOUNTS

29.1 Records

- (a) BNT shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of BNT and the Board and shall produce these as appropriate at each Board or General Meeting.
- (b) Proper accounting and other records shall be kept in accordance with the Act. The books of account shall be kept in the care and control of the Chief Executive Officer.
- (c) BNT shall retain such records for seven years after the completion of the transactions or operations to which they relate.

29.2 Accounts

- (a) The Board shall submit to the Members at the Annual General Meeting the statements of account of BNT in accordance with this Constitution and the Act.
 - (b) The statements of account when approved or adopted by an Annual General Meeting shall be conclusive except as regards any error discovered in them within three months after such approval or adoption.
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- (c) The Chief Executive Officer shall cause to be sent to all persons entitled to receive notice of Annual General Meetings in accordance with this Constitution, a copy of the statements of account, the Board's report and every other document required under the Act (if any).

29.3 Negotiable Instruments

All cheques, promissory notes, bankers, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to BNT, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two duly authorised Directors, or in such other manner as the Board determines.

29.4 Auditor

- (a) If required by the Act, the Board will ensure the BNT's accounts are audited by a properly qualified auditor or auditors in accordance with the Act.
- (b) Even if not required by the Act, the Board may require BNT's accounts to be audited by a properly qualified auditor or auditors.
- (c) An auditor may be appointed or removed by the Board or by BNT in General Meeting.

30. INCOME

- (a) Income and property of BNT shall be derived from such sources as the Board determines from time to time.
- (b) The income and property of BNT, however derived, shall be applied solely towards the promotion of the Objects and no portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus, or otherwise, to any Member.
- (c) BNT shall not pay a person who is a Member and/or holds any office of BNT, any remuneration or other benefit in money or money's worth (other than the repayment of out of pocket expenses).
- (d) Nothing in the foregoing provisions of this rule prevents the payment in good faith to a servant, Member or office holder of BNT of –
 - i) remuneration in return for services actually rendered to BNT by the servant, Member or office holder for goods supplied to BNT by them in the ordinary course of business;
 - ii) Interest at current bank overdraft rate on money lent; or
 - iii) a reasonable and proper sum by way of rent for premises let to the association by the servant, Member or office holder.

31. SEAL

- (a) BNT may have a Seal upon which its corporate name shall appear in legible characters.
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- (b) The Seal shall not be used without the express authorisation of the Board, and every use of the Seal shall be recorded in the minute books of BNT. The affixing of the Seal must be witnessed by two Directors, unless the Board determines otherwise.

32. WINDING UP

- a) BNT may only be dissolved by a General Meeting called by the Board for the purpose.
- b) For dissolution to occur a majority vote of two thirds (2/3) of those present must occur and voting shall be required.
- c) If dissolution occurs, once all outstanding, accounts are finalised any remaining funds or assets shall be transferred to an organisation with similar objectives or a charity.

33. ALTERATION OF CONSTITUTION

This Constitution (including the Objects) shall not be altered except by Special Resolution.

34. REGULATIONS

- (a) The Board may formulate, issue, adopt, interpret and amend such Regulations for the proper advancement, management and administration of BNT, the advancement of the purposes of BNT and basketball in the Northern Territory as it thinks necessary or desirable.
- (b) All Regulations are binding on BNT and all Members. Amendments, alterations, interpretations or other changes to Regulations shall be advised to Members in such manner as determined by the Board from time to time.
- (c) All clauses, rules, by-laws and regulations of BNT in force at the date of the approval of this Constitution insofar as such clauses, rules, by-laws and regulations are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be Regulations and shall continue to apply.

35. NOTICE

- (a) Notices may be given by BNT to any person entitled under this Constitution to receive any notice by sending the notice by pre-paid post or facsimile transmission or where available, by electronic mail, to the Member's registered address or facsimile number or electronic mail address, or in the case of a Delegate, to the last notified address, facsimile number or electronic mail address.
 - (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected three (3) days after posting.
 - (c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.
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- (d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected the next business day after it was sent.

36. INDEMNITY

- (a) Every Director and employee of BNT shall be indemnified out of the property and assets of BNT against any liability incurred by them in their capacity as Director or employee 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 in relation to any such proceedings in which relief is granted by the Court.
- (b) BNT shall indemnify its Directors and employees against all damages and losses (including legal costs) for which any such Director or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:
 - (i) in the case of a Director, performed or made whilst acting on behalf of and with the authority, express or implied of BNT; and
 - (ii) in the case of an employee, performed or made in the course of, and within the scope of their employment by BNT.