

"A"
1

A1004515J

NORTH METRO BASKETBALL CLUB INCORPORATED

CONSTITUTION

INTERPRETATION

1. In this Constitution

"General Meeting" means meeting convened under rule 22

"Committee Member" means a person referred to in rule 7.

"Corporate member" means a person nominated by an incorporated body to represent that incorporated body's interest in the Club.

"Board" means the Board of management established under cl7;

"Club" means the Edgewater Junior Basketball Club Incorporated;

"Financial member" means a member whose membership/registration fees have been paid in accordance with cl 15;

"Financial year" has the meaning given by cl 18;

"Family member" means the parent/parents of a child under the age of 18 whose membership/registration fees have been paid and who has been accepted as a junior playing member.

"parent/parents" includes in its definition the guardian/guardians of a child under the age of 18;

"member" means a member of the Club as defined in cl 13;

"officer" means a person referred to in cl5;

"the Act" means the Associations Incorporation Act 1987.

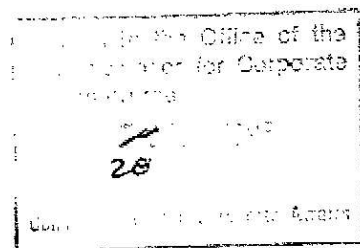
NAME

2. The name of the Club shall be "North Metro Basketball Club Incorporated".

OBJECTS

3. The objects of the Club shall be:

- (1) to promote and encourage the playing of basketball, and to assist in the promotion and encouragement of the game of basketball;
- (2) to provide, the facilities and premises for the playing and practice of the game of basketball;
- (3) to remain an incorporated association under the provisions of the Act; and
- (4) To apply the property and income of the Club solely towards the promotion of the objects and purposes of the Club so that no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members of the Club except in good faith in the promotion of these objects and purposes.



POWERS

4. The Club has the following powers:
- (1) to acquire, hold, deal with, and dispose of any real or personal property;
 - (2) to hire or lease any premises;
 - (3) to open and operate bank accounts;
 - (4) to invest and deal with the moneys of the Club not immediately required in such manner as may from time to time be determined by the Board;
 - (5) to give such security for the discharge of liabilities incurred by the Club as the Board thinks fit;
 - (6) to appoint agents to transact any business of the Club on its behalf;
 - (7) to employ servants to carry out, or assist in carrying out, any of the Club's objects;
 - (8) to amalgamate with any other basketball club or clubs and to join or become affiliated with any sporting or basketball association or associations;
 - (9) to arrange alone or in conjunction with any association or organisation basketball matches, to award prizes and trophies, and to expend money in the purchase of equipment, prizes and trophies; and
 - (10) to do any other act, matter or thing which may be deemed conducive to the interests of the Club or in the interest of the game of basketball.

OFFICERS

5. The officers of the Club shall consist of the following;

President, Vice President, Secretary, Treasurer, and not less than 3 ordinary members of the Board of Management.

ELECTION OF OFFICERS

6. (1) All the officers shall be elected by ballot at the Annual General Meeting of the Club. Nominations may be made either in writing or by verbal proposal at the meeting, but the nomination of any absent member, must be accompanied by the member's consent in writing. Newly elected officers shall take office as of the first day following the Annual General Meeting at which they are elected.
- (2) If there are more nominations than there are vacancies to be filled, a preferential ballot shall be held at the Annual General Meeting.

- (3) The manner of election shall be: each member eligible to vote shall vote on a ballot paper by placing a numeral opposite the name of every candidate in order of preference. The numbers opposite the name of each candidate shall be added together and the candidate or candidates receiving the lowest total or totals shall be deemed elected.
- (4) At each Annual General Meeting held after this Constitution comes into effect, officers shall hold office for a term of 1 year, or until the newly elected officers take office as determined by cl 6(1);
- (5) All officers shall be eligible for re-election on the expiry of their term of office.
- (6) A vote of no confidence in a particular officer, passed at a General Meeting by a two-thirds majority of those attending and entitled to vote, shall automatically result in that officer's position being declared vacant.
- (7) An officer's position shall be declared vacant if that officer;
 - (a) dies;
 - (b) resigns by notice in writing to the President;
 - (c) is convicted of any offence under the Act;
 - (d) is, in the opinion of the Board, permanently incapacitated by mental or physical ill-health;
 - (e) is absent from more than 3 consecutive Board meetings without tendering an apology; or
 - (f) ceases to be a financial member or family member of the Club.
- (8) Where an officer's position becomes vacant before that position is due to be filled by election at an Annual General Meeting, the Board may appoint a member to fill that position until the next annual General Meeting.

BOARD OF MANAGEMENT AND COMMITTEES

7. (1) The management of the Club shall be vested in a Board of Management. The Board shall consist of the President, Vice President, Secretary, Treasurer, and not less than 3 ordinary members.
- (2) The following committees may be appointed by the Board:
 - (a) Social or Fund Raising Committee;
 - (b) Team Allocation/Selection Committee;
 - (c) Such other committees as from time to time may be deemed necessary.

Membership and conditions of such committees and terms of reference are to be determined by the Board.
- (3) Any vacancy occurring in any committee may be filled by the Board, the member so appointed shall hold office during the unexpired portion of the term of that committee.

DUTIES OF OFFICERS**8. (1) President**

- (a) The President, shall preside at all meetings of the Club and the Board and has a vote and in the event of an equality of votes shall have a casting vote.
- (b) The President shall be an ex-officio member of all committees.
- (c) Where immediate action is required in any matter affecting the policy of, or the interests of, the Club, and it is impracticable to refer the matter to the Board, the President shall seek the advice of a majority of members of the Board as may be practicable and shall act in such manner as the majority of those members approve.

(2) Vice President

To assume the duties and responsibilities of the President in his absence.

(3) Secretary

Subject to direction by the Board, the Secretary shall:

- (a) conduct the correspondence of the Club;
- (b) keep a Minute Book containing a record of all business transacted at meetings;
- (c) maintain a register of members;
- (d) maintain a register of office bearers;
- (e) make available on demand for inspection by members an up to date copy of the Constitution, any rules made under the Constitution, the register of members, and the register of office bearers;
- (f) have the right to speak and vote at all meetings except in the appointment of the Honorary Auditors;
- (g) carry out such duties as the Board may direct; and
- (h) determine team lists for the forthcoming season. In making such determinations the Secretary may consult with coaches, any other member/members, other officers or a team allocation/selection committee established by the Board.

(4) Treasurer

Subject to direction by the Board, the Treasurer shall:

- (a) receive and acknowledge all monies on behalf of the Club in an approved receipt book which remains the property of the Club, to be produced on demand;
- (b) examine and report to the Board at each meeting on all outstanding accounts and tender recommendations as to payments of the accounts;
- (c) have the right to speak and vote at all meetings except in the appointment of the Honorary Auditors;
- (d) keep correct accounts and books showing the financial affairs of the Club and particulars usually shown in the books of account of a like nature, and shall make up the annual statement of accounts and balance sheet in each year.

(5) Ordinary Board Members

The ordinary board members shall perform such functions as are determined from time to time by the Board, including acting as Secretary or Treasurer in the absence of either of these officers.

DUTIES OF BOARD AND COMMITTEES**9. (1) Board**

- (a) The Board shall be responsible for the general conduct and management of the Club's affairs. Without limiting its general powers, but subject as otherwise provided in this Constitution, the Board may;
- (i) make arrangements and set conditions for the conduct of training and the playing of matches;
 - (ii) accept or decline any membership/registration application as it sees fit.
 - (iii) interpret the Constitution and any rules made under the Constitution and such interpretation shall be final unless revoked by a resolution carried at a General Meeting or by any court of competent jurisdiction;
 - (iv) delegate to a committee any matter for investigation and report;
 - (v) engage and dismiss the servants and agents of the Club;
 - (vi) make such rules as may be necessary for the management of the Club. A copy of all rules shall be available for inspection by any member; and
 - (vii) determine membership/registration fees payable by members.
- (b) The Board shall comply with all orders, directions and references given to it by the members in General Meeting.

DUTIES AND RESPONSIBILITY OF COACHES**10. (1) The duties of team coaches shall be:**

- (i) to arrange and control training and the playing of games;
 - (ii) to promote good sportsmanship and team spirit; and
 - (iii) to encourage by his/her actions all players to continue participation in the sport despite their present level of skill, experience or ability.
- (2) Coaches are required to supervise his/her respective team, settle disputes between players and or members and investigate and report to the Board on any matter he or she considers should be reported to the Board.
- (3) Coaches may suspend, if he/she shall think fit, any member of such team from playing or training pending an enquiry into the conduct of such player by the Board.

HONORARY AUDITORS

11. At the Annual General Meetings an Honorary Auditor shall be elected, whose duties shall be to inspect the membership roll, and to audit the annual statement of accounts and balance sheet. The Honorary Auditor shall have power at any time to call for any documents relating to the affairs of the Club. The Honorary Auditor shall not be an officer of the Club.

COMMON SEAL

12. (1) The Club shall have a common seal on which the name of the Club shall appear in legible letters.
- (2) The common seal of the Club shall not be used without the express authority of the Board and every use of the common seal shall be recorded in the minute book.
- (3) The affixing of the common seal of the Club shall be witnessed by any 2 of the President, Treasurer and Secretary.
- (4) The common seal of the Club shall be kept in the custody of the Secretary or of such other person as the Board from time to time decides.

MEMBERSHIP

13. (1) Members of the Club shall be classified as follows:
- (a) **Family Members.** Family membership is given to the parents of a Junior Playing Member upon the payment of the registration/membership fees, and acceptance by the Club of an application by a junior player as a Junior Playing Member.
- (b) **Life Members,** being persons elected by the Club on the recommendation of the Board as a recognition of services rendered to the Club, and who are entitled to enjoy all the privileges of membership in the Club without payment of any fees; provided always that not more than 1 Life member shall be elected in any Club year. To be eligible for consideration for life membership the member must have completed at least 5 years service to the Club as an office bearer or committee member and be nominated for life membership through the Board.
- (c) **Coaching Members,** being persons accepting a position as a team coach and whose position as coach has been accepted by the Club are entitled to enjoy all the privileges of membership in the Club without payment of any fees.
- (d) **Playing Members.** There shall be two classes of playing members namely:
- . Junior Playing Members being persons under the age of 18 years; and
 - . Senior Playing Members being players aged 18 years and over.
- Application for membership by playing members shall be on the Membership/Registration Form issued by the Club from time to time.
- (e) **Corporate Members.**

PRIVILEGES

14. The privileges of membership in the Club shall be as follows:

(1) **Family Members:**

- (a) may attend, speak and vote at all General Meetings, but voting is restricted to one vote per family; and
- (b) may attend all entertainment's and social functions;

(2) **Life Members:**

- (a) may attend, speak and vote at all General Meetings; and
- (b) may attend all entertainment's and social functions;

(3) **Coaching Members:**

- (a) may attend, speak and vote at all General Meetings; and
- (b) may attend all entertainment's and social functions;

(4) **Playing Members:**

- (a) may attend and speak at all General Meetings and such members over the age of 15 years shall also have the right to vote at all General Meetings. A Junior Playing Member exercising a vote on any matter pursuant to this clause removes the rights of his or her parent/parents from casting a vote on the same matter pursuant to c113(1); and
- (b) may attend all entertainment's and social functions except those specifically arranged for non-Junior Playing Members.

(5) **Corporate Members:**

- (a) Shall have such privileges as the Board may from time to time determine.

MEMBERSHIP/REGISTRATION FEES

15. (1) The Board holding office shall at such times as it may determine, set at its discretion, the membership/registration fees payable for the forthcoming season.
- (2) Membership/registration fees shall be payable in advance.
- (3) Subject to cl 15(5) and (6), if any member has not paid their membership/registration fees prior to the first game of the forthcoming season that member's privileges, together with the privileges of family membership, shall be suspended until all outstanding fees have been paid.
- (4) The failure of a suspended member to pay any outstanding fees within 3 months of being suspended, and unless otherwise determined by the Board will have his membership, together with any family membership terminated.

- (5) Where the Board is satisfied that payment of any fees would cause undue hardship, the Board may extend the time for payment of those fees or waive all or any part of those fees.
- (6) The Board may waive or refund all or any part of any fees owing or paid by a member for services rendered to the Club or for services rendered generally to the game of basketball
- (7) In the event that the Club cannot place a member in a team, for whatever reason, the club will advise the member as soon as possible and arrange for a refund of fees paid. Upon remittance of the above refund the membership of that person and any Family Membership arising from that member's membership is thereby revoked.

RESIGNATION

16. (1) A member may at any time, by giving notice in writing to the Secretary, resign his or her membership of the Club, but shall continue to be liable for any membership/registration fees due and unpaid at the date of resignation.
- (2) In the event of a member resigning his or her membership a refund of membership/registration fees will only be considered prior to the commencement of the forthcoming season and only if the Club has not already paid or is legally obligated to remit fees to any other association/organisation for that member's team or player registration.
- (3) A playing member is taken to have resigned his/her membership in the event that he or she does not register with the Club for the forthcoming season. Members whose membership arose by virtue of the Family membership laws are deemed to have also resigned at the time and in the circumstances set out in this sub-clause.
- (4) A coaching member is taken to have resigned his/her membership in the event that he/she ceases to be a team coach.

EXPULSION/DISCIPLINE OF MEMBERS

17. (1) If the Board considers that a member should be disciplined or expelled from membership of the Club because of conduct detrimental to the interests of the Club, the Board shall communicate, either orally or in writing, to the member:
 - (a) notice of the time, date and place of the Board meeting at which the conduct of the member will be considered and action determined; and
 - (b) particulars of that conduct,

not less than 30 days before the date of the Board meeting at which the conduct of the member will be considered and the question of expulsion or discipline will be decided.
- (2) At the Board meeting referred to in a notice communicated under cl 17(1), the Board may, having afforded the member concerned a reasonable opportunity to be heard by, or make representations in writing to, the Board, discipline, expel or decline to expel that member from membership of the Club and shall, forthwith communicate that decision in writing to the member.

- (3) Subject to cl 17(5), a member who is expelled from membership of the Club ceases to be a member 14 days after the day on which the decision to expel is communicated to him or her.
- (4) A member who is expelled from membership of the Club by the Board shall, if he or she wishes to appeal against that expulsion, give notice to the Secretary of his or her intention to do so within 14 days of the Board's decision being communicated to him or her.
- (5) When notice of appeal against a decision to expel is given:
 - (a) the Club in a General Meeting may, after having afforded the member who gave the notice of appeal a reasonable opportunity to be heard by, or make representations in writing to, the Club in the General Meeting, confirm or set aside the decision of the Board to expel the member, and
 - (b) the member who gave the notice of appeal does not cease to be a member unless and until the decision of the Board to expel him or her is confirmed by the Club in General Meeting.

FINANCE

- 18 (1) The Club's financial year shall commence on October 1 in each year.
- (2) The bankers of the Club shall be such bank or banks as the Board may determine.
- (3) All cheques drawn in the name of the Club shall be signed by any 2 of the President, Vice President, Treasurer and Secretary.
- (4) All payments by or on behalf of the Club shall be passed for payment by the Board. Where immediate payment is required, the Treasurer shall seek the sanction of the President or Secretary.

COLOURS AND BADGE

19. The colours of the Club shall be maroon and white or such other colours as may be determined by from time to time at a General Meeting of the Club.

MEETINGS OF THE BOARD AND COMMITTEES

20. The Board may meet as often as it shall determine but, in any case, shall meet at least 6 times in any one year. Subject to directions to the contrary by the Board, all committees shall meet when they shall determine, and on any occasion when summoned by the President or Secretary.

ANNUAL GENERAL MEETING

21. The Annual General Meeting shall be held within 4 months of the end of the preceding financial year. A report shall be submitted by the President and the Statements and Balance Sheet for the past year as provided in this Constitution shall be submitted by the Treasurer, and such business shall be transacted as shall be required or authorised by this Constitution.

SPECIAL GENERAL MEETING

22. The President or the Board may at any time, and shall within 21 days of a written request by 10 members who are entitled to vote, summon a Special General Meeting of the Club, to deal with any business for which such meeting has been summoned but no other business. Any requisition for a Special General Meeting shall state specifically the purpose for which the Special General Meeting is requested, and the notice of the Meeting to members shall state generally the business to be transacted at the meeting.

NOTICE OF MEETINGS

23. (1) At least 7 days' notice of the Annual General Meeting and any Special General Meeting shall be given by the Secretary to each member entitled to vote.
- (2) At least 3 days' notice of meetings of the Board shall be given in writing by the Secretary to each member of the Board.
- (3) Notice of meetings of any committees shall be determined by the Chairperson of such committee.

QUORUM

24. (1) At all General Meetings 10 members, entitled to vote, shall form a quorum. At meetings of the Board, 5 members shall form a quorum. At meetings of Committees a majority of the members entitled to be present, or 3 such members, whichever shall be the less, shall form a quorum.
- (2) If there shall not be a quorum present within 10 minutes after the time affixed for the meeting, the meeting shall be adjourned to a date and time to be fixed by those present, and notice of the adjournment shall be sent to the members in accordance with this Constitution. If at the adjourned meeting there shall not be a quorum present the members present shall hold the meeting as if a quorum were present.

VOTING

25. All the officers and members of the Club by this Constitution who are entitled to vote shall be entitled to speak and vote at all meetings at which they are entitled to be present. Voting may be taken on the voices, or a show of hands, but if so required by 5 members, the vote shall be taken by ballot.

ORDER OF BUSINESS

26. (1) At the Annual General Meeting the order of business unless otherwise determined by the Board, shall be as follows:
- (a) Apologies
 - (b) Confirmation of Minutes of previous AGM
 - (c) Business arising out of Minutes
 - (d) Correspondence
 - (e) President's Report
 - (f) Auditor's Report

- (g) Treasurer's Report
- (h) Election of Officers
- (i) Motions on notice
- (j) General Business.

(2) At the meetings of the Board the order of business, unless otherwise determined by the Board, shall be as follows:

- (a) Apologies
- (b) Confirmation of Minutes
- (c) Business arising out of Minutes
- (d) Correspondence
- (e) Reports
- (f) Accounts
- (g) Election of members
- (h) Election of officers to vacant offices
- (i) General Business

(3) At meetings of other committees the Chairperson may determine the order of business.

ABSENCE FROM MEETINGS OF COMMITTEES

27. Any member of any committee absenting him or herself from 3 consecutive meetings without leave from the Board or committee shall be deemed to have resigned from the committee.

STANDING ORDERS

28. (1) Where notice of motion is required, that notice shall be given by a member giving a copy of the motion in writing to the Secretary, together with the member's name, at least 14 days before the meeting at which it is intended to put the motion.
- (2) Where notice of motion has been given, that motion shall only be proceeded with at a meeting if the member giving notice, or another member authorised in writing by the member giving notice, is present at that meeting.
- (3) Any motion which is not seconded shall not be further debated and shall lapse.
- (4) As soon as a debate on a question is concluded the Chairperson shall put the question to the meeting in a distinct and audible manner.
- (5) The question on being put shall be resolved in the affirmative or negative on the voices or when a show of hands or ballot is called under cl 25, by a simple majority of the members present and entitled to vote.
- (6) Any motion which has been proposed may be amended by leaving out, substituting or adding words but no amendment which amounts to a direct negative shall be accepted by the Chairperson.
- (7) When an amendment is declared carried, it shall take the place of the original motion, when a further amendment is proposed until the question is finally decided.

SUSPENSION OF STANDING ORDERS

29. It shall be lawful for a majority of the members present and entitled to vote at any meeting to suspend any Standing Order, provided the object of such suspension shall not be the rescinding of any resolution previously carried.

ORDER OF DEBATE

30. (1) Any member desiring to propose a motion or amendment, or to discuss any matter under consideration must rise and address the officer occupying the chair. No member when speaking shall be interrupted unless called to order, when he or she shall sit down and the member so calling to order shall be heard in preference to any other speaker and the Chairperson shall then decide without discussion upon the point of order before the subject is resumed or any other subject entered upon.
- (2) Any member feeling dissatisfied with the ruling of the Chairperson may dissent from such ruling provided the dissent is seconded. In cases of dissent from the ruling of the Chairperson the question shall be as follows:
"Shall the ruling of the Chairperson stand?"
The only persons entitled to speak on the question shall be the mover of the question and the Chairperson and then the question shall be put.
- (3) No member may speak to any motion or amendment after it has been put to the meeting by the Chairperson and has been voted upon.
- (4) When 2 or more members rise to speak the Chairperson shall call upon the member who, the Chairperson's opinion, rose first.
- (5) The mover and seconder of any motion or amendment shall be held to have spoken to it. In the discussion no member shall be allowed to speak more than once except strictly to explain or contradict a mis-statement, but the mover of the original motion shall have the right to reply before the discussion is concluded.
- (6) A member speaking must confine his or her remarks to the subject under debate and avoid personality. The speaker shall not use any discourteous language or reflect on any member.
- (7) The mover of a motion shall not speak for more than ten minutes. Subsequent speakers shall be allowed 5 minutes and the mover of the motion five minutes to reply.

ALTERATION OF CONSTITUTION

31. (1) No provision of this Constitution shall be repealed or amended and no new provision shall be included except as provided for in this Constitution.

- (2) Where 5 or more of the Club's members wish to add to, repeal or amend any provision of the Constitution or any rule made under the Constitution, they shall give 14 days' notice in writing to the Secretary. The secretary shall then convene a Special General Meeting of the Club in the manner provided for in this Constitution for the purpose of discussing the proposed repeal, amendment or new provision. Unless the proposed repeal, amendment or new provision is carried by resolution in that behalf by a majority of three quarters of the members present and voting at the General Meeting it shall be deemed to be not carried.

RESCISSION OF MOTIONS

- 32. No resolution passed at any Annual General Meeting or Special General Meeting may be rescinded except after notice of motion given in accordance with cl 28.

HONORARIA

- 33. Such honoraria shall be made, given or paid as are determined by the Board from time to time.

DISSOLUTION OF THE CLUB

- 34. If, on the winding up of the Association, any property of the Association remains after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of that winding up, that property shall be distributed:
 - (a) To another incorporated association having objects similar to those of the Association; or
 - (b) for charitable or benevolent purposes, which incorporated association or purposes, as the case requires shall be determined by resolution of the members when authorising and directing the Committee under section 33(3) of the Act to prepare a distribution plan for the distribution of the surplus property of the Association.

I hereby certify that the above is a true copy of the constitution of the North Metro Basketball Club Incorporated

SIGNED *[Signature]*
 POSITION IN CLUB President
 DATE 11/2/95

[Signature]