

Constitution

South Australian Amateur Basketball League Incorporated (SAABL)

Adopted on 7 February 2018

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1. Name

The name of the incorporated association governed by this Constitution is the South Australian Amateur Basketball League Incorporated.

2. Interpretation

2.1 Definitions

In this document, unless otherwise defined or the context requires otherwise:

Act means the *Associations Incorporation Act 1985* (SA).

Affiliate Club means any basketball club accepted by the Board as affiliated with the League in accordance with clause 5.2.

Affiliation Requirements means the requirements prescribed by the Board from time to time as being the 'Affiliation Requirements' for the purposes of this Constitution.

Annual General Meeting means the annual meeting of the Members of the League convened in accordance with clause 9.1.

Application means an application by a basketball club for affiliation with the League, comprised of:

- (a) a completed Application Form;
- (b) payment of the Application Fee; and
- (c) any other such documents or information that may be requested by the Board from time to time at its absolute discretion.

Application Fee means the amount prescribed by the Board from time to time as being the 'Application Fee' for the purposes of this Constitution.

Application Form means the form prescribed by the Board from time to time as being the 'Application Form' for the purposes of this Constitution.

Appointed Board Member means a board member of the League appointed in accordance with clause 14.

Board means the governing body of the League consisting of the Board Members.

Board Meeting means a meeting of the Board held in accordance with clause 16.

Board Member means a board member of the League, or a person acting in such a capacity from time to time, and includes both Elected Board Members and Appointed Board Members.

By-Laws means any by-laws made by the Board in accordance with clause 22.

Chair means the Board Member appointed from time to time by the Board as Chair of the League pursuant to clause 19.2.

Constitution means this document, as amended from time to time, being the constitution of the League.

Delegate means the person appointed to act for and on behalf of an Affiliate Club and to represent it and exercise its voting rights at General Meetings in accordance with clause 11.6.

Elected Board Member means a board member of the League elected in accordance with clause 13.

Executive means the group of Board Members comprising the Chair, the Vice-Chair, the Treasurer and the Secretary.

Executive Officer means a person appointed by the Board as Executive Officer of the League pursuant to clause 20.

General Meeting means either the Annual General Meeting or a Special General Meeting.

League means the South Australian Amateur Basketball League Incorporated.

Member means any member of the League in accordance with clause 5.

Membership Year means the calendar year beginning on 1 January annually and ending on 31 December annually.

Ordinary Resolution means a resolution passed by a simple majority of those entitled to vote on the resolution.

Patron means a person appointed by the Board as Patron of the League pursuant to clause 21.

Public Officer means the natural person appointed by the League as its public officer in accordance with section 56 of the Act.

Renewal Application means an application by an Affiliate Club for renewal of its affiliation with the League, comprised of:

- (d) a completed Renewal Form;
- (e) payment of the Renewal Fee; and
- (f) any other such documents or information that may be requested by the Board from time to time at its absolute discretion.

Renewal Date means the date prescribed by the Board from time to time as being the 'Renewal Date' for the purposes of this Constitution.

Renewal Fee means the amount prescribed by the Board from time to time as being the 'Renewal Fee' for the purposes of this Constitution.

Renewal Form means the form prescribed by the Board from time to time as being the 'Renewal Form' for the purposes of this Constitution.

Secretary means the Board Member appointed from time to time by the Board as Secretary of the League pursuant to clause 19.4.

Special General Meeting means a meeting of the Members of the League convened in accordance with clause 9.2.

Special Resolution has the same meaning as defined in the Act.

Treasurer means the Board Member appointed from time to time by the Board as Treasurer of the League pursuant to clause 19.3.

Vice-Chair means the Board Member appointed from time to time by the Board as Vice-Chair of the League pursuant to clause 19.2.

2.2 Interpretation

In this document, unless it is stated to the contrary:

- (a) the singular includes the plural and conversely;
- (b) if a word or phrase is defined, its other grammatical forms have a corresponding meaning;
- (c) a reference to a person, corporation, trust, partnership, unincorporated body or other entity includes any of them;
- (d) a reference to a clause is a reference to a clause of this document;
- (e) a reference to an agreement or document (including this document) is to the agreement or document as amended, varied, supplemented, novated or replaced, except to the extent prohibited by this document or that other agreement or document;
- (f) a reference to legislation or to a provision of legislation includes a modification or re-enactment of it, a legislative provision substituted for it and a regulation or statutory instrument issued under it;
- (g) references to communications in writing include communications made by email;
- (h) a reference to a document includes an agreement in writing and any certificate, notice, instrument and document of any kind;
- (i) a reference to **dollars** and **\$** is to Australian currency;
- (j) the meaning of general words is not limited by specific examples introduced by **including**, or **for example**, or similar expressions;
- (k) references to **agree**, **approve** or **consent** are references to agreement, approval or consent (as the case may be) in writing; and
- (l) a reference to a day, month, quarter or year means a calendar day, month, quarter or year respectively.

2.3 Headings

Headings do not affect the interpretation of this document.

2.4 Resolutions

Where this Constitution requires or permits a decision to be made or a resolution to be passed at a General Meeting, the decision may be made or the resolution may be passed by Ordinary Resolution unless this Constitution or the Act requires otherwise.

2.5 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

The objects of the League shall be as follows:

- (a) to promote and encourage participation in basketball in the state of South Australia;
- (b) to promote and encourage the principles of fair play, teamwork and sportsmanship through basketball;
- (c) to provide and promote an opportunity for all members of the South Australian community to participate in basketball in an inclusive, safe and friendly environment;
- (d) to arrange, administer and control competitions of basketball matches between Affiliate Clubs of the League;
- (e) to adjudicate all questions and matters of dispute with respect to Members, including between Members, arising in connection with the activities of the League.

4. Powers

Subject to the Act, and this Constitution, the League shall have all of the rights, powers and privileges conferred by section 25 of the Act.

5. Membership

5.1 Membership

Membership of the League shall be comprised of the Affiliate Clubs.

5.2 Affiliation

- (a) Any basketball club may apply to be an Affiliate Club:
 - (i) if they comply with the Affiliation Requirements; and
 - (ii) by submitting an Application to the League.
- (b) Each Application shall be:
 - (i) considered by the Board, with reference to the Affiliation Requirements and any other requirements as determined from time to time; and
 - (ii) either be accepted or rejected by the Board at its absolute discretion.
- (c) A decision of the Board made in accordance with clause 5.2(b) will be final and there shall be no appeal against any such decision.
- (d) An Affiliate Club shall be deemed to be a Member once an Application has been accepted by the Board, and shall continue to be a Member until such time as the Affiliate Club:
 - (i) resigns as a Member in accordance with clause 7.1;
 - (ii) ceases to be a Member in accordance with clause 7.2; or
 - (iii) is expelled as a Member in accordance with clause 7.3.

5.3 Renewal

- (a) In order to maintain its affiliation with the League for the following Membership Year, each Affiliate Club must annually renew its affiliation with the League.
- (b) An Affiliate Club must renew its affiliation by submitting a Renewal Application to the League prior to the Renewal Date.
- (c) Each Renewal Application shall be:
 - (i) considered by the Board, with reference to the Affiliation Requirements and any other requirements as determined from time to time; and
 - (ii) either be accepted or rejected by the Board at its absolute discretion.
- (d) A decision of the Board to reject a Renewal Application of an Affiliate Club may only be made where the Board has given the Affiliate Club not less than fourteen (14) days' notice of the Board's intention to reject the Renewal Application. Such notice shall state the grounds, facts or opinions that the Board intends to rely on when rejecting the Renewal Application.
- (e) Following provision of the notice referred to in clause 5.3(d), the Board shall call a Board Meeting to further consider any Renewal Application which it intends to reject.
- (f) Any Affiliate Club who receives a notice in accordance with clause 5.3(d) shall be entitled to receive notice of, and attend, the Board Meeting at which the Renewal Application is to be further considered in accordance with clause 5.3(e). The Affiliate Club shall also be entitled to address the Board before any decision for rejection is made.

6. Effect of membership

Each Member acknowledges and agrees that:

- (a) this Constitution constitutes a contract between each Member and the League and between each individual Member, and that they agree to be bound by this Constitution;
- (b) they shall comply with and observe all provisions of this Constitution as well as any determination, resolution or decision which may be made or passed by the Board, or any entity with delegated authority, from time to time;
- (c) by submitting to this Constitution they are subject to the jurisdiction of the League; and
- (d) they are entitled to all benefits, advantages, privileges and rights that Members are granted by the League.

7. End of membership

7.1 Resignation

A Member may resign as a Member at any time by giving written notice to the Board. Such a resignation will take effect on the date of receipt of this notice by the Board or on such a later date as specified in the notice and agreed by the Board.

7.2 Cessation

An Affiliate Club immediately ceases to be a Member:

- (a) if it fails to submit a Renewal Application to the League prior to the Renewal Date;
or
- (b) if the Board rejects its Renewal Application in accordance with clause 5.3.

7.3 Expulsion

- (a) If any Member fails to comply with or observe any provision of the Constitution or, in the opinion of the Board, is guilty of any conduct deemed by the Board to be unbecoming of a Member or prejudicial to the interests of the League, such Member may be expelled by resolution of the Board.
- (b) A resolution of the Board to expel a Member may only be made where the Board has given the Member not less than fourteen (14) days' notice of the Board's intention to consider the matter. Such notice should state the grounds, facts or opinions that the Board intends to rely on when moving the resolution.
- (c) Any such Member shall be entitled to receive notice of, and attend, the Board Meeting at which such resolution is to be moved and to address the Board before the motion for expulsion is moved.

8. Register of Members

The League must keep and maintain a register of Members containing:

- (a) the name and address, and where applicable, email address, of each Member;
- (b) the date on which each Member became a Member;
- (c) the name and address, and where applicable, email address, of the Delegate of each Affiliate Club; and
- (d) if applicable, the date of, and the reason for, the ending of each Member's membership.

9. General Meetings

9.1 Annual General Meeting

- (a) The League shall hold an Annual General Meeting once every calendar year, within three (3) months of the end of the preceding Membership Year, to be held at such time and place as determined by the Board.
- (b) The business to be transacted at the Annual General Meeting shall include, among other business as determined by the Board from time to time:
 - (i) confirmation of the minutes of the previous Annual General Meeting and any Special General Meetings held since the last Annual General Meeting;
 - (ii) presentation and consideration of the accounts and reports of the Board; and

- (iii) election of Board Members in accordance with clause 13.2.
- (c) All General Meetings other than the Annual General Meeting are Special General Meetings for the purpose of this Constitution.

9.2 Special General Meeting

- (a) The Board may from time to time convene a Special General Meeting upon resolution of the Board.
- (b) The Board shall convene a Special General Meeting upon a requisition in writing by a majority of the Members of the League.
- (c) Such written requisition shall:
 - (i) clearly and fully express the intended business of the proposed Special General Meeting;
 - (ii) must be executed by all of the Members purporting to make the requisition, and where any Member is an Affiliate Club, it must be signed specifically by that Affiliate Club's Delegate; and
 - (iii) must be delivered to the Board by being sent to the physical or email address determined by the Board, and notified to Members, from time to time.
- (d) The Board must proceed to convene a Special General Meeting, to be held at such time and place as determined by the Board, within thirty five (35) days of such a written requisition being received by the Board.
- (e) No business shall be transacted at any Special General Meeting except as set out in the notice convening the Special General Meeting.

9.3 Notice of General Meeting

- (a) All Members are entitled to receive at least twenty eight (28) days' notice of a General Meeting.
- (b) Notice shall be given to every Member by being sent in any manner provided under clause 23.
- (c) All Board Members, the Patron and the Executive Officer shall also be entitled to receive at least twenty eight (28) days' notice of a General Meeting, which shall be given by being sent in any manner provided under clause 23.
- (d) Any notice given under this clause 9.3 must specify the place and time at which the General Meeting is to be held and the particulars of any business to be transacted at the meeting and must be accompanied by the following:
 - (i) the agenda of the meeting; and
 - (ii) any applicable proxy forms, as prescribed by the Board from time to time.

10. Proceedings at General Meetings

10.1 Chair

- (a) The Chair shall preside as chairperson at all General Meetings except:
 - (i) in relation to an election for which the Chair is nominee; or

- (ii) where a conflict exists with respect to the Chair and the business to be transacted at the General Meeting.
- (b) If the Chair is unable to preside as chairperson, whether by absence or by effect of clause 10.1(a), the Vice-Chair will preside as chairperson of the General Meeting. Where the Vice-Chair is unable to preside at the General Meeting, the Members present at the General Meeting will elect another person to chair that meeting from amongst the other Board Members present.

10.2 Quorum

No business shall be transacted at any General Meeting until a quorum is present. The quorum for any General Meeting shall be two (2) Members.

10.3 Adjournment

If within thirty (30) minutes after the scheduled time for commencement of the General Meeting a quorum is not present:

- (a) where the General Meeting was convened upon the requisition of Members, the meeting shall lapse;
- (b) where the General Meeting was convened in any other case, the meeting shall stand adjourned and will be re-scheduled to such other place and time to be determined by the chairperson of the meeting. If a quorum is not present within thirty (30) minutes after the scheduled time for commencement of the re-scheduled meeting, the meeting shall lapse.

10.4 Technology

The League may hold a General Meeting at two (2) or more venues using any technology that gives Members as a whole a reasonable opportunity to participate.

11. Voting at General Meetings

11.1 Voting procedure

Any question for determination at a General Meeting, other than a Special Resolution, is taken to be carried if an Ordinary Resolution is passed in favour of it.

11.2 Chairperson may exercise casting vote

If there is an equal number of votes, either on a show of hands or on a poll, the chairperson of that General Meeting is entitled to a casting vote, in addition to any votes to which the chairperson may be entitled as a Delegate or proxy.

11.3 Voting on show of hands

- (a) At any General Meeting a resolution put to the vote of the meeting must be decided on a show of hands, unless a poll is effectively demanded by:
 - (i) the chairperson of that General Meeting; or
 - (ii) a simple majority of Members;immediately before the vote or immediately following the declaration of the result of the show of hands.
- (b) 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 the League, is conclusive evidence of the fact.

- (c) Neither the chairperson nor the minutes need state, and it is not necessary to prove, the number or proportion of the votes recorded in favour of or against the resolution.

11.4 Poll

- (a) If a poll is effectively demanded:
 - (i) it must be taken before the close of the General Meeting, whether immediately or after an adjournment or interval as directed by the chairperson;
 - (ii) it must be in the manner directed by the chairperson and the result of the poll is deemed to be a resolution of the General Meeting at which the poll was demanded;
 - (iii) however, where it relates to the election of a chairperson for that meeting or on a question of adjournment, it must be taken immediately.
- (b) The demand of a poll does not prevent the continuance of the meeting for the transaction of any business, other than the question on which the poll has been demanded.

11.5 Entitlement to vote

- (a) On a show of hands each Member, or validly appointed proxy, present at the meeting shall be entitled to exercise one (1) vote.
- (b) Where a poll is demanded each Member, or validly appointed proxy, present at the meeting shall be entitled to exercise one (1) vote for each basketball team that was registered with the League by the Member at the conclusion of the League's immediately preceding winter basketball season.

11.6 Delegate

- (a) Each Affiliate Club must from time to time appoint one (1) person to represent it as a Delegate. A Delegate is appointed to act for and on behalf of an Affiliate Club and to represent it and exercise its voting rights at General Meetings.
- (b) Each Affiliate Club must in writing, as part of the Affiliate Club's Application, appoint an initial Delegate.
- (c) Each Affiliate Club must annually in writing, as part of the Affiliate Club's Renewal Application, confirm the appointment of a Delegate or appoint a successor.
- (d) A Delegate shall be deemed to be the Delegate of an Affiliate Club from the date of their appointment, as set out in the Affiliate Club's Application or Renewal Application, as applicable, until such time as their successor is appointed or the Affiliate Club revokes their appointment by notice in writing to the League.
- (e) An Affiliate Club will have the right to appoint a Delegate or revoke the appointment of a Delegate at any time by notice in writing to the League, and where an Affiliate Club has revoked the appointment of a Delegate, the Affiliate Club shall be entitled to nominate a successor in place of that Delegate by notice in writing to the League.
- (f) Notwithstanding any other clause of this Constitution:
 - (i) any voting rights of an Affiliate Club and any right to attend a General Meeting shall be exercised by, and only by, the Affiliate Club's Delegate. No other person or persons, unless validly appointed as a proxy under clause 11.7, shall be entitled to vote on behalf of the Affiliate Club or attend the General Meeting;

- (ii) if at any time an Affiliate Club has not appointed a Delegate, that Affiliate Club shall be ineligible to exercise any voting rights granted to a Member;
- (iii) for such time as an Affiliate Club is not incorporated, the Delegate of any such unincorporated Affiliate Club shall be deemed to be the Member (on behalf of the unincorporated Affiliate Club), and shall, to the extent possible, be entitled to exercise all of the rights of the Affiliate Club on its behalf and shall have the same obligations and shall follow such procedures on behalf of the unincorporated Affiliate Club as applies to an incorporated Affiliate Club.

11.7 Proxies

- (a) A Member shall be entitled to appoint a natural person to be their proxy. A proxy shall be entitled to attend and vote at any General Meeting of the League in place of the Member who appointed them.
- (b) A proxy referred to in clause 11.7(a) above shall be permitted to attend and vote at any General Meeting provided that a proxy form, in the form prescribed by the Board from time to time, has been duly completed and executed by the Member, and has subsequently been lodged with the League no later than twenty four (24) hours before the scheduled time for commencement of the General Meeting in respect of which the proxy is appointed.
- (c) A Member shall be entitled to instruct their proxy to vote in favour of or against any proposed resolution(s) by recording this instruction, in writing, on the proxy form. Where a Member has given no such written instruction, the proxy may exercise the proxy vote as they think fit.

12. Board

12.1 Powers and duties

- (a) The affairs of the League shall be managed and controlled by the Board which, in addition to any powers and authorities conferred by this Constitution, may exercise all such powers and do all such things as are within the objects of the League, and are not by the Act or this Constitution required to be done by the League in a General Meeting.
- (b) The Board has the management and control of the funds and other property of the League.
- (c) The Board shall have authority to interpret the meaning of this Constitution and any other matters relating to the affairs of the League on which this Constitution is silent.

12.2 Composition of the Board

- (a) The Board shall be comprised of the following natural persons:
 - (i) six (6) Elected Board Members, who will be elected in accordance with clause 13; and
 - (ii) two (2) Appointed Board Members, who shall be appointed by the Elected Board Members in accordance with clause 14,
 collectively being no more than eight (8) Board Members.
- (b) The Board shall be empowered to act at any time notwithstanding any vacancy on the Board.

13. Elected Board Members

13.1 Nominations

- (a) Nominations for Elected Board Member positions shall be called for at least thirty five (35) days prior to the Annual General Meeting by written notice to all Members.
- (b) Nominations must be:
 - (i) in writing;
 - (ii) in the form prescribed by the Board from time to time as being the 'Nomination Form' for the purposes of this clause 13.1(b);
 - (iii) signed by at least one (1) Delegate;
 - (iv) certified by the nominee expressing their willingness to accept the position for which they are nominating; and
 - (v) delivered to the League not less than seven (7) days before the date declared to be the date of the Annual General Meeting.

13.2 Election

- (a) If the number of nominations received by the League 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 persons shall be declared elected to the Board by the chairperson at the Annual General Meeting.
- (b) If there are insufficient nominations received to fill all vacancies on the Board, the positions not filled will be deemed casual vacancies under clause 13.4.
- (c) If the number of nominations exceeds the number of vacancies to be filled, a secret ballot shall be held and conducted at the Annual General Meeting for each vacancy to be filled.
- (d) The secret ballot referred to in clause 13.2(c) above shall be conducted in such a manner and by such method as determined by the Board from time to time.

13.3 Term

- (a) Board Members elected in accordance with clause 13 shall be elected for a term of two (2) years.
- (b) Elected Board Members shall begin their term at the conclusion of the Annual General Meeting at which their election occurred, or where filling a casual vacancy, at the conclusion of the Board Meeting at which they are appointed.
- (c) Subject to the provisions in this Constitution relating to early retirement or removal of Board Members, an Elected Board Member's term shall conclude at the conclusion of the second Annual General Meeting following their election.
- (d) Notwithstanding any other clause of this Constitution, three (3) Elected Board Members shall retire at each Annual General Meeting, but each shall be eligible for re-election.
- (e) The three (3) Elected Board Members to retire in accordance with clause 13.3(d) shall be the three (3) Elected Board Members who have held office for the longest continuous period of time since their election or last re-election (whichever is later), and where any such Elected Board Members have held office for identical continuous periods, the Elected Board Member(s) to retire shall be determined by the Board.

- (f) Unless approved otherwise by a resolution of the League at a General Meeting, no Board Member who has served as an Elected Board Member for a period of three (3) consecutive full terms or six (6) consecutive years, whichever is shorter, shall be eligible for re-election as an Elected Board Member until that Board Member has ceased to be a Board Member for at least twelve (12) months.
- (g) Any term of service as an Appointed Board Member shall be counted in determining the length of service for the purpose of this clause.

13.4 Casual vacancy

- (a) Any casual vacancy occurring in the position of an Elected Board Member may be filled by the remaining Board Members appointing an appropriately qualified person.
- (b) Any casual vacancy may only be filled for the remainder of the term that would have applied to an Elected Board Member duly elected in accordance with this Constitution, and as such, any person filling a casual vacancy will be subject to retirement in rotation in accordance with clause 13.3.
- (c) For the avoidance of doubt and for the purposes of clause 13.3(e):
 - (i) any person filling a casual vacancy shall be deemed to have been elected or last re-elected when the Elected Board Member they are replacing was elected or last re-elected; or
 - (ii) where the person is filling a casual vacancy as a result of insufficient nominations under clause 13.2(b), they shall be deemed to have been elected at that Annual General Meeting.

14. Appointed Board Members

14.1 Appointment

The Elected Board Members shall appoint two (2) Appointed Board Members comprised of the following:

- (a) one (1) Appointed Board Member who will have specific skills in accounting, commerce, finance, law, governance, marketing or business generally or such other skills which complement the composition of the Elected Board Members; and
- (b) one (1) Appointed Board Member who will be the nominated representative of the umpires of the League.

14.2 Term

- (a) Appointed Board Members shall be appointed by the Elected Board Members for a term of two (2) years.
- (b) Subject to clause 14.2(c) below, the Elected Board Members may re-appoint an Appointed Board Member for further terms in addition to their initial term.
- (c) Unless approved otherwise by a resolution of the League at a General Meeting, no Board Member who has served as an Appointed Board Member for a period of six (6) consecutive years shall be eligible for appointment as an Appointed Board Member until that Board Member has ceased to be a Board Member for at least twelve (12) months.

- (d) Any term of service as an Elected Board Member shall be counted in determining the length of service for the purpose of this clause.
- (e) Any casual vacancy occurring in the position of an Appointed Board Member must be filled by the remaining Board Members appointing an appropriately qualified person to replace the outgoing Board Member.

15. Removal or resignation of Board Member

- (a) In addition to the circumstances in which a Board Member ceases to hold office by virtue of the Act, a Board Member ceases to hold office if they:
 - (i) become an undischarged bankrupt or make any arrangement or composition with their creditors generally;
 - (ii) resign from office by written notice given to the Board;
 - (iii) are removed or expelled from office under the Act or this Constitution;
 - (iv) become a mentally incapacitated person;
 - (v) are absent without the consent of the Board from at least three (3) consecutive Board meetings;
 - (vi) are convicted of an indictable offence;
 - (vii) become otherwise ineligible to serve as a Board Member or be elected as a Board Member under the Act;
 - (viii) in the opinion of the Board (but subject to the Constitution):
 - (A) act in a manner unbecoming or prejudicial to the objects of the League as set out in clause 3;
 - (B) bring the League into disrepute; or
 - (C) would otherwise be prohibited from being a director of a corporation under the *Corporations Act 2001* (Cth); or
 - (ix) are removed by Special Resolution at a General Meeting.
- (b) In the event of a casual vacancy or vacancies in the office of a Board Member, the remaining Board Members may act, but if the number of remaining Board Members is not sufficient to constitute a quorum of the Board, they may act only for the purpose of increasing the number of Board Members to a number sufficient to constitute such a quorum.

16. Board Meetings

16.1 Proceedings

- (a) The Board shall meet for the dispatch of business as often as is deemed necessary, however the Board must meet at least once every three (3) months.
- (b) Unless all Board Members agree to hold a meeting at shorter notice (which agreement, absent written agreement, shall be evidenced by presence at the Board Meeting), all Board Members are entitled to receive at least fourteen (14) days' written notice of a Board Meeting.
- (c) Notice shall be given to every Board Member by being sent in any manner provided under clause 23.
- (d) The Board may otherwise regulate and adjourn its meetings in any manner as it thinks fit.

- (e) A special Board Meeting may be called at any time by the Chair subject to the notice requirements in clause 16.1(b). No other Board Member may call a special Board Meeting, however another Board Member may request, by written notice to the Chair, that a special Board Meeting be called.
- (f) Subject to this Constitution, questions arising at any Board Meeting shall be decided by a majority of votes and a determination or resolution of a majority of Board Members shall for all purposes be deemed a determination or resolution of the Board.
- (g) All Board Members shall have one (1) vote on any question, and where there is an equal number of votes, the chairperson of the meeting shall have a casting vote in addition to a deliberative vote. If the chairperson of the meeting does not exercise a casting vote, the motion will be defeated.

16.2 Quorum

No business shall be transacted at any Board Meeting until a quorum is present. The quorum for any Board Meeting shall be five (5) Board Members, with at least two (2) of those Board Members being members of the Executive.

16.3 Technology

The Board may hold a Board Meeting at two (2) or more venues using any technology that gives Board Members as a whole a reasonable opportunity to participate.

16.4 Chair

- (a) The Chair shall preside as chairperson at all Board Meetings except:
 - (i) in relation to an election for the Chair position where they are a nominee; or
 - (ii) where a conflict exists with respect to the Chair and the business to be transacted at the Board Meeting.
- (b) If the Chair is unable to preside as chairperson, whether by absence or by effect of clause 16.4(a), the Vice-Chair will preside as chairperson of the Board Meeting. Where the Vice-Chair is unable to preside at the Board Meeting, the Board Members present at the Board Meeting will elect another chairperson from the Board Members present to chair that meeting.

16.5 Conflicts of interest

- (a) A Board Member having a direct or indirect pecuniary interest in a matter, contract or proposed contract with the League must disclose the nature and extent of that interest to the Board as required by the Act, and shall have no vote with respect to that matter, contract or proposed contract.
- (b) A Board Member must disclose the nature and extent of their direct or indirect pecuniary interest in the contract at the subsequent Annual General Meeting of the League if the Board votes in favour of the matter, contract or proposed contract.

16.6 Written resolutions

- (a) A written resolution passed by the Board will be as valid and effectual as if it had been passed at a Board Meeting duly called and held if:
 - (i) all Board Members entitled to receive notice of a Board Meeting receive notice of the resolution; and

- (ii) the resolution is signed by all of the Board Members entitled to receive notice of the resolution pursuant to this clause.
- (b) Any such resolution may be constituted by multiple documents, including documents circulated by email in PDF format, in the same form, each signed by one or more Board Members.
- (c) The meeting will be deemed to have been held on the day on which the document(s) constituting the resolution was signed by the last Board Member.

16.7 Validity of acts of Board Members

All acts done at a Board Meeting, or by a person acting as a Board Member, are, even if it is afterwards discovered that:

- (a) there was a defect in the appointment or continuance in office of a person as a Board Member or of the person so acting; or
 - (b) a person acting as a Board Member was disqualified or was not entitled to vote,
- as valid as if the relevant person had been duly appointed or had duly continued in office and was qualified and entitled to vote.

17. Minutes

- (a) Proper minutes of all proceedings of General Meetings and Board Meetings shall be entered within one (1) month after the relevant meeting in the minute books of the League kept for that purpose.
- (b) The minutes kept pursuant to this clause must be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- (c) With respect to minutes of General Meetings, the minutes kept pursuant to this clause must be confirmed by the Members at the next succeeding General Meeting.
- (d) Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting are deemed to have been duly held, and that all appointments made at a meeting are deemed to be valid.

18. Seal

- (a) The League may from time to time, at the absolute discretion of the Board, have a common seal upon which its corporate name shall appear in legible characters.
- (b) The common seal must not be used without the express authorisation of the Board, and every use of the seal shall be recorded in the minute books of the League.
- (c) The affixing of the common seal must be witnessed by two (2) Board Members, one of which must be a member of the Executive.

19. Executive

19.1 Executive

The Executive shall be comprised of the following positions:

- (a) the Chair;
- (b) the Vice-Chair;
- (c) the Treasurer; and
- (d) the Secretary.

19.2 Chair and Vice-Chair

- (a) The Board shall appoint a Chair and Vice-Chair for a term of one (1) year from amongst the Board Members at the first Board Meeting immediately following an Annual General Meeting.
- (b) The Chair and Vice-Chair shall begin their term at the conclusion of the Board Meeting at which their appointment occurred, and, subject to re-election, their term shall conclude at the conclusion of the corresponding Board Meeting the following year.
- (c) The Chair shall be the nominal head of the League and will act as chairperson of all General Meetings and Board Meetings in accordance with and subject to clauses 10.1 and 16.4.

19.3 Treasurer

- (a) The Board shall appoint a Treasurer for a term of one (1) year from amongst the Board Members at the first Board Meeting immediately following an Annual General Meeting.
- (b) The Treasurer shall begin their term at the conclusion of the Board Meeting at which their appointment occurred, and, subject to re-election, their term shall conclude at the conclusion of the corresponding Board Meeting the following year.
- (c) When electing the Treasurer, the Board shall give specific consideration to any relevant experience or qualifications with respect to, or any specific skills in, accounting, commerce, finance or business generally that a Board Member may possess.

19.4 Secretary

- (a) The Board shall appoint a Secretary for a term of one (1) year from amongst the Board Members at the first Board Meeting immediately following an Annual General Meeting.
- (b) The Secretary shall begin their term at the conclusion of the Board Meeting at which their appointment occurred, and, subject to re-election, their term shall conclude at the conclusion of the corresponding Board Meeting the following year.
- (c) When electing the Secretary, the Board shall give specific consideration to any relevant experience or qualifications with respect to, or any specific skills in, law or governance that a Board Member may possess.

- (d) The Secretary shall act as and carry out the duties of Public Officer of the League and shall administer and manage the League in accordance with the Act and this Constitution.

20. Executive Officer

- (a) The Board will from time to time appoint an Executive Officer of the League for such term and on such conditions as the Board thinks fit.
- (b) The Executive Officer shall be responsible for the day to day operation, management and administration of the League.
- (c) The Executive Officer must, as far as practicable, attend all General Meetings and Board Meetings, and shall regularly report to the Board on the activities of, and issues relating to, the League.
- (d) For the avoidance of doubt, the Executive Officer shall have no voting rights at any General Meeting or Board Meeting.

21. Patron

- (a) The Board may from time to time, subject to approval by that person, appoint a Patron of the League on such conditions as the Board thinks fit.
- (b) The Patron shall be appointed for an initial term of two (2) years, with this initial term able to be extended by the Board from time to time at its absolute discretion.
- (c) The Patron may, as far as practicable, attend all General Meetings and Board Meetings.
- (d) For the avoidance of doubt, the Patron shall have no voting rights at any General Meeting or Board Meeting.

22. By-Laws

- (a) The Board may from time to time formulate, issue and adopt such By-Laws for the proper advancement, management and administration of the League and its objects, as set out in clause 3, as it thinks necessary or desirable.
- (b) The Board may also from time to time interpret, amend or alter any such By-Laws as it thinks necessary or desirable.
- (c) Any By-Laws must be consistent with this Constitution and the Act.
- (d) All By-Laws shall be binding on the League and all Members and shall have the same force and effect as if they were incorporated into this Constitution.
- (e) The formulation, issue, adoption, interpretation, amendment or alteration of any By-Laws shall be advised to Members by way of notice approved by the Board. Any such notice must be given to every Member by being sent in any manner provided under clause 23.

23. Notices

23.1 How notices are to be given

Any notice given under or in connection with this Constitution must be in writing from the sender and must be sent to:

- (a) in the case of Members, the physical or email address recorded in the register of Members in accordance with clause 8; or
- (b) in the case of any other party, to the physical or email address which has been notified by the recipient to the sender as the recipient's updated address for the purposes of this Constitution.

23.2 When delivered

- (a) Notices will be taken to be duly given:
 - (i) in the case of delivery in person, when delivered;
 - (ii) in the case of delivery by post, four (4) Business Days after the date of posting (if posted to an address in the same country) or seven (7) Business Days after the date of posting (if posted to an address in another country); and
 - (iii) in the case of email, one (1) Business Day after the date on which the email is sent, provided that the sender has not by that time received a delivery failure notification (or similar).
- (b) If the result under clause 23.2(a) is that a notice would be taken to be given on a day that is not a Business Day, then it will be taken to have been given on the next Business Day.

24. Dispute resolution

- (a) The dispute resolution procedure set out in this clause applies to disputes with respect to this Constitution between:
 - (i) a Member and the League; or
 - (ii) a Member and another Member of the League.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all of the parties.
- (c) If the parties are unable to resolve the dispute at the meeting referred to above, the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.
- (d) In this clause "Member" includes any person that was a Member within six (6) months before the dispute occurred.

25. Financial reporting

- (a) The first financial year of the League shall be the period ending 31 December following incorporation, and thereafter the financial year shall be equivalent to the Membership Year of the League.

- (b) The League shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the League in accordance with the Act.

26. Application of income

- (a) The income and capital of the League shall be applied exclusively to the promotion of its objects in accordance with clause 3.
- (b) Except as prescribed in this Constitution or the Act:
 - (i) no portion of the income or capital of the League shall be paid or distributed, whether directly or indirectly, to any Member, Delegate, Board Member, officer or any of their associates; and
 - (ii) no remuneration or other benefit shall be paid or given by the League to any Board Member or officer of the League.
- (c) Nothing in this clause 26 shall prevent payment, in good faith, to any Member, Delegate, Board Member, officer or any of their associates, for:
 - (i) services rendered to the League as an employee;
 - (ii) goods supplied to the League in the ordinary course of business;
 - (iii) any out of pocket expenses incurred on behalf of the League,

provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

27. Winding up

- (a) The League may be wound up in the manner provided for in the Act.
- (b) The liability of the Members of the League is limited.
- (c) Each Member undertakes to contribute to the assets of the League in the event of the League being wound up whilst they are a Member, or within one (1) year after ceasing to be a Member, for payment of the debts and liabilities of the League contracted before they ceased to be a Member, and the costs, charges and expenses of winding up the League, such amount as may be required not exceeding ten dollars (\$10.00).

28. Application of surplus assets

- (a) If, after the winding up of the League, there remains 'surplus assets' as defined in the Act, subject to clause 28(b), such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members.
- (b) The League may also determine to distribute surplus assets to nominated charities or organisations.
- (c) Any such nominated charities or organisations shall be identified and determined by a resolution of Members in a General Meeting.

29. Alteration to Constitution

- (a) This Constitution may be altered (including an alteration to the League's name) by Special Resolution of the Members of the League. This includes alteration by rescission or replacement with a substitute constitution.
- (b) Any alteration of this Constitution shall be registered with the Office of Consumer and Business Affairs, or any other appropriate body, as required by the Act from time to time.
- (c) The registered Constitution shall bind the League and every Member to the same extent as if they had signed it, and agreed to be bound by all of its provisions.