



Constitution for the Darwin Basketball Northern Territory

TABLE OF CONTENTS

1. NAME OF ASSOCIATION	3
2. DEFINITIONS AND INTERPRETATION	3
3. OBJECTS AND PURPOSES OF THE ASSOCIATION	5
4. POWERS OF THE ASSOCIATION.....	6
5. MEMBERS.....	6
6. CESSATION OF MEMBERSHIP	9
7. DISCIPLINE.....	10
8. SUBSCRIPTIONS AND FEES.....	11
9. POWERS OF THE BOARD	11
10. COMPOSITION OF THE BOARD.....	12
11. ELECTED DIRECTORS	12
12. APPOINTED DIRECTORS	13
13. VACANCIES ON THE BOARD.....	14
14. MEETINGS OF THE BOARD	15
15. EXECUTIVE.....	16
16. DELEGATIONS	16
17. ANNUAL GENERAL MEETING.....	16
18. SPECIAL GENERAL MEETINGS.....	17
19. ATTENDANCE AT GENERAL MEETINGS AND APPOINTMENT OF DELEGATES ..	17
20. NOTICE OF GENERAL MEETING	17
21. BUSINESS.....	18
22. PROCEEDINGS AT GENERAL MEETINGS	18
23. VOTING AT GENERAL MEETINGS.....	19
24. DISPUTE RESOLUTION PROCEDURE.....	19
25. RECORDS AND ACCOUNTS	20
26. AUDITOR.....	20
27. APPLICATION OF INCOME.....	21
28. WINDING UP	21
29. DISTRIBUTION OF ASSETS ON WINDING UP.....	21
30. CONSTITUTION	21
31. REGULATIONS	22
32. NOTICE	23
33. PATRONS AND VICE PATRONS	23
34. TRIBUNAL MEMBERS.....	23
35. INDEMNITY	23
36. CROWN LEASE	24
37. TRANSITIONAL PROVISIONS.....	24

DRAFT
Associations Act 2015 (NT)

CONSTITUTION

of

Darwin Basketball Northern Territory

1. NAME OF ASSOCIATION

The name of the incorporated association is "Darwin Basketball Association" ("**Association**").

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this Constitution unless the contrary intention appears:

"Act" means the *Associations Act 2015 (NT)*.

"Affiliate Member" means a Club which is admitted as an Affiliate Member under clause 5.

"Associate Member" means a Club or Team which is admitted as an Associate Member under clause 5.

"Annual General Meeting" means a meeting of the kind described in clause 17(a).

"Appointed Director" means a director appointed under clause 12.

"Basketball Australia" means the governing and controlling body for the Sport in Australia, BA Limited (ACN 072 484 998).

"Basketball Northern Territory" means the governing and controlling body for the Sport in the Northern Territory of Australia.

"Board" means the body consisting of the Directors and constituting the committee for the purposes of the Act.

"Board Meeting" means the allocated times on which the Directors of the Association meet to determine the Association's affairs.

"Club" means a club that enters teams in a competition governed by the Association in the Sport.

"Constitution" means this constitution of the Association.

"Delegate" means, in respect of an Affiliate Member, the person for the time being appointed as the Affiliate Member's delegate under clause 19(b).

"Director" means a member of the Board and includes Elected Directors and Appointed Directors and any person acting in that capacity from time to time appointed in accordance with this Constitution.

"Elected Director" means a director appointed under clause 11.

"Fees" means any subscriptions, fees or levies payable by a Member to the Association.

“Financial” means an Affiliate Club that has paid all affiliation and team nomination fees.

“Financial Year” means the period commencing on 1 January and expiring on 31 December of the same year.

“General Meeting” means a general meeting of Members and includes the Annual General Meeting or any Special General Meeting.

“Individual Member” means a person admitted as a member of the Association under clause 5.

“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 the Association or any activity of or conducted, promoted or administered by the Association.

“League Club” means an Affiliate Member with at least one team playing in the Association’s premier competition.

“Life Member” means an individual appointed as a life member of the Association under clause 5.

“Member” means a member for the time being of the Association.

“Northern Territory” means the Northern Territory of Australia.

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

“Ordinary Resolution” means:

- (a) at a meeting of Members, a resolution passed at a General Meeting by a majority of Members present, entitled to vote and voting; or
- (b) at a meeting of the Board or a committee of the Board, a resolution passed by a majority of those present, entitled to vote and voting.

“Participants” means persons who participate in the Sport whether as players, coaches, umpires or other officials.

“Player Registration Fees” means the annual fee payable by players as Participants in the Sport determined by the Board from time to time.

“Region” means Darwin in the Northern Territory and any other regions determined by the Board from time to time.

“Regulation” means a rule, regulation, by-law or policy made by the Board under this Constitution.

“Special General Meeting” means a general meeting of Members convened in accordance with clause 18.

“Special Resolution” means a resolution passed at General Meeting of the Members if:

- (a) at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all Members; and
- (b) it is passed at a duly convened meeting of the Members by a majority of not less than three-quarters of Members present, entitled to vote and voting.

“Sport” means the sport of Basketball.

“Team” means the definition for team given under the Association’s by-laws, as amended from time to time by the Committee.

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) 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 another legislative authority having jurisdiction); and
- (h) unless the contrary intention appears, a requirement that something is in writing will be met if it is produced by electronic, photographic, lithographic or other means by which it can readily be read and reproduced.

2.3 Resolutions

Where this Constitution requires or permits a decision to be made or a resolution to be passed by a General Meeting, the Board or a sub-committee of the Board, the decision may be made or the resolution may be passed by Ordinary Resolution unless either this Constitution or the Act requires otherwise.

2.4 The Act

Words and phrases which are defined in the Act and which are not specifically defined in clause 2.1 above have the same meanings in this Constitution as they do in the Act.

3. OBJECTS AND PURPOSES OF THE ASSOCIATION

The Objects of the Association are to:

- (a) encourage, promote, advance and administer the Sport throughout the Region;
- (b) arrange, conduct and regulate competitions in the Sport;
- (c) maintain and enhance the reputation of the Sport and the standards of play and behaviour of Participants; and
- (d) undertake and or do other things or activities which are necessary, incidental or conducive to the advancement of these Objects.

4. POWERS OF THE ASSOCIATION

4.1 For achieving its Objects, the Association has the powers conferred by sections 11 and 13 of the Act:

4.2 Subject to the Act, the Association may do all things necessary or convenient for carrying out its Objects, and in particular, may:

- (a) acquire, hold and dispose of real or personal property;
- (b) open and operate accounts with financial institutions;
- (c) invest its money in any security in which trust monies may lawfully be invested;
- (d) raise and borrow money on the terms and in the manner it considers appropriate;
- (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
- (f) deal with any licences or privileges which may be capable of being conveniently used in connection with any of the Objects of the Association;
- (g) appoint agents to transact business on its behalf;
- (h) enter into any other contract it considers necessary or desirable; and
- (i) do anything of and incidental to the furtherance of its Objects.

5. MEMBERS

5.1 Number of Members

The Association must have not less than five (5) Members.

5.2 Categories of Members

There shall be four (4) categories of Members:

- (a) Life Members;
- (b) Affiliate Members;
- (c) Associate Members; and
- (d) Individual Members.

5.3 Admission of Members

- (a) Subject to clause 5.7, a candidate for membership must apply to the Board in writing.
- (b) The application must:
 - (i) be in a manner approved by the Board;
 - (ii) contain full particulars of the name and address and contact details of the applicant;

- (iii) identify the category of membership for which the applicant is applying;
and
- (iv) contain any other information prescribed by Regulation for an application for membership in that category.

5.4 Discretion to accept or reject application

- (a) The Directors may accept or reject an application whether the applicant has complied with the requirements in clause 5.3 or not. The Directors are not required, nor can they be compelled to provide, any reason for rejection.
- (b) Membership begins on the later to occur of:
 - (i) acceptance of the application by the Directors; or
 - (ii) payment of any fees payable by the new Member.

5.5 Life Members

- (a) Life Membership is the highest honour that can be bestowed by the Association for longstanding and valued service to the Association.
- (b) Any Member may recommend a person for Life Membership by notice in writing to the Board. A recommendation made under this clause 5.4 must include a written report outlining the history of services of the nominee.
- (c) A person may be appointed a Life Member only by Special Resolution put to an Annual General Meeting by the Board.
- (d) A Life Member has the right to receive notice of General Meetings and to be present and to debate but not to vote at General Meetings.
- (e) A Life Member is not required to pay Player Registration Fees.

5.6 Affiliate Members

- (a) A Club may apply to the Board for admission to membership as an Affiliate Member.
- (b) To be, or remain, eligible for Membership, a Club must be incorporated or be in the process of incorporation or be another legal entity.
- (c) An Affiliate Member has the right to receive notice of General Meetings and to be present, debate and vote at General Meetings.
- (d) Each Affiliate Member is taken, by virtue of that membership, to have agreed:
 - (i) that it recognises the Association and Basketball Northern Territory as the authorities for the Sport in the Northern Territory and Basketball Australia as the national authority for the Sport;
 - (ii) that it will submit an up-to-date copy of its constituent documents to the Board as and when requested by the Board or required by the Regulations;
 - (iii) that it will conscientiously attend General Meetings;

- (iv) that it will maintain, in a form acceptable to the Association, a register of its members and provide a copy of the register to the Board on request by the Board; and
- (v) that, if requested by the Association, it will provide the Association with copies of its audited accounts, annual financial reports and other associated documents as soon as practicable following the Affiliate Member's annual general meeting.
- (e) If an Affiliate Member is not incorporated at the time of applying for membership, the process of incorporation must be completed within one year of applying for membership. If it is not completed to the satisfaction of the Board, in its absolute discretion, its membership will revert to Associate Membership and it will need to reapply for Affiliate Membership.
- (f) Each Affiliate Member must have constituent documents which:
 - (i) clearly reflect the Objects; and
 - (ii) conform with this Constitution, the Regulations and the Constitution and policies of the Basketball Northern Territory.

5.7 Associate Members

- (a) A team or group of teams may apply to the Board for admission to membership as an Associate Member.
- (b) An Associate Member has the right to receive notice of General Meetings and to be present, but not to debate or vote at General Meetings.
- (c) Each Associate Member is taken, by virtue of that membership, to have agreed that:
 - (i) it recognises the Association and Basketball Northern Territory as the authorities for the Sport in the Northern Territory and Basketball Australia as the national authority for the Sport;
 - (ii) that it will maintain, in a form acceptable to the Association, a register of its members and provide a copy of the register to the Board on request by the Board with fourteen days of such a request being made in writing by the Board;

5.8 Individual Members

- (a) An individual who is a Participant or who has an interest in the Sport may apply to be an Individual Member.
- (b) All Participants who are members of an Affiliate or Associate Member are deemed as individual members under this Constitution.
- (c) An Individual Member has the right to receive notice of General Meetings and to be present but not to debate or vote at General Meetings. Notice given to an Affiliate or Associate Member is taken to be notice to all of the members and Participants of that Affiliate or Associate Member.

5.9 Obligations of Members

Each Member must:

- (a) treat all staff, contractors and representatives of the Association, Basketball Northern Territory and Basketball Australia with respect and courtesy at all times;
- (b) maintain and enhance the standards, quality and reputation of both the Association and the Sport;
- (c) not act in a manner unbecoming of a Member or prejudicial to the Objects or the interests or reputation of the Association, Basketball Northern Territory, Basketball Australia or the Sport; and
- (d) in the case of an Affiliate or Associate Member:
 - (i) take reasonable steps to prevent any of its members or any Participant associated with it from acting in a way that is likely to bring the Association, Basketball Northern Territory, Basketball Australia or the Sport into disrepute or which might adversely affect or derogate from the standards, quality and reputation of Sport and its maintenance and development; and
 - (ii) take reasonable steps to discipline appropriately any of its members or any Participant associated with it if the Member or Participant acts in such a way.

5.10 Register of Members

- (a) The Association must keep and maintain a register of Members in accordance with the Act.
- (b) In addition to the information required by the Act, the Register may contain such other information as the Board considers appropriate.
- (c) Members must provide the Association with the details required by the Association to keep the register complete and up to date.

5.11 Effect of Membership

- (a) This Constitution constitutes a contract between each of the Members and the Association and each Member is bound by this Constitution and the Regulations.
- (b) Each Member is bound by the Basketball Northern Territory constitution and regulations.

6. CESSATION OF MEMBERSHIP

6.1 General

A Member ceases to be a Member of the Association if:

- (a) the Member dies;
- (b) the Member is dissolved, wound up or bankrupted;
- (c) the Member resigns from membership in accordance with clause 6.2; or
- (d) in the case of an Individual Member admitted to membership under clause 5.7:
 - (i) the Member ceases to be a member of an Affiliate or Associate Member or ceases to be a Participant who represents an Affiliate Member in competition;

- (ii) the Member becoming of unsound mind or becoming a person whose property is liable to be dealt with under law regarding mental health; or
- (iii) the Affiliate or Associate Member ceases to be a Member; or
- (e) the Member is expelled from the Association under clause 6.3.

6.2 Notice of Resignation

A Member may resign from membership of the Association on one month's notice in writing to the Association. A resigning Member is liable for any outstanding fees or subscriptions which may be recovered as a debt due to the Association.

6.3 Expulsion for breach

- (a) Subject to clause 6.3(c) but despite anything contained in any Regulation made under clause 7(a), the Board may expel a Member from membership of the Association if, in the opinion of the Board, the Member has materially breached any of its obligations under this Constitution or the Regulations.
- (b) The Board may, in its discretion, convene a judiciary committee under clause 7(c) to hear and determine an allegation that a Member has materially breached one or more of its obligations under this Constitution or the Regulations and to make recommendations to the Board about the appropriate consequences of its findings. The Board may rely on the findings and recommendations of the judiciary committee.
- (c) A member may not be expelled under clause 6.3(a) unless the Member has been afforded natural justice.

6.4 Return of Property

A Member who ceases to be a Member must not thereafter use any property of the Association (including, without limitation, its Intellectual Property) and must immediately return to the Association all of the Association's documents, records or other property in the possession, custody or control of the former Member or legal action may be taken.

6.5 Membership may be Reinstated

- (a) Nothing in this clause 6 prevents a former Member from applying for readmission to Membership but, in considering the readmission application the Board is entitled to take into account the facts and circumstances in which the prior membership (or memberships) ceased.
- (b) Membership which has ceased under this clause 6 may be reinstated at the discretion of the Board without an application having been made under clause 6.5(a), with such conditions as it deems appropriate.

6.6 Refund of Membership Fees

Membership fees or subscriptions paid by the former Member may, at the Board's discretion, be refunded on a pro-rata basis to the Member on cessation of the membership.

7. DISCIPLINE

- (a) The Board may make Regulations governing the hearing and determination of disputes, protests or complaints by or against Members or Participants and any other matter involving the enforcement of this Constitution or the Regulations against Members or Participants.

- (b) A Regulation made under clause 7(a) may:
 - (i) provide for one or more judiciary committees or tribunals to hear and resolve cases falling under clause 7(a);
 - (ii) prescribe penalties for breaches of this Constitution or the Regulations;
 - (iii) invest a judiciary committee or tribunal with the power to impose penalties;
 - (iv) and otherwise prescribe the procedures for dealing with cases falling under clause 7(a).
- (c) Despite any Regulation made under clause 7(a), the Board may itself deal with any disciplinary matter referred to it or appoint a judiciary committee to do so.
- (d) All proceedings relating to cases falling under clause 7(a) must be conducted according to the rules of natural justice and procedural fairness.

8. SUBSCRIPTIONS AND FEES

- (a) The Board will:
 - (i) fix annual membership subscriptions;
 - (ii) fix such other fees or levies as the Board considers prudent for the effective and sustainable management of the affairs of the Association; and
 - (iii) determine the time for and manner of payment of the subscriptions, fees and levies by Members to the Association.
- (b) The Board may fix subscriptions, fees or levies at different rates for different categories of membership and may determine that no subscriptions are payable by one or more of the categories for any year.
- (c) The Board may also authorise payment of subscriptions, fees or levies by instalments for some or all of the categories of membership and it may prescribe different terms of instalments for different categories of membership.
- (d) On admission to membership, a new Member must pay the current full year's subscription unless the Board approves in writing to accept payment in instalments.
- (e) The Board may waive all or part of a Member's subscriptions, fees or levies and may agree terms of payment for a Member different from those applicable to other Members of the same category if the Board is satisfied that there are special reasons to do so.

9. POWERS OF THE BOARD

9.1 Board

The Board constitutes the Committee for the purposes of the Act.

9.2 General powers of Board

- (a) Subject to the Act and this Constitution, the business and affairs of the Association must be managed by the Board which may exercise the powers of the Association for that purpose.
- (b) The Board must perform its functions in the pursuit of the Objects and in the interests of the Association as a whole, having regard to the Association's position in the structure of the Sport in the Northern Territory and their role in supporting the Sport's reputation in the Northern Territory.

9.3 Limitation

The Board may not cause the Association to disaffiliate from the Basketball Northern Territory without an Ordinary Resolution of the Members in General Meeting.

10. COMPOSITION OF THE BOARD

10.1 Composition of the Board

The Board will comprise:

- (a) up to seven (7) Elected Directors elected under clause 11; and
- (b) up to two (2) Appointed Directors appointed under clause 12.

10.2 Portfolios

The Board may allocate portfolios to any one or more Directors in order to achieve the Objects of the Association.

10.3 Officers

The Board shall review and appoint (if required) the position of the finance director and public officer of the Association.

11. ELECTED DIRECTORS

11.1 Nominations

- (a) The Board must call for nominations for Elected Director at least thirty (30) days prior to the Annual General Meeting.
- (b) The Board may, when it calls for nominations, indicate which portfolios on the Board it wishes to fill, the position descriptions for those portfolios and the qualifications or experience it considers desirable for those portfolios.

11.2 Form of Nomination

Nominations must:

- (a) be in writing;
- (b) be in the prescribed form (if any) provided for that purpose;
- (c) be signed by the nominee;
- (d) disclose any position the nominee holds in a Club, including as an officer, a Participant, a Delegate or an employee; and

- (e) be delivered to the Association not less than fourteen (14) days before the date fixed for the Annual General Meeting.

11.3 Elections

- (a) If the number of nominations received for the Board does not exceed the number of vacancies to be filled, then those nominated, will be declared elected at the Annual General Meeting.
- (b) If the number of nominations for the Board exceeds the number of vacancies to be filled, an election must be conducted at the Annual General Meeting.
- (c) Elections must be conducted by secret ballot or in such manner and by such method as may be determined by the Board from time to time or if the Board has not made a determination, by the method determined by the Chairperson of the Annual General Meeting.
- (d) If at the close of the Annual General Meeting, vacancies on the Board remain unfilled, the vacant positions will be casual vacancies under clause 13.1.

11.4 Term of Appointment for Elected Directors

- (a) The term of office of each Elected Director begins at the conclusion of the Annual General Meeting at which their election occurs.
- (b) The term of office of each Elected Director ends at the conclusion of the second Annual General Meeting following their election, but the Elected Director is, subject to clause 11.4(c), eligible for re-election.
- (c) Following the adoption of this Constitution, no person who has served as an Elected Director for a period of four (4) consecutive full terms, including terms served prior to the adoption of this Constitution, is eligible for election as an Elected Director until the next Annual General Meeting following the date of conclusion of their last term as an Elected Director.

11.5 Qualifications for Elected Directors

- (a) A nominee must be at least 18 years old.
- (b) No member of the committee of an Affiliated Member or an employee of the Association or may be elected as a Director.

12. APPOINTED DIRECTORS

12.1 Appointment of Appointed Directors

The Elected Directors may appoint no more than two (2) Appointed Directors.

12.2 Qualifications for Appointed Directors

- (a) In appointing Appointed Directors, the Elected Directors should have regard to which personal skills and experience the Board thinks will complement the Board composition.
- (b) An Appointed Director must be at least 18 years old.
- (c) No member of the committee of an Affiliated Member or an employee of the Association may be appointed as an Elected Director.

12.3 Term of Appointment

- (a) The term of office of each Appointed Director must be fixed by the Elected Directors at the time of the Appointed Director's appointment but it cannot exceed one (1) year.
- (b) An Appointed Director whose term of office ends is eligible for re-appointment.

13. VACANCIES ON THE BOARD

13.1 Casual Vacancies

In the event that a vacancy occurs in the office of an Elected Director for any reason, the Directors may appoint a person to fill the vacant office of the Elected Director for the remainder of the departing Elected Director's term.

13.2 Vacation of office of Director

The office of a Director becomes vacant if the Director:

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with their creditors generally;
- (c) is disqualified from office under section 40 of the Act;
- (d) resigns his or her office by notice in writing to the Association;
- (e) is absent without the consent of the Board from three consecutive meetings of the Board;
- (f) holds any office of employment with the Association;
- (g) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his or her interest;
- (h) in the case of an Appointed Director, is removed from office by the Elected Directors;
- (i) is removed by the Members in a General Meeting; or
- (j) would otherwise be prohibited from being a director of a corporation under the *Corporations Act 2001 (Cth)*.

If a Director is removed by resolution of the Members, the Director cannot be reappointed to the Board as an Appointed Director without a further resolution of Members authorising the appointment.

13.3 Board may act

If there are any vacancies on the Board, 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 Directors to a number sufficient to constitute a quorum.

14. MEETINGS OF THE BOARD

14.1 Board to meet

- (a) The Board must meet as often as it considers necessary in every calendar year for the dispatch of business (and must meet at least as often as is required under the Act). Subject to this Constitution, the Board may adjourn and otherwise regulate its meetings as it thinks fit.
- (b) Any Director may at any time convene a meeting of the Board on reasonable notice to the other Directors.

14.2 Attendance by telephone

A Director may attend a meeting by telephone or other electronic means by which he or she can hear and be heard.

14.3 Decisions of Board

Subject to this Constitution, questions arising at any meeting of the Board may be decided by Ordinary Resolution. Each Director has one (1) vote on any question. The Chairperson does not have a casting vote.

14.4 Resolutions not in meeting

- (a) Subject to clause 14.4(d), the Board may pass a resolution without a Board Meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Director signs.
- (b) For the purposes of clause 14.4(a), separate copies of a document may be used for signing by those entitled to vote if the wording of the resolution and statement is identical in each copy.
- (c) Any document referred to in this clause may be in the form of a facsimile or electronic transmission.
- (d) A resolution may not be passed under clause 14.4(a) if, before it is circulated for voting under clause 14.4(a), the Board resolves that it can only be put at a Board Meeting.
- (e) A resolution passed under this clause must be recorded in the minute book.

14.5 Quorum

At Board Meetings the number of Directors whose presence is required to constitute a quorum is:

- (a) if the number of Directors then in office is an even number, half of the number of Directors plus one; or
- (b) if the number of Directors then in office is an odd number, half of the number of Directors rounded up to the next whole number.

14.6 Chairperson

The Board must appoint one of the Directors as its Chairperson. The Chairperson will act as chairperson of any Board Meeting or General Meeting at which he or she is present and unless the Board decides otherwise is the nominal head of the Association. If the

Chairperson is not present, or is unwilling or unable to preside at a Board Meeting the remaining Directors must appoint another Director to preside as Chairperson for that Board Meeting only.

14.7 Directors' Interests

The Directors must comply with sections 31 and 32 of the Act regarding disclosure of interests and voting on contracts in which a Director has an interest.

15. EXECUTIVE

The Board may, from time to time, employ personnel it considers necessary or appropriate, in each case for such period and on such conditions as the Board determines.

16. DELEGATIONS

The Board may, in writing, establish subcommittees and delegate to each of them the exercise of the functions of the Board that are specified in the instrument of delegation, other than:

- (a) this power of delegation; and
- (b) a function that is a function imposed on the Board by the Act, by any other law, or by resolution of the Association in General Meeting.

17. ANNUAL GENERAL MEETING

- (a) An Annual General Meeting of the Association must 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) The Association must hold all Annual General Meetings within five (5) months after the end of the Financial Year.
- (c) The business of the Annual General Meeting shall be:
 - 1) Roll call of Directors and Members;
 - 2) Confirmation of minutes;
 - 3) Chairperson's annual report;
 - 4) Financial reports;
 - 5) Auditors report;
 - 6) Election of Directors;
 - 7) Notices of motion; and
 - 8) Appointment of patron, auditor and tribunal members.
- (d) All General Meetings other than the Annual General Meeting will be Special General Meetings.

18. SPECIAL GENERAL MEETINGS

18.1 Special General Meetings may be held

The Board may, whenever it thinks fit, convene a Special General Meeting of the Association.

18.2 Requisition of Special General Meetings

- (a) On the requisition in writing of not less than half of the total number of Affiliate Members or not less than half of the League Clubs, the Board must, within one (1) month after the receipt of the requisition convene a Special General Meeting for the purpose specified in the requisition.
- (b) Every requisition for a Special General Meeting must be signed by requisitioning Members, state the purpose of the meeting and be sent to the Association. The requisition may consist of several documents in a like form, each signed by one (1) or more of the Members making the requisitions.
- (c) If the Board does not cause a Special General Meeting to be held within one (1) month after the receipt of the requisition, the Members making the requisition may convene a Special General Meeting to be held not later than three (3) months after the receipt of the requisition.
- (d) A Special General Meeting convened by Members under this Constitution must be convened in the same manner, or as nearly as practical to the same manner, as a meeting convened by the Board and for this purpose the Board must ensure that the Members making the requisition are supplied free of charge with particulars of the Members entitled to receive a notice of the Special General Meeting. The reasonable expenses of convening and conducting such a meeting must be borne by the Association.

19. ATTENDANCE AT GENERAL MEETINGS AND APPOINTMENT OF DELEGATES

- (a) Unless this Constitution expressly provides otherwise, Members, the auditor and the Directors are entitled to attend General Meetings but only Affiliate Members are entitled to vote.
- (b) Each Affiliate Member, by notice to the Association, may appoint a natural person/s to act as its delegate/s in all matters connected with the Member.
- (c) If a Member fails to notify the Association, the Association will appoint the most senior ranking personnel within the Member's organisation as its Delegate.
- (d) If the Delegate is unable to attend a General Meeting, the member may notify the Association in writing prior to the General Meeting of an alternate Delegate. Such notification is valid for that General Meeting only.
- (e) An Affiliate Member may, by notice to the Association, revoke an appointment made under clause 19(b) or 19 (c).
- (f) For all purposes of this Constitution, an Affiliate Member represented at a General Meeting by a Delegate is to be taken to be present in person at the meeting.

20. NOTICE OF GENERAL MEETING

- (a) Notice of every General Meeting must be given to every Affiliate, Associate and Life Member, the auditor and the Directors by the means authorised in clause 32.

- (b) A notice of a General Meeting must specify the place, day and hour of the meeting and state the nature and order of the business to be transacted at the meeting.
- (c) At least fourteen (14) days' notice of a General Meeting must be given to those Members entitled to receive notice, together with:
 - (i) the agenda for the General Meeting; and
 - (ii) any notice of a motion received from Members entitled to vote.

21. BUSINESS

- (a) The ordinary business to be transacted at the Annual General Meeting includes the consideration of accounts and the reports of the Board and auditors, the election of Directors under this Constitution and the appointment of the auditors.
- (b) All business that is transacted at a General Meeting or an Annual General Meeting, other than those matters referred to in clause 21(a), is special business.
- (c) No business other than that stated on the notice for a General Meeting may be transacted at that meeting.

22. PROCEEDINGS AT GENERAL MEETINGS

22.1 Quorum

No business may be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. Subject to clause 22.3(a)(ii), a quorum for General Meetings is at least 50% of Affiliate Members.

22.2 Chairperson to preside

The Chairperson will, subject to this Constitution, preside as chairperson at every General Meeting except:

- (a) in relation to any election for which the Chairperson is a nominee; or
- (b) where the Chairperson has a conflict of interest.

If the Chairperson is not present or is unwilling or unable to preside, the Affiliate Members present must appoint another Director to preside as chairperson for that General Meeting only.

22.3 Adjournment of meeting

- (a) If within half an hour from the time appointed for the General Meeting a quorum is not present, the meeting must be adjourned until the same day in the next week at the same time and place or to such other day, time and place as the Chairperson determines. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the adjourned meeting
 - (i) if the meeting was convened on the requisition of Affiliate Members under clause 18.2, the General Meeting will lapse; and
 - (ii) in any other case, those Affiliate Members present will constitute a quorum.
- (b) The Chairperson may, with the consent of any General Meeting at which a quorum is present, and must, if directed by the General Meeting, adjourn the General Meeting from time to time and from place to place but no business may be

transacted at any adjourned General Meeting other than the business left unfinished at the General Meeting from which the adjournment took place.

- (c) When a General Meeting is adjourned for thirty (30) days or more, notice of the adjourned General Meeting must be given as in the case of an original General Meeting.
- (d) Except as provided in clause 22.3(c), it is not necessary to give any notice of an adjournment or the business to be transacted at any adjourned General Meeting.

22.4 Voting Procedure

At any General Meeting a resolution put to the vote of the meeting will be decided on a show of hands unless a ballot is (before or on the declaration of the result of the show of hands) demanded by:

- (a) the Chairperson; or
- (b) a simple majority of Affiliate Members present at the meeting.

22.5 Recording of Determinations

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 Association is conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

23. VOTING AT GENERAL MEETINGS

23.1 Members entitled to vote

- (a) Each Affiliated Member receives one (1) vote at a General Meeting.
- (b) In addition, each Affiliate Member will receive one additional vote for every five (5) teams, that is registered at the time a General Meeting is announced PROVIDED THAT the Affilliate Member does have any Fees owed to the Association in arrears at the time of the General Meeting.
- (c) Each entitled vote shall be vested in a Delegate representing the Affiliate Member with no Delegate having more than one (1) vote.
- (d) A voting Delegate shall be over the age of sixteen (16) years and be a member of an Affiliate Member.
- (e) Prior to the commencement of a General Meeting, the names of the voting Delegates from an Affiliate Member entitled to vote at that meeting shall be provided to the Chairperson.

23.2 Chairperson may not exercise casting vote

The Chairperson of a General Meeting does not have a casting vote.

24. DISPUTE RESOLUTION PROCEDURE

- (a) The dispute resolution procedure set out in this clause applies to disputes between a Member and:
 - (i) another Member; or

(ii) the Association.

- (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 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 (10) days after the scheduled meeting, refer the dispute to Basketball Northern Territory, who may refer the matter to an external agency for resolution.
- (d) The Board may prescribe additional grievance procedures in the Regulations consistent with this Rule 24.
- (e) In this clause 'Member' includes any former Member who was a Member not more than six (6) months before the dispute occurred.

25. RECORDS AND ACCOUNTS

- (a) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (b) Subject to any restrictions imposed by the Association at a General Meeting, the Board may approve expenditure on behalf of the Association within the limits of the budget.
- (c) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two (2) Directors.
- (d) All funds of the Association must be deposited into the financial account of the Association no later than five (5) working days after receipt or as soon as practicable after that day.
- (e) With the approval of the Board, a Director may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

26. AUDITOR

- (a) A qualified auditor must be appointed at each Annual General Meeting as the Association's auditor (**Auditor**) for the then current Financial Year.
- (b) Any vacancy occurring during the year in the office of Auditor must be filled by the Board.
- (c) The Auditor has power at any time to call for the production of all books, accounts and other documents relating to the affairs of the Association.

27. APPLICATION OF INCOME

- 27.1 The income and property of the Association must be applied solely towards the promotion of the Objects.
- 27.2 Except as prescribed in this Constitution or the Act, no portion of the income or property of the Association may be paid or transferred, directly or indirectly or whether by way of dividend, bonus or otherwise, to any Member or any associate of a Member.
- 27.3 Subject to clause 27.4, nothing in clauses 27.1 or 27.2 prevents a payment in good faith to any Member:
- (a) in accordance with clauses 3 and 27.1 where that Member is a not-for-profit entity with a similar purpose to the Association;
 - (b) for any services actually rendered to the Association whether as an employee, Director or otherwise;
 - (c) for goods supplied to the Association in the ordinary and usual course of operation;
 - (d) for interest on money borrowed from any Member;
 - (e) for rent for premises demised or let by any Member to the Association; or
 - (f) for any reasonable out-of-pocket expenses incurred by the Member on behalf of the Association.
- 27.4 No payment made under clause 27.3 may exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

28. WINDING UP

Subject to this Constitution, the Association may be wound up or deregistered in accordance with the Act.

29. DISTRIBUTION OF ASSETS ON WINDING UP

- (a) If, on winding up, dissolution or deregistration of the Association and after satisfaction of all the Association's debts and liabilities, there remain surplus assets (as defined in the Act) those surplus assets must not be paid to or distributed amongst the Members but must be distributed to another organisation or organisations which has objects similar to the Objects and a constitution which prohibits the distribution of income and property to Members.
- (b) The organisation or organisations to whom the distribution is to be made under clause 29(a) may be determined by the Members in General Meeting at or before the time of winding up, dissolution or deregistration, and in default a determination by the Members, by a Court that has jurisdiction in the matter.

30. CONSTITUTION

30.1 Alteration of Constitution

- (a) Subject to clause 30.1(b), this Constitution may be repealed or altered or a new provision may be added by Special Resolution passed at a duly convened General Meeting.
- (b) If, in the opinion of the Board, it is necessary to amend this Constitution:

- (i) to achieve or maintain affiliation of the Association with the Basketball Northern Territory;
- (ii) to comply with the Basketball Northern Territory constitution and regulations; or
- (iii) to achieve or maintain a particular tax status,

the Board may, by Ordinary Resolution, make the amendments that it considers necessary for the purpose.

30.2 Effect of Constitution

This Constitution binds every member and the Association to the same extent as if every member and the Association had signed and sealed this Constitution and agreed to be bound by it.

30.3 Inconsistency

- (a) If there is any inconsistency between this Constitution and the Act, the Act prevails.
- (b) If there is any inconsistency between this Constitution and the Association's by-laws, the Constitution prevails.

31. REGULATIONS

31.1 Board to formulate Regulations

The Board may make and amend rules, regulations, by-laws or policies (**Regulations**) for the proper advancement, management and administration of the Association, the advancement of the Objects of the Association and the Sport in the Northern Territory as it thinks necessary or desirable, including without limitation regulations governing:

- (a) the conduct of competitions (including but not limited to the rules of competition and codes of conduct);
- (b) the conduct of meetings;
- (c) the resolution of disputes;
- (d) discipline of Members and Participants for breaches of this Constitution or the Regulations; and
- (e) any other matter in respect of which this Constitution authorises the Board to make Regulations or which the Board considers is necessary or appropriate for the good governance of the Association and its affairs.

The Regulations must be consistent with the Constitution, Basketball Northern Territory constitution and any regulations made by Basketball Northern Territory.

31.2 Regulations Binding

All Regulations are binding on the Association and all Members.

31.3 Publication of Regulations

Regulations and any amendments, alterations or other changes to or interpretations of the Regulations may be communicated to Members by a notice on the Association's website or

in any journal or publication which is published by or on behalf of the Association and which is circulated by the Association to the Members.

32. NOTICE

- (a) Any notice required or authorised by this Constitution to be given to a Member may be served on the Member personally or by sending it through the post in a prepaid envelope addressed to the Member at the Member's last known place of business or by facsimile, email or other electronic means or by its insertion on the Association's website or in any journal or publication which is published by or on behalf of the Association and which is circulated by the Association to its members.
- (b) Any notice required or authorised by this Constitution to be given to the Association may be served by delivering it personally to the Association at its registered office or by sending it through the post in a prepaid envelope addressed to the Association at the registered office.
- (c) A notice served by post will be taken to have been received by the recipient on the second working day after it was posted.
- (d) A notice served by facsimile, email or other electronic means will be taken to have been received by the Member two hours after it was sent.

33. PATRONS AND VICE PATRONS

The Association at its Annual General Meeting may appoint annually on the recommendation of the Board a chief patron and as many vice patrons as it considers necessary, subject to approval of that person or persons.

34. TRIBUNAL MEMBERS

The Association at its Annual General Meeting may appoint annually on the recommendation of the Board as many tribunal members as it considers necessary, subject to approval of that person or persons.

35. INDEMNITY

- (a) Every Director and employee of the Association is entitled to be indemnified out of the property and assets of the Association 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 proceedings in which relief is granted by the Court.
- (b) The Association must 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:
 - (i) in the case of a Director, performed or made in good faith whilst acting on behalf of and with the authority, express or implied of the Association; and
 - (ii) in the case of an employee, performed or made in good faith in the course of, and within the scope of their employment by the Association.

36. CROWN LEASE

The Association's crown lease in perpetuity can only be changed or given-up by a two-thirds majority vote of Affiliate members at a General Meeting.

37. TRANSITIONAL PROVISIONS

37.1 Continuing Membership

Each Member who is a member on the day on which this Constitution is adopted, will automatically be admitted to membership in the category that, in the reasonable opinion of the Board, is the category most appropriate for that Member.

37.2 Directors

For the purpose of determining when the term ends for each Director in office on the day on which this Constitution is adopted, time served in the Director's current term will be counted as if this Constitution had been in place at the commencement of that term.

37.3 Regulations deemed applicable

All rules, by-laws, policies and regulations of the Association in force at the date of the approval of this Constitution are to be deemed to be Regulations and continue to apply unless they are inconsistent with, or have been replaced by this Constitution.