

# SA Country Basketball Council Inc

## Constitution

### 1. Name

The organisation shall be called "The SA Country Basketball Council Inc." and hereinafter referred to as "SA Country Basketball".

### 2. Definitions

2.1. In this Constitution, unless the contrary intention appears:

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

**Affiliate Association** means an Association that governs the clubs and or competitions within its jurisdiction, and that is admitted as an Affiliate Association in accordance with clause 4.

**Affiliation Fee** means the annual fee that must be paid by an Affiliate Association (including new Affiliate Association) as determined by the Council Executive at the start of each Financial Year.

**Affiliation Year** means a 12-month period determined by the SA Country Council Executive

**AGM** means an Annual General Meeting held in accordance with clause 12.2.

**Association Representative** means the person(s) appointed from time to time to act for and on behalf of an Affiliate Association and to represent the Affiliate Association at General Meetings.

**By-Laws** means any by-laws made by the Council Executive under clause 21.

**Categories of Membership** means Affiliated Associations, Life Members and any category of membership as created from time to time by the Council.

**Council** means one Association Representative of each Affiliate Association nominated in accordance with Clause 4.1.5 of this Constitution.

**Council Executive** means the body consisting of the President, (up to 3) Vice Presidents, Treasurer, Regional Supervisors and a RMSC Representative, as set out in clause 6.2.

**Council Officers** means the Association Representatives as set out in clause 6.2.

**Constituent Documents** means an Affiliate Association's governing documents, including but not limited to, that Association's constitution and regulations and any other governing documents.

**Constitution** means this constitution of SA Country Basketball.

**Country Championships** means an annual tournament convened by SA Country in which Affiliate Associations are invited to compete against each other.

**Executive Officer** means the person employed by SA Country Basketball in this position.

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

**General Meeting** means any general meeting of Affiliate Associations and Council Officers and includes the AGM or any SGM.

**Life Member** means an Individual Member appointed as a life member of the Council under clause 11.

**NSO** means the National Sporting Organisation of the Sport, Basketball Australia.

**Objects** means the objects of the Council in clause 3.

**Public Officer** means an officer of the type defined in the Act.

**Region** means a geographical area for which the Council is responsible and as recognised by the Council, encompassing numerous Affiliate Associations.

**Regional Supervisor** means a person nominated under clause 9.2 to manage a Region.

**Regional Tournament** means a tournament convened by an Affiliate Association in which other Affiliate Associations are invited to participate.

**Registered Participants** means a participant that has completed the annual registration process, has paid the appropriate fees and levies and is otherwise entitled to participate in competitions governed by SA country.

**RMSC** means Referee Management subcommittee, a subcommittee of the Council Executive.

**SGM** means Special General Meeting, of the kind described in clause 12.3.

**Special Resolution** means a special resolution defined in the Act.

**Sport** means the sport of Basketball.

**Voting Member** means the Council Officers defined in clause 6.

## 2.2. Interpretation

In this Constitution:

- 2.2.1. a reference to a function includes a reference to a power, authority and duty;
- 2.2.2. 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;
- 2.2.3. words importing the singular include the plural and vice versa;
- 2.2.4. words importing any gender include other genders;
- 2.2.5. references to persons include corporations and bodies politic;
- 2.2.6. references to a person include the legal personal representatives, successors and permitted assigns of that person;
- 2.2.7. a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction);
- 2.2.8. a reference to 'writing' shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail; and
- 2.2.9. any doubt arising as to the application or meaning of any clause or wording therein shall be decided by a vote at a General Meeting, which decision shall be final and conclusive.

## 2.3. Severance

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

## 2.4. The Act

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

## 3. Object

The Objects of SA Country Basketball are:

- 3.1. The development and administration of basketball in regional South Australia.
- 3.2. The Management of Country Championships as may be decided upon.
- 3.3. The mediation of disputes between Affiliate Associations.
- 3.4. Assist with the co-ordination of dates of Regional Tournament.

3.5. To deal with any other matters that SA Country Basketball may deem to be in the best interests of the game of basketball.

3.6. To promote participation in the game of basketball and to afford the opportunity for participation by country players, coaches and referees at the highest possible level.

#### **4. Powers**

SA Country Basketball shall have all the powers conferred by section 25 of the Act to further the objects in clause 3.

#### **5. Conditions of Affiliation**

5.1. Affiliate Associations must:

- 5.1.1. Prior to the commencement of an Affiliation Year, apply to renew their affiliation and pay the prescribed Affiliation Fee as determined by the SA Country Council Executive.
- 5.1.2. comply with the Constitution and By- Laws of SA Country Basketball and to accept and enforce all decisions of SA Country Basketball and the Council Executive made in conformity therewith.
- 5.1.3. ensure the Constitution and By-Laws of each Affiliate Association comply with the Act.
- 5.1.4. pay all Fees in accordance with this Constitution.
- 5.1.5. ensure that only Registered Participants participate in relevant competitions.
- 5.1.6. prior to any meeting of the Council, nominate in writing one Association Representative who will be wholly responsible for voting on behalf of the Affiliate Association.
- 5.1.7. at all times have in place public liability, Association officer's liability and player insurance to protect the members of their Association. If such insurance is organised other than through the coverage arranged by SA Country Basketball, the Affiliate Association shall provide to the Executive Officer written proof of current coverage such as a certificate of currency.

5.2. Any non-compliance with this clause 5 may, by a majority decision of the Council at an SGM or AGM, result in cancellation of an Affiliate Association's membership of SA Country Basketball.

5.3. Subject to Clause 5.1 and 5.2 SA Country Basketball will:

- 5.3.1. determine and receive subscriptions, fees or levies as the Council Executive considers necessary for the effective administration of SA Country Basketball; and
- 5.3.2. determine the time and manner of payment of the subscriptions, fees and levies by Affiliated Associations and their Registered Participants to SA Country Basketball.

- 5.4. A direct payment by an Affiliation Association's registered participants to SA Country Basketball, does not bestow on them any direct affiliation entitlements with SA Country Basketball. The Council Executive may in its discretion 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.
- 5.5. The Council Executive must not increase each subscription, fee or levy at a rate greater than the Consumer Price Index (Adelaide) rate at the time of fixing the subscription, fee or level, without obtaining the approval of the Council at the AGM.
- 5.6. The Council Executive must not introduce any new levies or fees without the approval of the Council.
- 5.7. On admission to membership, a new Affiliate Association must pay or caused to be paid the current full year's Affiliation Fee unless the Council Executive agrees to accept payment in instalments.
- 5.8. The Council Executive may waive all or part of an Affiliate Association's subscriptions, fees or levies and may agree terms of payment for an Affiliate Association different from those applicable to other Affiliate Associations of the same category if the Council Executive is satisfied that there are special reasons to do so.
- 5.9. Pursuant to section 39C of the Act, the Council Executive must correctly maintain a record of all subscriptions, fees and levies which record must include the following details:
- 5.9.1. the date of a transaction;
  - 5.9.2. the details of the payer and the payee, including the full name of the person or the name of the entity;
  - 5.9.3. the amount of money paid, including whether it includes or excludes goods and services tax (GST);
  - 5.9.4. the method of payment; and
  - 5.9.5. a description of the transaction.

## **6. Obligations of Affiliate Associations**

All Affiliate Associations must:

- 6.1. Comply with codes of conduct created by SA Country Basketball from time to time.
- 6.2. Treat all staff, contractors and representatives of SA Country Basketball, the NSO and all those involved with the Sport with respect, decency and courtesy always;
- 6.3. Maintain and enhance the standards, quality and reputation of SA Country Basketball, the NSO and the Sport;
- 6.4. Take reasonable steps to prevent, and to discipline appropriately, any person from acting in a manner that is:

- 6.4.1. unbecoming or prejudicial to the Objects , interests or reputation of SA Country Basketball, the NSO or the Sport; or
- 6.4.2. likely to bring SA Country Basketball, the NSO or the Sport into disrepute or which might adversely affect or derogate from the standards, quality and reputation of SA Country Basketball, the NSO or the Sport and its maintenance and development.
- 6.5. Do all that is reasonably necessary to ensure that all members of the Affiliate Association are Registered Members and that all members who are players of the Sport are registered players, and that all members will comply with the obligations of Affiliate Associations under this Constitution;
- 6.6. Be or remain incorporated in South Australia;
- 6.7. Recognise SA Country Basketball as the authority for the Sport in country Regions;
- 6.8. Adopt and implement such policies as may be developed by SA Country Basketball;
- 6.9. Have regard to the Objects; and
- 6.10. Maintain, in a form acceptable to SA Country Basketball, a register of all its Registered Participants, coaches, officials and volunteers and provide a copy of the register (updated from time to time) to SA Country Basketball at a time and in a format as required.

## **7. Officers of the Council and Council Executive**

- 7.1. The Council shall consist of one Association Representative of each Affiliate Association.
- 7.2. The Council Executive, which shall consist of the following Council Executive Members:
  - 7.2.1. President (1);
  - 7.2.2. Vice Presidents (up to 3);
  - 7.2.3. Treasurer (1);
  - 7.2.4. The Regional Supervisors elected in accordance with Clause 10 of this Constitution; and
  - 7.2.5. One (1) RMSC representative.
- 7.3. A Council Executive Member may not hold more than one (1) position in the Council Executive, unless otherwise permitted by another clause of this Constitution to perform a temporary function.
- 7.4. Qualifications for a Council Executive and/or Council Member

A member of the Council Executive and/or Council:

- 7.4.1. may have specific skills in commerce, finance, marketing, law or business generally or such other skills which complement the Council Executive composition, but need not have experience in or exposure to basketball;
- 7.4.2. must not be on the management committee (or similar body) of or employed by, Basketball SA, Basketball Adelaide, SA Church;
- 7.4.3. must not be on the management committee (or similar body) of or employed by any affiliate of Basketball Adelaide, SA Church; or other bodies affiliated with BSA;
- 7.4.4. must not receive an honorarium payment exceeding a threshold (to be determined annually by the Council Executive) from any affiliate of Basketball Adelaide, SA Church;
- 7.4.5. must not have a declared commercial, financial or legal prejudicial interest in the operations of SA Country Basketball;

#### 7.5. Term of a Council Executive Member

- 7.5.1. Council Executive members will be elected in accordance with this Constitution for a term of three (3) years. The term of each Council Executive member appointed by the Council will commence immediately after the conclusion of the AGM. All expiries of appointment occur at the end of the appropriate AGM.
- 7.5.2. Should any adjustment to the term of a Council Executive member appointed under this Constitution be necessary to ensure rotational terms in accordance with this clause 6.5 this will be determined by the Council Executive. Appointments to subsequent Council Executive will then proceed in accordance with the procedures in this clause 6 with approximately half the Council Executive retiring each year.

### 8. Powers of SA Country Basketball

8.1. Subject to section 25 of the Act, SA Country Basketball has the rights, powers and privileges to:

- 8.1.1. make regulations for the conduct of its own proceedings;
- 8.1.2. control of its funds;
- 8.1.3. borrow money on terms and conditions as it deems fit;
- 8.1.4. deal with real or personal property (including the holding, selling, disposing or discharging of security interests on or of the property);
- 8.1.5. enter into any contracts and engage in any financial business as it deems necessary;
- 8.1.6. appoint agents to act on behalf of SA Country Basketball in dealings with third parties;
- 8.1.7. discharge the Objects of the Constitution as SA Country Basketball sees fit, including the appointment of full-time or part-time staff to manage the day to day operations of SA Country Basketball.

8.2. If a majority of the Council Officers or Council Executive Members deem, by way of a vote at a General Meeting, that a Member has a conflict of interest in relation to any dispute, then that Member shall be barred from taking part in the proceedings of the dispute in question.

8.3. Council Officers and Council Executive Members must at all times comply with the Act.

## **9. Council Executive**

9.1. The Council Executive is responsible for the day-to-day administration of the Council and shall meet as and when required in order to discharge its role under this Constitution.

9.2. The Objects of SA Country Basketball are the objects of the Council Executive.

9.3. The Council Executive may exercise the powers of Council, pursuant to Clause 8 above, except for in relation to real property pursuant to 8.1.4, to achieve its objects. The Council Executive may deal with or otherwise have control of real property.

9.4. A decision of the Council Executive is taken to be a decision of the Council. However, in the event of a disagreement between the Council Executive and the Council, the decision of the Council prevails.

9.5. The Council Executive shall appoint:

9.5.1. The Public Officer (as required under the Act) of SA Country Basketball; and

9.5.2. An auditor (as required under the Act) to audit all accounts of SA Country Basketball.

9.6. The Council Executive shall, from amongst its ranks or, from time to time, co-opt members, appoint committees and Chairpersons of such committees at any of its meetings to achieve its objects.

9.7. No individual or committee may be appointed to carry out the SA Country Basketball's Objects without the appointment first having been resolved by way of a motion of a majority vote at a Council Executive Meeting.

9.8. No delegates or representatives will be appointed to external organisations that SA Country Basketball is involved with, without the appointment first having been resolved by way of a motion and a majority vote of the Council Executive.

## **10. Election and Removal**

10.1. Election of the President, Vice President and Treasurer



- 10.1.1. The positions of President, Vice Presidents, and Treasurer shall be elected at the AGM.
  - 10.1.2. Nominations can only be made by members of an Affiliate Associations, must be in writing, and must be signed by the President and Secretary/Administrator of that Association in addition to the nominee.
  - 10.1.3. Nominations must be received by SA Country Basketball at least 14 days prior to the date of the AGM as set out in the notice of meeting.
  - 10.1.4. If more than one nomination is received by the due date, an election using the preferential voting system by Council Officers will be held at the AGM.
  - 10.1.5. If no nominations, or insufficient nominations in the case of the Vice Presidents, are received, then nominations at the AGM will be accepted and elections conducted if required using the preferential voting system.
  - 10.1.6. If only one nomination in the case of the President and Treasurer or, three or less in the case of Vice Presidents, is received by the due date then those persons will be elected unopposed at the AGM.
  - 10.1.7. The President, Vice Presidents and Treasurer shall be elected for a three-year term.
- 10.2. Election of the Regional Supervisors
- 10.2.1. Each Affiliate Association shall be allocated to a Region. The number and composition of such Regions shall be determined from time to time by a simple majority following a vote at the AGM.
  - 10.2.2. A Regional Supervisor will be appointed for each Region.
  - 10.2.3. Each year, two calendar months prior to the AGM, the Executive Officer shall call in writing for nominations for Regional Supervisors whose term expires at the AGM of that year.
  - 10.2.4. A period of no less than 21 days will be allowed for submission of nominations.
    - 10.2.4.1. Each Affiliate Association within a Region is entitled to nominate a person for the position of Regional Supervisor. Such nominations must be in writing, and must be signed by the nominee, the President nominating Affiliate Association and the Secretary/Administrator of the nominating Affiliate Association.
    - 10.2.4.2. In the event the nominee holds the position of either president, secretary/administrator, it shall be signed by another member of the committee.
  - 10.2.5. Should more than one nomination be received from a Region, the Executive Officer shall conduct a vote via either post or email amongst the Affiliate Associations in the Region concerned, using the preferential voting system, allowing no less than

21 days from the date of posting voting forms for the return of such voting forms to SA Country. In the event of a tied vote, the Council Executive shall decide.

10.2.6. Each Affiliate Association within a Region shall have one vote in the election for that Region.

10.2.7. Each Regional Supervisor will be appointed for a three-year term.

10.2.8. The newly elected Regional Supervisor shall become a member of the Council Executive after being declared at the AGM or after ratification by Council Executive, if there is a vacancy during the three-year term.

10.2.9. A Regional Supervisor may not concurrently hold the position of Association Representative.

10.3. RMSC representative shall be elected at the AGM as per the RMSC terms of reference.

10.4. Removal of members of the Council Executive

The office of a member of the Council Executive shall become vacant if a member is:

- 10.4.1. disqualified from being a member by the Act;
- 10.4.2. removed as a member of the Council Executive under this Constitution;
- 10.4.3. permanently incapacitated by ill health;
- 10.4.4. absent without apology from more than two meetings in a financial year; or
- 10.4.5. no longer the duly appointed representative of an Affiliate Association.

10.5. Removal from office by a no confidence motion

10.5.1. A person may be removed from the office of President, Vice President, Treasurer or RMSC representative by simple majority vote of the Council at a Council meeting convened in accordance with this Constitution and the Act.

10.5.2. A Council Meeting may only be convened for the purpose of clause 10.5.1 by requisition of the Executive Officer upon receipt of a no confidence motion in writing from a Council Officer and signed by two (2) other Council Officers.

10.5.3. Council Members must be given no less than 28 days' written notice of any Council Meeting convened under this clause 10.

10.5.4. A Regional Supervisor may be removed from office by simple majority vote on a no confidence motion at a SGM convened in accordance with this Constitution and the Act.

10.5.5. A SPG may only be convened for the purpose of clause 10.5.4 by requisition of the Executive officer.

- 10.5.6. The Executive Officer may only requisition a SPG upon receipt of a no confidence motion in writing, signed by the President and Secretary/ Administrator of an Affiliate Association.
- 10.5.7. Upon receipt of a call for a no confidence motion under clause 10.5.4, the Executive Officer must seek to convene a SGM of the Affiliate Associations in the applicable Region in accordance with this Constitution and the Act.

## **11.Vacancies on the Council Executive**

- 11.1. Default of a Council Executive Member.
- 11.1.1. A Council Executive Member must attend all Council Executive Meetings.
- 11.1.2. A Council Executive Member must obtain approval from the Council Executive for a leave of absence or provide a reasonable excuse not to attend, at most, two (2) consecutive meetings.
- 11.1.3. A Council Executive Member will have committed a default if the Member fails to attend two (2) consecutive meetings without first obtaining from the Council Executive a leave of absence or providing a reasonable excuse not to attend the meetings.
- 11.1.4. If a Council Executive Member is in default under this clause 11.1, then the position of the Council Executive Member in default shall be declared vacant.
- 11.1.5. Whether an excuse is a reasonable excuse for the purpose of this clause 11 will be resolved by simple majority vote of the Council Executive.
- 11.2. Vacancies, which occur because of death, resignation by the Council Executive Member, default of the Council Executive Member pursuant to clause 11.1 above, removal of a Council Executive Member pursuant to clause 10.4 or election to another/ Council Executive position, shall be resolved as follows:
- 11.2.1. In the case of the office of President, Treasurer or Vice President – by an election for the position conducted among Council Executive Members, whereby the nominees may be any other Council Executive Member. The term of office will commence immediately following the election and will expire at the conclusion of the next AGM.
- 11.2.2. In the case of the position of Regional Supervisor – the Executive Officer office shall immediately call for nominations from the Affiliate Associations in the Region concerned and shall conduct an election in the manner prescribed in Clause 10.2 of this Constitution. The term of office will commence immediately following ratification by the Council Executive the election and will be until the next AGM.
- 11.2.3. In the case of the position of the RMSC representative, any vacancy occurring during the 3-year term the RMSC can nominate someone to fill the position for the balance of the term.

- 11.3. In the event that there are no nominees among the Council Executive for the office of President, Vice President or Treasurer referred to in clause 11.2.1 above, the Council Executive must call for nominations from Affiliate Associations pursuant to clause 10.1 above, and call a SGM pursuant to clause 12.3 below to conduct the election for the balance of the 3-year term.

## **12. Life Membership**

- 12.1. Life Membership may be recommended to the Council Executive in accordance with the procedure as determined by the Council Executive.
- 12.2. Life Membership may be granted by resolution by majority vote of the Council Executive.
- 12.3. Life Membership may be recommended to Basketball South Australia of any person or persons by resolution at the AGM.

## **13. Meetings**

These shall be conducted as follows:

- 13.1. Council Executive Meetings
- 13.1.1. The Council Executive shall meet at least three times each calendar year as directed by the President to properly conduct the business of SA Country Basketball in accordance with the Objects of SA Country Basketball detailed in this Constitution.
- 13.2. Annual General Meetings
- 13.2.1. The Council shall conduct an AGM to:
- 13.2.2. receive the auditor's report on the accounts, the Council Executive's statement and annual report, and the annual financial reports and balance sheets;
- 13.2.3. Conduct elections for the President, up to three Vice Presidents, an RMSC representative and a Treasurer;
- 13.2.4. formally declare the results of any elections, which have been conducted for Regional Supervisors in the Regions in accordance with Clause 10.2 of this Constitution.
- 13.2.5. The AGM will be called within 3 months of the end of the financial year.
- 13.2.6. SA Country shall notify in writing all Affiliate Associations of the time, date and venue for the AGM at least 28 days before the AGM.
- 13.3. Special General Meeting
- 13.3.1. An SGM Request, stating the purpose of such meeting, shall be forwarded to the President and contain the signature of the President and Secretary/Administrator of at least more than one third of the Affiliate Associations.
- 13.3.2. Within 14 days of receipt of an SGM Request, the President shall call for written notices of an SGM to be forwarded to all Association Representatives and Council Executive Members

- 13.3.3. An SGM may be called on any date but notice of the SGM must be given at least 28 days before the date of the SGM.
- 13.3.4. A notice of SGM must set out clearly the agenda of the meeting. No other matter may be dealt with at the SGM if it is not listed on the agenda.
- 13.3.5. The SA Country Council Executive is empowered to call a SGM

#### 13.4. Minutes of Meetings

- 13.4.1. Proper minutes of all proceedings of meetings of the Council, Council Executive, Regional Members and Sub-Committees shall be kept.
- 13.4.2. The chairperson of the meeting at which the proceedings took place shall sign the minutes, pursuant to this rule.
- 13.4.3.
- 13.4.4. Where minutes are signed, they shall be, until the contrary is proved, evidence that the meeting was convened and duly held, that all proceedings held at the meeting to have been duly held, and that all appointments and decisions made at the meeting are deemed valid.
- 13.4.5. A copy of the draft minutes is to be issued to all meeting attendees within 14 days after the meeting was held.
- 13.4.6. The SGM Minutes shall be read at the next AGM

### 14. Voting at Council Meetings and Council Executive Meetings

- 14.1. Voting at Council meetings will be restricted to the Council Officers, as defined in Clause 7.1
- 14.2. Voting at Council Executive meetings will be restricted to the Council Executive, as defined in Clause 7.2.
- 14.3. If Council or Council Executive Officer cannot attend, in person, a meeting that Council or Council Executive Officer may apply to the President for approval to attend by electronic communication.
  - 14.3.1. Unless otherwise set out in this Constitution, all references to the casting of a vote or the passing of a resolution will require a majority vote.
- 14.4. Proxies
  - 14.4.1. In the event that the President, a Vice President, Treasurer or RMSC representative is unable to attend a Council Executive meeting, that person may appoint another Council Executive Member to vote on their behalf.
  - 14.4.2. An appointment under clause 13.5.1 must be in writing, signed by the absent member and the proxy, and must be handed to the Chairperson at the start of the meeting.
  - 14.4.3. In the event that a Regional Supervisor is unable to attend a Council Executive meeting, that person may appoint another Council Executive Member to vote on their behalf.
  - 14.4.4. An appointment under clause 13.5.3 will be in writing signed by the absent member and on behalf of each Affiliated Member within the Regional Supervisors Region.

- 14.4.5. Affiliated Association proxies are permitted at the AGM or SGM but limited to one per person attending but are to be excluded for the purpose of determining a quorum. Proxy form to be signed by Association President/Chairman and Secretary/Administrator and must be declared at the start of the meeting.
- 14.4.6. Affiliated associations proxies shall not be a current Council Executive member.

## **15. Telecommunication meeting**

- 15.1. A General Meeting or a Council Executive meeting may be held by means of a telecommunication meeting, provided that:
  - 15.1.1. The number of Council or Council Executive Officers (as applicable) participating is not less than a quorum required for a General Meeting or Council Executive meeting (as applicable); and
  - 15.1.2. The meeting is convened and held in accordance with the Incorporations Act on advice of Office Consumer Business Affairs.
  - 15.1.3. All provisions of this Constitution relating to a meeting apply to a telecommunication meeting as far as they are not inconsistent with the provisions of this clause 14 Conduct of telecommunication meeting.
- 15.2. Conduct of telecommunication meeting
  - The following provisions apply to a telecommunication meeting of the Council or Council Executive:
  - 15.2.1. All persons participating in the meeting must be linked by telephone, audio visual or other instantaneous means for the purpose of the meeting;
  - 15.2.2. Each of the persons taking part in the meeting must be able to hear and be heard by each of the other persons taking part at the commencement of the meeting and each person so taking part is deemed for the purposes of this Constitution to be present at the meeting;
  - 15.2.3. At the commencement of the meeting each person must announce his or her presence to all other persons taking part in the meeting;
  - 15.2.4. A person may not intentionally leave a telecommunication meeting by disconnecting his or her telephone, audio-visual or other communication equipment unless that person has previously notified the Chair;
  - 15.2.5. A person may always conclusively be presumed to have been present and to have formed part of a quorum during a telecommunication meeting unless that person has previously notified the Chair of leaving the meeting;
  - 15.2.6. A minute of proceedings of a telecommunication meeting is enough evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the Chair.

## **16. Council & Council Executive Meetings Quorum**

A quorum for:

- 16.1. SGMs and AGMs shall be a simple majority of Voting Members; and
- 16.2. Council Executive meetings shall be a simple majority of Council Executive excluding vacancies.
- 16.3. Proxies are not to be included for the purpose of determining a quorum.

## 17. Chairperson

- 17.1. 16.1 At all meetings of the Council and the Council Executive, the President shall act as Chairperson.
- 17.2. 16.2 In the absence of the President, one of the Vice Presidents will be appointed by the Voting Members present at the meeting.

## 18. Employed Personnel

- 18.1. The Council Executive will employ the Executive Officer to manage the day a to day operations of the organisation through the President of the Council Executive.
- 18.2. The Executive Officer, as deemed necessary, shall employ such personnel to effectively conduct the business of SA Country Basketball, on a temporary, part-time or full-time contract or on a casual basis.
- 18.3. No person will be employed by the Executive Officer in any capacity without the prior approval of the job description and the employment contract terms approved by the Council Executive.
- 18.4. All employees shall report directly to the Executive Officer, unless responsibility is delegated to another person by the Council Executive.

## 19. Banking

- 19.1. The Council Executive shall open and keep at least one transaction account as the Council Executive may from time to time determine, and all monies belonging to SA Country Basketball shall, as soon as practicable after the monies is received, be paid and deposited to the credit of those account(s) of SA Country Basketball.
- 19.2. All monies (physical and digital) to be withdrawn and all withdrawals to be drawn on any transaction account of SA Country Basketball shall be signed/approved by two (2) signatories as determined by the Council Executive for such purposes.
- 19.3. No monies or cheques are to be signed by the two (2) signatories without first having the written permission of the President or Treasurer.
- 19.4. The President or Treasurer must verify all proposed payments against supporting documentation, including an invoice, order for works or purchase order, as soon as practicable prior to giving written permission for the withdrawal of any monies or drawing of cheques on any transaction account of SA Country Basketball.

## **20. Financial Year**

For accounting purposes of SA Country Basketball, each financial year shall commence on the 1st day of July in one year and end on the 30th day of June the following year.

## **21. Notice and Service**

- 21.1. Voting Members may submit notices of motion for inclusion as special business at any General Meeting. All notices of motion must be submitted in writing to the Council Executive at least 28 days prior to the General Meeting.
- 21.2. All notices, including notices of General Meetings, may be served by the Council Executive to any person entitled under this Constitution to receive any notice at least 28 days prior to the General Meeting.
- 21.3. All notices shall be deemed duly delivered or served if sent by prepaid post to the last notified address of an individual or the primary place of business of an entity, as it appears in the records of the SA Country Basketball office.
- 21.4. Service of the notice is deemed to have been affected seven (7) days after posting.
- 21.5. Notices given to the Council Executive are subject to this clause 20.

## **22. By-Laws**

- 22.1. The Council Executive may issue, adopt, interpret and amend such By-Laws for the proper management of SA Country Basketball and for the advancement of the Objects of SA Country Basketball and the Sport in South Australia, as it thinks necessary. Such By-Laws must be consistent with the Constitution. If there is any inconsistency, the Constitution prevails.
- 22.2. All By-Laws are binding on SA Country Basketball, the Council and all Affiliate Associations.
- 22.3. All By-Laws of SA Country Basketball in force at the date of the approval of this Constitution (if such By-Laws are not inconsistent with, or have been replaced by, this Constitution) shall be deemed the By-Laws and shall continue to apply.
- 22.4. Bulletins binding on Members Amendments or alterations to the By-Laws shall be advised to Members by means of bulletins approved by the Council Executive and prepared and issued by the Executive Officer. Affiliate Associations shall take reasonable steps to distribute information in the bulletins to their members. The matters in the bulletins are binding on all Affiliate Members.



## 23. Dispute Resolution

- 23.1. The Council Executive may make By-Laws governing the hearing and resolution of disputes, protests or complaints made by or against Members or the Council or disciplinary matters generally or any other matter involving the enforcement of this Constitution or the By-Laws or policies of SA Country Basketball against Members or the Council.
- 23.2. A By-Law made under this clause 23.2 may:
- 23.2.1. Provide for one or more judiciary committees or tribunals to hear and resolve cases falling under this clause 23.2, including committees or tribunals for appeals from Affiliate Associations;
  - 23.2.2. Prescribe penalties for breaches of this Constitution or the By-Laws or policies of SA Country Basketball;
  - 23.2.3. Invest a judiciary committee or tribunal with power to impose penalties; and
  - 23.2.4. Otherwise prescribe the procedures for dealing with cases falling under this clause 23
- 23.3. Despite any By-Law made under clause 23.2, and unless otherwise specified, the Council Executive may itself deal with any disciplinary matter referred to it or appoint a judiciary committee or tribunal to do so.
- 23.4. In this clause 'Member' includes any former Member who was a Member of an Affiliate Association not more than six months before the dispute occurred and who is involved in the dispute.
- 23.5. 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.
- 23.6. 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 fourteen (14) days after the scheduled meeting, refer the dispute to SA Country Basketball to resolve the dispute in accordance with this clause 23.

## 24. Unforeseen Matters

Should any matter arise for which provision has not been made in the Constitution or By-Laws, the Council Executive shall have the power to take such action as is necessary to protect the interest of Affiliate Associations and to conduct necessary business.

## **25. Winding Up**

SA Country Basketball may be wound up in accordance with section 41 of the Act.

## **26. Alteration of Constitution**

- 26.1. This Constitution shall not be added to, altered or repealed, in part or in its entirety, except at a Council Meeting convened for that purpose and, pursuant to section 41 of the Act, resolved by way of Special Resolution.
- 26.2. No notice of motion for an alteration or addition or repeal to this Constitution shall be submitted to a vote of the Council unless:
  - 26.2.1. A notice of motion, together with the proposed alteration, repeal or addition in writing, and signed by the proposer and a seconder, shall have been received by SA Country at least twenty-eight (28) days before the date of the General Meeting; and
  - 26.2.2. The alteration, addition, or repeal shall be carried by at least two-thirds majority of the Council present at the meeting and entitled to vote.
- 26.3. In this clause, the proposer and seconder must be committee members of an Affiliate Association.