



Basketball Geelong Incorporated

CONSTITUTION

(Adopted 26 April 2012)

1. Name

This association shall be called “Basketball Geelong Inc”.

2. Definitions and interpretation

In this Constitution, unless the context otherwise requires:

Act means the *Associations Incorporation Act 1981 (Vic)*.

Annual General Meeting means the annual general meeting of Members held each year in accordance with Article 11.1.

Associate Member means any person or club, body, association or organisation (whether incorporated or unincorporated) which has been admitted as an Associate Member in accordance with Article 5.5.

BA means Basketball Australia.

BG means Basketball Geelong Inc.

BV means Basketball Victoria.

Chairperson means the person appointed as chairperson of the Commission in accordance with Article 8.1.

Chief Executive means the person appointed as such by the Commission.

Club Member means:

- 1 a club, body, association or organisation (whether incorporated or unincorporated) which has joined as a Member in accordance with Article 5.4; and
- 2 GCBA.

<p>Club Nominee means a person appointed as the nominee of a Club Member in accordance with Article 5.4(c).</p>
<p>Commission means all or some of the Commissioners acting as the committee of management of BG pursuant to Article 7.</p>
<p>Commissioner means a person appointed to the position of Commissioner under Article 6.</p>
<p>Committee means any committee, advisory board, council or tribunal or other ad-hoc body established by the Commission pursuant to this Constitution.</p>
<p>Constitution means this constitution.</p>
<p>Co-opted Commissioner means a Commissioner appointed under Article 6.5.</p>
<p>Elected Commissioner means a Commissioner elected under Article 6.4.</p>
<p>FIBA means the International Basketball Federation.</p>
<p>GCBA means the Geelong Community Basketball Association Incorporated.</p>
<p>General Meeting means a meeting of Members.</p>
<p>Instantaneous Communication Device includes telephone, television or any other audio or visual device which permits instantaneous communication.</p>
<p>Life Members means those persons who are appointed as life members of BG in accordance with Article 5.3.</p>
<p>Majority of Votes means that more votes are cast by those people entitled to vote in favour of the resolution than against it.</p>
<p>Member means an Ordinary Member, Life Member, Club Member or Associate Member.</p>
<p>Official means any office bearer, employee or representative of a Club Member in any official capacity.</p>
<p>Ordinary Member means those persons who are Commissioners from time to time.</p>
<p>Ordinary Resolution means a resolution that has been passed by at least 50% of the votes cast by Members entitled to vote on the resolution.</p>
<p>Player means a person playing in any basketball event or competition administered, run or managed (howsoever described) by BG.</p>
<p>Public Officer means the person appointed by the Commission to the Public Officer for the purposes of the Act.</p>
<p>Rules means all rules, by-laws, regulations, policies or determinations made by the Commission pursuant to this Constitution.</p>

<p>Secretary means the secretary appointed by the Commission.</p>
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<p>Special Resolution has the same meaning as in section 29 of the Act.</p>
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2.2 Interpretation

Except where the contrary intention appears, words defined in the Act have the same meaning in this Constitution.

3. Office and place of business

The office and principal place of business of BG shall be at such places as determined by the Commission from time to time.

4. Objectives

(a) The broad objectives of BG are:

- (1) to foster, encourage and administer the development and playing of basketball in the Greater Geelong, Bellarine, Golden Plains and Surf Coast region and surrounding areas;
- (2) to encourage and assist in the formation of clubs and teams to take part in competitions conducted by BG;
- (3) participate as a member of BV through and by which basketball can be conducted, encouraged, promoted, advanced and administered;
- (4) assist FIBA, BA and BV in the promotion of the sport of basketball where such assistance or activities will promote the broad objectives of BG;
- (5) to select and manage teams of basketball players to represent BG at local, national and international level;
- (6) to encourage and assist in obtaining the highest possible standard of competition and refereeing by co-operating with other related organisations;
- (7) to recognise, support and sponsor the activities of other companies or business activities formed by the BG from time to time in order to promote the objectives of the BG;
- (8) to co-operate or join with or support an association, organisation, society or individual whose activities or purposes are similar to those of BG or which advances the sport of basketball directly or indirectly;
- (9) to establish, manage, promote and sanction competitions;
- (10) to promote and sanction clinics, coaching schools, intrastate and interstate and international matches and competitions which will create or heighten public interest in basketball in general and in BG in particular; and

- (11) to pursue through itself or other such entities any commercial, business or trading arrangements or activities which will assist BG to advance the sport of basketball directly or indirectly.
- (b) Without intending to limit the objectives of BG or the powers of the Commission under clause 7, BG shall have the power to:
- (1) provide social, dining, entertaining and associated facilities for its Members;
 - (2) raise money by subscription or otherwise from Club Members or the members thereof;
 - (3) render assistance, pecuniary or otherwise, to any Club Member;
 - (4) charge entrance fees or other amounts reasonably necessary to enable its objectives to be achieved and to enable Members to receive the benefits which its objectives are intended to achieve;
 - (5) hear and determine and settle all questions and disputes on any matter relating to Basketball, any basketball competitions administered or run by BG or between Club Members.
 - (6) hear and enquire into any allegation, complaint or charge which may be made or laid against any Member, player or Official or umpire or official of BG involving a breach of this Constitution or the Rules;
 - (7) inflict fines or other penalties (by way of suspension, expulsion or otherwise) for any breach of this Constitution or the Rules on any Member, Official or Player or any umpire, official or volunteer of BG;
 - (8) grant, suspend, exclude or forfeit the rights of Members of BG subject to this Constitution;
 - (9) acquire, lease, occupy and maintain suitable premises and facilities for the proper functioning of BG;
 - (10) adopt, formulate, issue, interpret, implement and amend from time to time by-laws, rules and such other policies and regulations as are necessary for the control and conduct of its basketball activities;
 - (11) pursue through itself or other such entities any commercial, business or trading arrangements or activities (whether under its own name or under a different trading/business name), including sponsorship and marketing opportunities, as are appropriate to further the objectives of BG;
 - (12) formulate or adopt or implement appropriate policies, including policies in relation to sexual harassment, equal opportunity, equity, drugs in sport, health, and other matters as arise from time to time as issues to be addressed in basketball;
 - (13) do all things reasonably necessary to enable its objectives to be achieved and to enable BG members to receive the benefits which its objectives are intended to achieve;

- (14) apply for, hold and renew any licence, permit or authority issued, including (if applicable) any such licence, permit or authority issued under the *Liquor Control Act 1987* (Vic); and
- (15) undertake and do all such things or activities as are necessary, incidental or conducive to the advancement of the objectives of BG.

5. Membership of BG

5.1 Class of Members

There shall be four classes of membership of BG known as Ordinary Members, Life Members Club Members and Associate Members.

5.2 Ordinary Members

Ordinary Members shall be those persons who are Commissioners from time to time. Ordinary members have the right to receive notice, attend and vote at, General Meetings.

5.3 Life Members

- (a) Life Membership is the highest honour which can be bestowed by BG for longstanding and valued service to BG and/or basketball in the Greater Geelong region and surrounding areas.
- (b) On the nomination of the Commission, any individual may be elected as a Life Member at any annual general meeting by Special Resolution.
- (c) Nominations for Life Membership shall include a written report outlining the history of services of any nominee, together with commentary on the suitability of the honour.
- (d) The Commission shall create Rules which sets out:
 - (1) the categories of Life Membership that exist;
 - (2) the criteria to be met by each category of Life Member; and
 - (3) the privileges and benefits of each category of Life Member.
- (e) Life Members have the right to receive notice, attend and vote at, General Meetings.

5.4 Club Members and Club Nominees

- (a) Any club, body, organisation, association or the like (incorporated or unincorporated) ("**Club**") which have objectives that promote, develop, to encourage participation in and support the game of basketball is eligible to apply to the Commission to be a Club Member.
- (b) Applications by any Club for membership will be granted by the Commission following a formal application for admission as a member accompanied by an up-to-date copy of the Club's constituent documents and such other information as the Commission may require for the purposes of the membership application.
- (c) Each Club Member must appoint:

- (1) one person to be the Club Nominee who must be an officer for the time being of the committee which has the power to manage and control the affairs of the Club Member;
- (2) one person as an alternate Club Nominee for the nominee appointed under Article 5.4(c)(1) who must be an elected member for the time being of the committee which has the power to manage and control the affairs of the Club Member.
- (d) Clubs Members, through their Club Nominee, have the right to receive notice, attend and vote at, General Meetings.

5.5 Associate Members

- (a) Associate Membership status may be granted by the Commission on such terms and conditions as the Commission may see fit.
- (b) Associate Membership may be suspended or cancelled by the Commission as it may see fit.
- (c) The Commission shall create Rules which sets out:
 - (1) the categories of Associate Membership that exist;
 - (2) the criteria to be met by each category of Associate Member;
 - (3) the privileges and benefits of each category of Associate Member;
 - (4) the rights of Associate Members to receive, attend and vote at, General Meetings.

5.6 Fees

- (a) The Commission may from time to time determine whether any entrance fees, subscriptions or other amount is to be paid by any Member.
- (b) Each Member must pay to the Commission, annually on or before 1 November each year or such other date or dates as the Commission from time to time determines the amount of any entrance fees, subscriptions or other amount as determined by the Commission.
- (c) A Member whose subscription is not paid within 3 months after the relevant date fixed for payment by the Commission ceases on the expiry of that period to be a Member, unless the Commission decides otherwise.

5.7 Register

- (a) The Secretary, on behalf of the Commission, must keep and maintain in an up to date condition a register of the Members and their postal or residential address and, upon a request from a Member, shall make the register available for the inspection of the Member and the Member may make a copy of or take an extract from the Register but shall have not right to remove the register for that purpose.
- (b) The register must be kept and maintained at BG's place of business.
- (c) The Secretary must cause the name of a person who dies or who ceases to be a Member to be deleted from the register of Members.

6. Commissioners

6.1 Commissioners

The business of BG shall be managed by the Commission which shall consist of the Commissioners appointed pursuant to this Article 6.

6.2 Number and type

- (a) The total number of Commissioners will be seven, of which:
 - (1) four (4) must be Elected Commissioners; and
 - (2) three (3) must be Co-Opted Commissioners.

6.3 Eligibility of Elected Commissioners

A person who is:

- (a) an employee of BG; or
- (b) is an Official; or
- (c) or was a Commissioner and Article 6.6 applies

(each a disqualifying position) may not hold office as a Commissioner.

6.4 Election

- (a) Each annual general meeting must elect two Elected Commissioners.
- (b) Nominations must be:
 - (1) in the form prescribed by the Commission;
 - (2) signed by the candidate and the nominator and seconder, both of whom must be Members; and
 - (3) received at the BG office no later than 4.00pm fourteen (14) days before the date of the Annual General Meeting.
- (c) Nominations may be accompanied by a statement of up to 200 words setting out the qualifications of the candidate.
- (d) Elections for Elected Commissioners shall be by exhaustive ballot in accordance with clause 6.4(e) and conducted at the relevant Annual General Meeting.
- (e) Save where there is only one nominee for each position of Elected Commissioner to be filled, the exhaustive ballot will be conducted as a poll as follows:
 - (1) rounds of voting for each position of Elected Commissioner to be filled will be held, the first of which will include all nominees for that position;
 - (2) the nominee with the fewest number of votes will be eliminated from the second and each subsequent round;

- (3) in the event that more than 1 nominee has equal number of votes and that number of votes is the least number of votes; then:
 - (i) provide that there remains at least 1 other nominee for the subsequent round, all of those nominees with the least amount of votes will be eliminated from each of the subsequent rounds of voting;
 - (ii) if eliminating all nominees with the least number of votes would result in there being no nominees remaining then, subject to the direction of the Chair (who may call for a re-vote of the last round of voting), the position up for elected will be treated as a casual vacancy to be dealt with in accordance with Article 6.8.
 - (4) rounds of voting will be continued with 1 or more nominees being eliminated from each round until only 2 nominees remain;
 - (5) in the last round of 2 nominees, a resolution is passed in favour of the election of the nominee who receives the majority of the votes; and
 - (6) in the event that the last round of voting has only 1 nominee remaining, then a resolution is passed in favour of the election of that nominee.
- (f) The weighted voting system set out in Article 12.4 of this Constitution will be used to determine the number of votes each Club Member has in respect to the election of Commissioners under this Article 6.4(e).

6.5 Co-opted Commissioners

- (a) The Commission must at its first meeting after each annual general meeting co-opt three (3) additional Commissioners.
- (b) In co-opting Commissioners under Rule 6.5(a) the Commission will have regard to the following requirements:
 - (1) at least one co-opted Commissioner should have extensive financial expertise; and
 - (2) at least one co-opted Commissioner should have special business acumen and/or technical skills and/or knowledge of community sport.
- (c) If a Co-opted Commissioner resigns from office or is terminated in accordance with Article 6.7, the Commission must co-opt another person to fill the vacant position.

6.6 Term of office

- (a) Elected Commissioners hold office from the end of the annual general meeting at which they are elected until the end of the second annual general meeting after they were elected and shall be eligible for reappointment, although no elected Commissioner shall be eligible to remain in the office for more than 6 consecutive years.
- (b) Co-opted Commissioners hold office from the time they were co-opted until the end of the annual general meeting after they were co-opted and shall be eligible for reappointment, although no co-opted Commissioner shall be eligible to remain in the office for more than 4 consecutive years.

6.7 Cessation and termination from office

- (a) Commissioners may resign from office by writing to the Secretary.
- (b) Commissioners cease to hold office if the Commissioner ceases to be a Member.
- (c) Commissioner also cease to hold office if they:
 - (1) fail to attend three consecutive meetings of the Commission without leave of absence from the Commission;
 - (2) receive any payment from BG otherwise than in accordance with this Constitution.
- (d) The appointment of a Co-opted Commissioner may be terminated by a vote of three-quarters of the Commissioners in office. A Co-opted Commissioner the subject of a motion to remove is entitled to vote.

6.8 Casual vacancy

- (a) The Commission may at any time appoint a person to be a Commissioner to fill a casual vacancy created by an Elected Commissioner.
- (b) If the casual vacancy relates to an Elected Commissioner position, then:
 - (1) the Elected Commissioner appointed under Article 6.8(a) must have their position as Elected Commissioner confirmed by resolution at the next Annual General Meeting; and
 - (2) if so confirmed, will hold office until the end of the term of the Elected Commissioner in whose place they were appointed.

7. Duties and Powers of the Commission

7.1 Duties and powers

- (a) The management and control of the affairs of BG are vested in the Commission who, without limiting the generality of the foregoing, shall be solely responsible for exercising the powers specified in Article 4(b) and in this Article 7 and shall have the following powers and duties:
 - (1) to grant approval to any person, club, body, association, organisation or team to compete in any basketball competitions conduct by BG or any of its Committees;
 - (2) to faithfully and diligently fulfil any duties and obligations delegated to the Commission by GCBA in writing from time to time;
 - (3) to appoint, dismiss and fix the salary and terms and conditions of employment of such employees as the Commission may from time to time determine and to delegate to any person so appointed any of its powers or duties other than this power of delegation;
 - (4) to appoint Committees composed of such persons as the Commission may think fit to investigate any matter in any way relating to the affairs of BG or to perform

such duties as the Commission may determine and the Commission may regulate the proceedings of all such Committees;

- (5) to ensure that minutes are kept of all meetings of the Commission and Committees;
- (6) to keep a correct account of all moneys and other assets belonging to BG;
- (7) to ensure that all moneys received by BG are banked in bank accounts approved by the Commission and to authorise persons to sign cheques or authorise electronic payments on such bank accounts and endorse cheques/electronic payments and other documents on behalf of BG;
- (8) to maintain proper books of accounts for BG and balance them for the purposes of annual audit and otherwise as decided by the Commission and to prepare and submit annual accounts to auditors appointed by the Commission;
- (9) to invest moneys of BG not immediately required for the purposes thereof in any form of investment thought appropriate by the Commission and from time to time to vary or realise such investments;
- (10) to sell any real or personal property of BG whether for cash or on terms and by action or by private contract;
- (11) to relinquish any rights to occupy stadium or grounds;
- (12) to enter into any arrangement to occupy, lease or licence stadium or grounds;
- (13) to exchange any real or personal property of BG for any other property and to buy to take on exchange or otherwise acquire any real or personal property for BG and do any such thing on such terms and conditions as the Commission thinks fit;
- (14) to alter, amend, renovate, demolish, rebuild or otherwise deal with any real or personal property of BG on such terms and conditions as the Commission thinks fit;
- (15) to borrow money for BG and give security therefore by mortgage or charge over any property of BG;
- (16) to set and charge such fees, charges and other amounts as may be necessary or required to further any of the objectives stated in Article 4;
- (17) to make and give receipts, releases and other discharges for money payable to BG or any other claims or demands of BG;
- (18) to institute, conduct, defend, compound or abandon any legal proceedings by or against BG or against any other person refer any claims or demands by or against BG to arbitration and observe and perform the awards;
- (19) to enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things as the Commission may consider desirable for the proper performance of their duties;
- (20) to convene meetings of the Commission when thought fit;

- (21) to appoint representatives of BG (who may be a Commissioner) to represent BG in discussions with BV or any other association or body related to Basketball.
 - (22) to make decisions and do all such things as the Commission in its judgment thinks necessary or desirable for the fulfilment of the objectives stated in Article 4; and
 - (23) to exercise its own judgment, which judgment will be final, as to how best to achieve the objects of BG.
- (b) Each Commissioner also has the duties prescribed by the Act including under section 29A those of proper use of information and proper use of position.

7.2 Disclosure of interests

- (a) Each Commissioner has the obligation described by the Act including:
- (1) under section 29B of the Act disclosing any direct or indirect pecuniary interest in a contract or proposed contract with BG; and
 - (2) under section 29C of the Act to refrain from taking part in any decision of the Commission with respect to a contract in which the Commissioner has any direct or indirect pecuniary interest.

8. Proceedings of the Commission

8.1 Election of Chairperson

- (a) The Commissioners must elect one of the Elected Commissioners to the office of Chairperson of the Commission.
- (b) The Commissioner elected to the office of Chairperson will remain Chairperson for the duration of their term of office as an Elected Commission and shall chair any meetings of the Commission.

8.2 Other office bearer positions

The Commission must at its first meeting after each annual general meeting determine what other office bearer positions are required and elect one or more of its Commissioners to fill those office bearer positions.

8.3 Convening of meetings

- (a) The Commission shall meet at such times and places as they shall from time to time determine but they shall meet at least once in every two calendar months period or whenever a meeting is called by the Chairperson on the giving (where practicable) of at least 3 days' notice.
- (b) The Commission may adjourn and otherwise regulate their meetings as they think fit.

8.4 Determinations by the Commission

- (a) Except as otherwise provided in this Constitution, questions arising at any meeting shall be decided by a majority of votes and a determination by a majority of the Commission shall be for all purposes a determination of the Commission.

- (b) In the case of an equality of votes on a resolution at a Commission meeting, the Chairperson must declare the resolution lost.

8.5 Exclusion from voting

A Commissioner may not vote in respect of any contract or proposed contract with BG in which he or she has any direct or indirect pecuniary interest which has been disclosed by the Commissioner under Article 7.2 and if he or she does so vote his or her vote shall not be counted.

8.6 Quorum

A quorum for a meeting of Commissioners shall be not less than half of the number of Commissioner for the time being, either personally present at a meeting or participating in the meeting by way of an Instantaneous Communication Device.

8.7 Resolutions without meeting

- (a) A resolution in writing signed by all Commissioners shall be as valid and effectual as if it has been passed at a meeting of the Commission duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more Commissioners. Any resolution shall be effective from the date the last of the Commissioners have signed the resolution. Every resolution so signed shall be as soon as practicable entered into the books provided for the purpose of recording, inter alia, resolutions of the Commission.
- (b) A resolution shall be as valid and effectual as if it had been passed at a meeting of the Commission duly convened and held if:
- (1) each Commissioner has previously notified BG of the electronic mail address to which electronic mail addressed to that Commissioner should be delivered; and
 - (2) all of the Commissioners send an electronic mail message to every other Commissioner (to those Commissioner's relevant electronic mail addresses) confirming that the Commissioner sending the electronic mail message votes in favour of the resolution; and
 - (3) the Secretary subsequently confirms that all Commissioners have voted in favour of the resolution.
- (c) A resolution passed under Article 8.7(b) shall be effective from the date of the last electronic mail message referred to in Article 8.7(b)(2) and has been delivered to the Secretary. A copy of all electronic mail messages sent by the Commissioners in respect of a resolution referred to in Article 8.7(b), and a copy of all signed statements referred to in Article 8.7(a), shall be as soon as practicable entered into the books provided for the purpose of recording, inter alia, resolutions of the Commission.
- (d) The Commission may from time to time determine the rules and procedures (including not limited to any security and verification measures and the circumstances under which an electronic resolution is valid or invalid) which will apply to the passing of any resolution under Article 8.7(b).

- (e) A facsimile, email or such similar means of communication addressed to or received by BG and purporting to be signed by a Commissioner is for the purposes of Articles 8.7(a), 8.7(b) and 8.7(c) deemed to be in writing signed by such Commissioner.

8.8 Instantaneous Communication Devices

- (a) For the purposes of this Constitution, the contemporaneous linking together by Instantaneous Communication Devices of a number of consenting Commissioners not less than the quorum, whether or not any one or more of the Commissioners is out of Australia, is deemed to constitute a Commission meeting and all the provisions of the Constitution as to Commission meetings shall apply to such meetings held by Instantaneous Communication Devices so long as the following conditions are met:
 - (1) all the Commissioners receive notice of the Commission meeting and are able to be linked by Instantaneous Communication Devices and for the purposes of such meeting, Notice of any such meeting may be given on the Instantaneous Communication Device or in any other manner permitted by the Constitution;
 - (2) at the commencement of the meeting each of the Commissioners is taking part in meeting by Instantaneous Communication Device is able to hear each of the other Commissioners taking party; and
 - (3) at the commencement of the meeting each Commissioner acknowledges his or her presence for the purposes of the Commission meeting to all the other Commissioners taking part.
- (b) A Commissioner shall not leave a meeting held in accordance with Article 8.8 by disconnecting that Commissioner's Instantaneous Communication Device unless that Commissioner has previously obtained the express permission of the Chairperson. A Commissioner is conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting by Instantaneous Communication Device unless the Commissioner has previously obtained the express consent of the Chairperson to leave the meeting.

8.9 Validity of acts of the Commission

Everything done at a Commission meeting or a by person acting as a Commissioner, is valid even if it is discovered later that there was some defect in the appointment, election or qualification of any of them or that any of them was disqualified or had vacated office.

9. Chief Executive

9.1 Appointment

The Commission may appoint a Chief Executive of BG for such period and on such terms as they think fit and subject to the terms of any agreement entered into in any particular case the Commission may revoke or terminate any such appointment.

9.2 Attendance at meetings

The Chief Executive shall be entitled to notice of and to attend and subject to any issues of confidentiality take part in all meetings of the Commission and of Committees, unless otherwise determined by the Commission.

9.3 Duties

- (a) The duties of the Chief Executive shall be to attend at all meetings of the Commission and at all other meetings at which the Chief Executive's attendance is by this Constitution required or at which the Chief Executive's attendance is required by the Commission and to generally control and manage the day to day running of BG on behalf of the Commission and to comply with all directives and any duty statement from time to time given to the Chief Executive by the Commission.
- (b) In addition the Chief Executive shall be responsible to the Commission for the proper performance of their duties by all employees of BG and for advice to the Commission as to the best means of administering and promoting the affairs of BG.

9.4 Cannot be a Commissioner

The Chief Executive shall not be a Commissioner while that person holds the office of Chief Executive.

10. Secretary and other Officers

10.1 Appointments

- (a) The Commission may appoint a Secretary and other Officers of BG (including the Public Officer) who shall carry out such duties as are specified by this Constitution or determined by the Commission or the Chief Executive. In the performance of their duties such persons shall be under the control of and comply with the directions of the Chief Executive.
- (b) The Commission may in its discretion appoint and replace the Public Officer.

10.2 Notification to Registrar

The Public Officer must, within 14 days after his/her appointment, give notice in writing of his full name and address in Victoria to the Registrar, as required by section 28 of the Act.

11. General Meetings

11.1 Annual General Meeting

- (a) The Commission must convene an Annual General Meeting to be held within 5 months' after the end of BG's financial year at such time and place as shall be determined by the Commission and shall be specified in the notice convening it.
- (b) The ordinary course of business at the Annual General Meeting is:
 - (1) to verify the minutes of:

- (i) the last Annual General Meeting; and
 - (ii) any General Meetings held since the last Annual General Meeting.
- (2) to consider the annual financial report, the Commission's report and auditors report and any statement relating to the finances which must be received by the members in accordance with the Act (including questions and comments from members on the management of BG);
- (3) to appoint an Auditor (if required); and
- (4) to elect Commissioners in accordance with Article 6.4.
- (c) The Annual General Meeting may only consider other business of which notice has been given in accordance with Article 11.3.

11.2 Power to convene General Meeting

- (a) The Commission may convene a General Meeting when they think fit and must do so if required by this Constitution or by the Act.
- (b) The Commission must convene a special general meeting if requested by not less than 10% of the Members entitled to vote.
- (c) General Meetings may only consider business of which notice has been given in accordance with Article 11.3.

11.3 Notice of General Meetings

- (a) At least 21 days' notice in writing of General Meetings must be given to all Members entitled to receive notice and BG's auditor.
- (b) The notice must state:
 - (1) the date, time and place (or places) of the meeting;
 - (2) the general nature of each item of business to be considered; and
 - (3) if a special resolution is to be proposed:
 - (i) the proposed resolution; and
 - (ii) that it is intention that the resolution be proposed as a special resolution as required by section 29 of the Act.
- (c) The notice must include any business that any Member has requested in writing be considered.
- (d) If a General Meeting is adjourned for one month or more, new notice of the resumed meeting must be given.

11.4 Non receipt of notice

- (a) The non-receipt of a notice convening, cancelling or postponing a General Meeting by, or the accidental omission to give a notice of that kind to, a person entitled to receive it, does not invalidate any resolution passed at the General Meeting or at a postponed meeting or the cancellation or postponement of the meeting.

11.5 Proxy

- (a) A Member entitled to attend and vote at a General Meeting is entitled to appoint the Chairperson as their proxy and has the right to direct how the Chairperson is to cast their proxy vote in respect of any or all of the resolutions being considered at the General Meeting.
- (b) If a Member fails to direct how the Chairperson is to cast their proxy vote, the Chairperson will cast the proxy vote in favour of all resolutions being considered at the General Meeting.

11.6 Form of proxy

The instrument appointing a proxy may be in a common form or usual form, as determined by the Commission from time to time.

11.7 Other meetings or forums

The Commission may at any time convene any meeting or any forum of Members and other interested parties, upon such terms and conditions as it determines desirable.

12. Proceedings at General Meetings

12.1 Quorum

- (a) The quorum for consideration of:
 - (1) the ordinary business of the Annual General Meeting;
 - (2) any special resolution recommended by the Commission; and
 - (3) all other business for which notice has been given in accordance with Article 11.3,is the presence in person or by representative of at least 5 Members entitled to vote.
- (b) If a quorum is not present within 30 minutes of the time of which notice has been given, the meeting must not proceed.

12.2 Chairing

- (a) The Chairperson is entitled to chair general meetings.
- (b) If the Chairperson is not present, or does not wish to chair the meeting, the Deputy Chairperson is entitled to chair.
- (c) If neither the Chairperson nor the Deputy Chairperson is present, or if neither wishes to chair the meeting, the meeting must elect another Commissioner to chair the meeting.

- (d) The chair of the meeting has a deliberative vote, but does not have a casting vote.

12.3 Voting

- (a) All Members are entitled to vote at General Meetings
- (b) All Ordinary Members and Life Members are entitled to 1 vote each. A person who is both an Ordinary Member and a Life Member is only entitled to 1 vote.
- (c) Associate Members shall have such voting rights as determined by the Commission in accordance with Article 5.5.
- (d) Unless a poll is demanded, voting is by show of hands.
- (e) If an equal number of votes are cast for and against a proposed resolution or amendment, the chair of the meeting must declare the proposed resolution or amendment lost.
- (f) If the Chairperson rules that there is a significant division of opinion then a vote according to the weighted voting system shall be taken. Any Member of the General Meeting may draw the attention of the Chairperson to a significant division of opinion.

12.4 Calculation of weighted voting system

- (a) The number of votes to be allocated to an Ordinary Member, Life Member and Associate Member (if applicable) for the purposes of the weighted voting system shall be the same number of votes as specified in Article 12.3.
- (b) The number of votes to be allocated to a Club Member for the purposes of the weighted voting system shall be calculated by reference to the number of teams entered and paid for at the last registration period before the General Meeting.
- (c) The number of votes shall be determined as follows:
 - (1) 1 vote for each Club Member with less than 10 teams;
 - (2) 2 votes for GCBA and for each Club Member with between 10 – 25 teams;
 - (3) 3 votes for each Club Member with between 26 – 40 teams; and
 - (4) 4 votes for each Club Member with greater than 40 teams.
- (d) The number of votes to be allocated to a Club Member will be determined by the Chair of the meeting on the advice of the Secretary, whose decision is final.

12.5 Challenge to right to vote

- (a) Any challenge to a right to vote may only be made at the meeting and must be determined by the Chair of the meeting, whose decision is final.

12.6 Conduct at General Meetings

- (a) The Chair:
- (1) subject to Article 12.7, has charge of the general conduct of the meeting and of the procedures to be adopted;
 - (2) may require the adoption of any procedure which in his opinion is necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recoding of votes; and
 - (3) may, having regard where necessary to the Act, terminate discussions or debate on any matter whenever the Chair considers it necessary or desirable for the proper conduct of the meeting.
- (b) A decision by the Chair under this Article 12.6 is final.

12.7 Power of Commission

The Commission has the right to create any Rules relating to the procedure to be adopted and applied at any General Meetings which are not inconsistent with the terms of this Constitution or the Act.

13. Finances and Use of Income, Assets and Profit

13.1 Use of Income, Assets and Profit

- (a) BG may only use its income, assets and profits for its Objects as set out in Article 4.
- (b) BG must not distribute any of its profits, income or assets directly or indirectly to its Members.
- (c) BG may not pay fees directly or indirectly to its Commissioners unless such fees have been approved by the Members in General Meeting.
- (d) For the avoidance of doubt, Articles 13.1(b) and 13.1(c) does not prevent BG from paying its members or Commissioners for:
 - (1) reimbursement for expenses properly incurred by them; and
 - (2) for goods supplied and services provided by them;if this is done in good faith on terms no more favourable than if the Member was not a Member.

13.2 Source of Funds

The funds of BG may be derived from fees, subscriptions, grants, donations, sponsorship, fund-raising activities, profit making business enterprises, interest and any sources approved by the Commission.

13.3 Financial Year

The financial year of BG is from 1 November to the following 31 October, unless the Commission otherwise determines.

13.4 Financial Records

BG must maintain adequate and accurate financial records as required by section 30A of the Act.

13.5 Audit

- (a) BG must have its annual financial report audited in accordance with section 30B of the Act if it is a prescribed association within the meaning of section 3(1) of the Act.
- (b) If Article 13.5(a) applies then an auditor must be elected each year at the Annual General Meeting.

14. Legal

14.1 Seal

The Commission shall provide for the safe custody of the seal, which shall only be used by authority of the Commission, or of a committee of the Commission authorised by the Commission, and every instrument to which the seal is affixed shall be signed by a Commissioner and shall be countersigned by the Chief Executive, the Secretary or a second Commissioner or by some other person appointed by the Commission for that purpose.

14.2 Rules

The Commission may from time to time make Rules and amend or vary such Rules as they think fit and all such Rules shall bind Members and their respective Officials and any Players, parents/guardians, umpires, volunteers, visitors and other such persons as the Commission so declares provided that in the event of inconsistency between the Rules and this Constitution the provisions of this Constitution shall prevail.

14.3 Indemnity

Every person who is or has been a Commissioner, Chief Executive, or other officer or employee of BG is entitled to be indemnified out of the property of BG against any liability incurred by that person while acting in good faith in that capacity (including any legal costs incurred in defending any civil or criminal proceedings, in which that person becomes involved by reason of his or her acting in that capacity) unless BG is prevented from giving that indemnity in a particular case, or the proceedings have been brought against that person by or on the complaint of BG.

15. Transitional arrangements

15.1 Scope of this section

- (a) The transitional arrangements set out in this Article 15 are designed to ensure a smooth transition from to this Constitution and will override any terms to the contrary as set out in this Constitution.
- (b) These transitional arrangements cease to have any affect once the transitional arrangement has taken place and been completed.

15.2 Commissioner appointments

- (a) On adoption of this Constitution, the Commission will be as follows:
 - (1) for the purposes of Articles 6.2(a)(1) and 6.4(e) the elected Commissioners will be:
 - (i) Chris Burrell (Commissioner A)
 - (ii) Damian Armour (Commissioner B)
 - (iii) Steven Bentley (Commissioner C)
 - (iv) Craig Herbert (Commissioner D)
 - (2) for the purposes of Articles 6.2(a)(2) and 6.5 the co-opted Commissioners will be:
 - (i) Braith Cox (Commissioner E)
 - (ii) Ian Sweet (Commissioner F)
 - (iii) Matthew Cowling (Commissioner G)
- (b) Notwithstanding anything else in this Constitution:
 - (1) at the Annual General Meeting to be held following the end of the 31 October 2012 financial year:
 - (i) each of Commissioner C and Commissioner D will resign (but each are eligible for re-election in accordance with Article 6.6(a)) and an election will be held to elect two Commissioners in accordance with Article 6.4; and
 - (ii) each of Commissioner E, Commissioner F and Commissioner G term will expire in accordance with Article 6.6(b) (but each are eligible for re-appointment in accordance with Article 6.5).
 - (2) at the 2014 Annual General Meeting to be held following the end of the 31 October 2013 financial year:
 - (i) each of Commissioner A and Commissioner B will resign (but are eligible for re-election in accordance with Article 6.6(a)); and
 - (ii) an election will be held to elect 2 Commissioners in accordance with Article 6.4.

- (3) Any period during which a Commissioner holds office prior to their resignation in accordance with this Article 15.1 shall be deemed to be one term for the purposes of Article 6.6.

15.3 Disqualification positions do not apply

The disqualifying exclusions set out in Article 6.3 do not apply to those persons appointed as Commissioners under the transitional arrangements in Article 15.2 in respect to their first term only.

15.4 No right to call for elections or remove a Commissioner

On adoption of this Constitution any right of a Member or group of Members to call special general meeting under Article 11.2 or the Act to remove a Commissioner or to call for elections under Article 6.4 is null and void until such time as the transitional arrangements in Article 15.2 have been completed.

15.5 Life Members

For the avoidance of doubt at the time of adoption of this Constitution all previous Life Members of BG will continue to be Life Members of BG.