

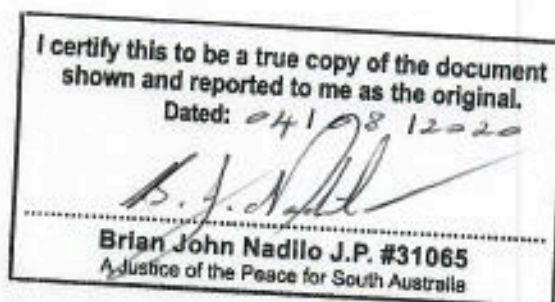


FORESTVILLE EAGLES BASKETBALL CLUB INCORPORATED CONSTITUTION AND RULES

I hereby certify that this is the constitution and rules of Forestville Eagles Basketball Club Incorporated as amended at a Special General Meeting on 2nd August 2020 and comprising 11 pages (including this page).



*President
FEBC
4/8/2020*



FORESTVILLE EAGLES BASKETBALL CLUB INCORPORATED CONSTITUTION

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1. NAME

The name of the Not For Profit incorporated association is Forestville Eagles Basketball Club Incorporated referred to herein as the "Club".

2. DEFINITIONS

'Board' means Board of Directors of the Club

'Board of Directors' means the Governance and Direction body of the Club

'Club Policy Manual' means the policies as approved either by a General Meeting of the Club or by the Board of Directors.

'Executive Committee' means the management committee of the Club.

'general meeting', means the general meeting of members of the club convened in accordance with these rules.

'member' means a member of the Club.

'Act' means the Associations Incorporation Act 1985.

'special resolution' means a special resolution defined in the Act.

'month' means a calendar month.

3. OBJECTS

The objects of the Club are:

- i. to promote and encourage members to play basketball
- ii. to promote and facilitate the sport of basketball throughout the general community
- iii. to co-operate with Basketball SA Incorporated, Basketball Adelaide Incorporated and other District basketball clubs to the extent that doing so is also in the interests of the Club.
- iv. to provide basketball courts and other facilities and buildings for the use and enjoyment of members.
- v. to field teams to compete in matches with other basketball clubs whether in South Australia or elsewhere.
- vi. to take such steps as may be necessary to represent the views and the requirements of the members of the Club in all matters affecting the game of basketball in South Australia.

4. POWERS OF THE CLUB

The Club shall have all the powers conferred by section 25 of the Act which will include the power to:

- 4.1 layout, construct, furnish and maintain basketball courts and any buildings or other works necessary or convenient for the purposes of the Club.
- 4.2 acquire, hold, deal with or dispose of any real or personal property.
- 4.3 administer any property on trust.
- 4.4 appoint and dismiss agents, employees, contractors and all such persons as necessary to transact any business of the Club as it may from time to time appear desirable for the attainment of the objectives of the Club.

- 4.5 open and operate bank accounts.
- 4.6 invest its moneys:
 - 4.6.1 in any security in which trust moneys may, by Act of Parliament, be vested; or
 - 4.6.2 in any other manner determined by the Club from time to time.
- 4.7 borrow moneys for the benefit of the Club upon such terms and conditions as the Board thinks fit.
- 4.8 enter into any contract the Board of the Club thinks fit.
- 4.9 give such security for the discharge of liabilities incurred by the Club as the Board thinks fit.
- 4.10 apply for, obtain and maintain any licence, permit or authority necessary or conducive to the attainment of the objectives of the Club.

5. MEMBERSHIP

- 5.1 Any person shall be eligible to apply for membership of the Club.
- 5.2 The Club may from time to time prescribe separate classes of members and may fix the qualifications rights and obligations of any such class.
- 5.3 Every person seeking membership of the Club shall make application in such form as shall from time to time be determined by the Executive Committee accompanied by payment of the appropriate subscription. At the first subsequent meeting of the Executive Committee the candidate shall be elected by a majority of the members of the Executive Committee.
- 5.4 There shall be three (3) major classes of members:
 - 5.4.1 Life Members - the Board shall have power to nominate as a Life Member any member of not less than ten (10) years who shall in the opinion of the Committee have rendered outstanding service to the Club and the nomination is to be considered at the next annual general meeting.
 - 5.4.2 Playing members - shall be categorised as either senior playing members or junior playing members.
 - 5.4.2.1 Senior playing members shall be those who have attained the age of eighteen years before the date of the annual general meeting;
 - 5.4.2.2 Junior playing members shall be those under eighteen years of age at the date of the annual general meeting. The vote of a junior playing member shall be exercised by one parent of such junior playing member.
 - 5.4.3 Non-playing members - shall be entitled to vote at any general meeting of the Club if they have attained the age of eighteen years before such meeting.
- 5.5 Subscriptions
 - 5.5.1 The annual subscription fees for membership, or the winter and summer subscription fees shall be such sum (if any) as the members shall determine from time to time by the Board and circulated to the membership.

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- 5.5.2 The subscription fees shall fall due at a time determined by the Board.
- 5.5.3 Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the Club and shall no longer have entitlements to rights as a member, provided always that the committee may reinstate such a person's membership on such terms as it thinks fit and upon full payment of their outstanding subscription.

5.6 Resignations

A member may resign from membership of the Club by giving written notice to the secretary of the Club. Any resigning member shall be liable for any outstanding subscriptions which may be recovered as a debt due to the Club.

5.7 Expulsion of a member

- 5.7.1 Subject to giving a member an opportunity to be heard or to make a written submission, the Executive Committee may recommend to the Board the expulsion of a member upon a charge of misconduct detrimental to the interests of the Club, or upon any breach of the Basketball Australia Member Protection By-Law.
- 5.7.2 The Club Policy Manual will define the rights of members who may be subject to action under this clause as well as the responsibilities of the Executive Committee in exercising its power.
- 5.7.3 The member's right of review is defined under the Club Grievance Policy.

5.8 Register of members

A register of members must be kept and contain:

- i) the name and address of each member
- ii) the date on which each member was admitted to the Club, and
- iii) if applicable, the date of and reason(s) for termination of membership.

6. DIRECTION AND MANAGEMENT

- 6.1 The Board shall consist of ten (10) members. Five (5) office holders who shall be directly elected by club members and five ordinary members who shall be elected in a general ballot of the members.
- 6.2 The five (5) directly elected members shall hold the offices of President, (who shall be Chairman) Secretary, Treasurer, Vice President – Club Operations and Vice President – Basketball Operations
 - 6.2.1 The five directly elected members will comprise the Executive Committee of the Board of Directors.
 - 6.2.2 The Board may appoint up to Five (5) Directorships from the Five (5) ordinary members elected at the AGM.
 - 6.2.3 The Directorships shall be for 1 year and reviewed annually prior to the AGM.
- 6.3 The Board:
 - 6.3.1 Shall set the direction for the Club.



- 6.3.2 may exercise all such powers and functions as may be exercised by the Club other than those powers and functions that are required to be exercised at general meetings of members of the Club;
- 6.3.3 shall make policies or directions and alter, amend, add to or rescind same as the occasion may require, and such policies or directions have full force and effect, provided they are not inconsistent with the rules in this Constitution. The policies and directions may be altered by a resolution passed at a meeting of the Board;
- 6.3.4 shall have the power from time to time to appoint committees and to delegate to such committees including the Executive Committee any area of business as the Board deem fit. The Board shall establish the rules under which such a committee shall operate and may dissolve such sub-committees without assigning any reason thereto.
- 6.3.5 shall meet as is necessary to properly conduct the business of the Club.
- 6.3.6 recommend to the annual general meeting the amount of annual subscriptions to be paid by members, the granting of life membership and any other matters necessary for the proper administration of the Club.
- 6.3.7 shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the Club on which these rules are silent.
- 6.4 The Executive Committee:
 - 6.4.1 Shall have its role and responsibilities set out in the Club Policy Manual and
 - 6.4.2 be responsible to the Board of Directors.
- 6.5 Without limiting the power at 6.3.4, the Board may empower Standing Committees and shall define their role and responsibilities in the Club Policy Manual.
- 6.6 Appointment
 - 6.6.1 A Board member shall be a natural person who is an adult member of the Club.
 - 6.6.2 The President, both Vice Presidents, Secretary and Treasurer shall hold office for two years, the President and Treasurer being elected in odd numbered years and the Vice Presidents and Secretary in even numbered years.
 - 6.6.3 All adult members shall be eligible to stand for election.
 - 6.6.4 The adult member must be nominated by another adult member prior to the election held at the annual general meeting by delivering the nomination of that person to the Secretary of the Club. The nomination shall be seconded by another adult Club member and accepted by the nominee.
 - 6.6.5 The Board may appoint a person to fill a casual vacancy, and such a Board member shall hold office until the next annual general meeting of the Club.
- 6.7 Proceedings of committees

A handwritten signature in black ink, appearing to be 'R. J. I.', is located in the bottom right corner of the page.

- 6.7.1 Questions arising at any meeting of a committee shall be decided by a majority of votes, and in the event of equality of votes the chairperson shall have a casting vote in addition to a deliberative vote.
 - 6.7.2 A quorum for a meeting of a committee shall be one half of the members of the committee.
 - 6.7.3 A member of a committee having a direct or indirect pecuniary interest in a contract or proposed contract with the Club must disclose the nature and extent of that interest to the committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the committee must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the Club.
- 6.8 Disqualification of committee members
- The office of a committee member shall become vacant if a committee member is:
- disqualified from being a committee member by the Act
 - expelled as a member under these rules
 - permanently incapacitated by ill health
 - absent without apology from more than four meetings in a year

7. THE SEAL

- 7.1 The Club shall have a common seal upon which its corporate name shall appear in legible characters.
- 7.2 The seal shall not be used without the express authorisation of the executive committee, and every use of the seal shall be recorded in the minute book of the Club. Two members of the executive committee shall witness the affixing of the seal.

8. GENERAL MEETINGS

- 8.1 Annual general meetings
 - 8.1.1 The Board shall call an annual general meeting in accordance with the Act and these rules.
 - 8.1.2 The annual general meeting shall be held between April and June each year.
 - 8.1.3 The order of the business at the meeting shall be:
 - 8.1.3.1 the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting.
 - 8.1.3.2 the consideration of the accounts and reports of the Board, Executive Committee and the auditor's report.
 - 8.1.3.3 the election of Board members
 - 8.1.3.4 the appointment of auditors
 - 8.1.3.5 any other business requiring consideration by the Club in general meeting.



8.2 Special general meeting

- 8.2.1 The Board may call a special general meeting of the Club at any time.
- 8.2.2 Upon a requisition in writing of not less than 30 members of the Club, the Board shall, within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- 8.2.3 Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- 8.2.4 If a special general meeting is not convened within one month, as required by 8.2.2 above, the requisitionists, or at least 50% of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner or as similar as is practicable as a meeting convened by the Board, and for this purpose the Board shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Club.

8.3 Notice of general meetings

- 8.3.1 Subject to 8.3.2, at least 14 days notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- 8.3.2 Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- 8.3.3 A notice may be given by the Club to any member by serving the member with the notice personally, or by sending it by post or electronic mail to the physical or electronic mail address appearing in the register of members.
- 8.3.4 Where a notice is sent by post:
 - 8.3.4.1 The service is effected by properly addressing, prepaying and posting a letter or packet containing the notice, and
 - 8.3.4.2 unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

8.4 Proceedings at general meetings

- 8.4.1 Twenty members present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting.
- 8.4.2 If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.
- 8.4.3 Subject to 8.4.4, the President shall preside as chairperson at a general meeting of the Club.



- 8.4.4 If the chairperson is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a Board member or one of their own number to be the chairperson of that meeting.
- 8.5 Voting at general meetings
 - 8.5.1 Subject to these rules, every member of the Club has only one vote at a meeting of the Club.
 - 8.5.2 Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person or, where proxies are allowed, by proxy, at that meeting.
 - 8.5.3 Unless a poll is demanded by at least five members, a question for decision at a general meeting must be determined by a show of hands.
- 8.6 Poll at general meetings
 - 8.6.1 If a poll is demanded by at least five members, it must be conducted in a manner specified by in Club Policy Manual and the result of the poll is the resolution of the meeting on that question.
 - 8.6.2 A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.
- 8.7 Special and ordinary resolutions
 - 8.7.1 A special resolution as defined in the Act.
 - 8.7.2 An ordinary resolution is a resolution passed by a simple majority at a general meeting.
- 8.8 Proxies
 - 8.8.1 An adult member and one parent or guardian of a junior member shall be entitled to appoint in writing a natural person who is also an adult member of the Club to be their proxy, and attend and vote at any general meeting of the Club.

9. MINUTES

- 9.1 Proper minutes of all proceedings of general meetings of the Club and of meetings of the Board and all committees, shall be published within one month after the relevant meeting and kept as an enduring record.
- 9.2 The minutes kept pursuant to this rule must be confirmed by the members of the Club or the members of the Board or other committee at the next succeeding meeting.
- 9.3 The minutes kept pursuant to this rule shall be accepted by the members, Board or committee members at the next succeeding meeting at which the minutes are confirmed.
- 9.4 Where minutes are accepted they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

10. GRIEVANCE AND MEMBER SAFETY

- 10.1 Where a member of the Club has a grievance arising from their involvement in the activities of the Club, with another member, officer or employee of the Club the member shall contact the Club Member Protection Officer.
- 10.2 The Club Policy Manual shall define the grievance procedure and the role of the Member Protection Officer.

11. FINANCIAL REPORTING

- 11.1 Financial year
The financial year of the Club shall be the period commencing on 1 July and ending on 30 June of each year.
- 11.2 Accounts to be kept
The Club shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Club in accordance with the Act.
- 11.3 Accounts and reports to be laid before members
The accounts, together with the auditor's report on the accounts, the Board's statement and the Board's report, shall be laid before members at the annual general meeting.
- 11.4 Appointment of auditor
 - 11.4.1 At each annual general meeting, the members shall appoint a person to be auditor of the Club.
 - 11.4.2 The auditor shall hold office until the next annual general meeting and is eligible for re-appointment.
 - 11.4.3 If an appointment is not made at an annual general meeting, the Board shall appoint an auditor for the current financial year.

12. NOT FOR PROFIT

- 12.1 The income and capital of the Not For Profit Club shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the Club.

13. WINDING UP

- 13.1 The Club may be wound up in the manner provided for in the Act.

14. NON-LIABILITY OF MEMBERS

- 14.1 Members will not be liable to contribute towards the payment of debts and liabilities of the Club or the costs, charges and expenses of a winding up of the Club.

15. APPLICATION OF SURPLUS ASSETS

- 15.1 If after the winding up of the Club there remains 'surplus assets' as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members.



- 15.2 Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.

16. RULES

- 16.1 These rules may be altered (including an alteration to the Club's name) by special resolution of the members of the Club.
- 16.2 The registered rules shall bind the Club and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.