

WESTERN MAGIC BASKETBALL CLUB

RULES OF THE CLUB (CONSTITUTION)

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(1) NAME OF THE ASSOCIATION

The name of the incorporated association is The **WESTERN MAGIC BASKETBALL CLUB INCORPORATED**, referred to herein as the “club”

(2) DEFINITIONS

“Committee” means the committee of management of the club

“General Meeting” means a general meeting of members of the club convened in accordance with these rules

“Member” means a member of the club

“The Act” means the Associations Incorporation Act 1985

“Special Resolution” means a special resolution defined in the Act

“Month” shall mean a calendar month.

(3) OBJECTS OR PURPOSES OF THE CLUB

The objects of the club are:

(3.1) to promote and advance the sport of basketball amongst males and females in South Australia, and in particular in the Western District;

(3.2) to establish and enter teams in basketball competitions at all levels of competition organized by Basketball South Australia, to which the club is affiliated;

(3.3) to provide basketball and ancillary facilities to its members;

(3.4) to be and remain a member of Basketball South Australia and/ or other associations consistent with the objectives of the club, whether as part of a National League of basketball or otherwise;

(3.5) to cooperate with the objects of Basketball South Australia, to which the club is affiliated.

(4) POWERS OF THE CLUB

The Club shall have all the powers conferred by section 25 of the Act and this constitution:

- (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 and dispose of any real personal property;
- (4.3) Administer any property on trust;
- (4.4) Open and operate bank accounts;
- (4.5) Invest its money (1) in any security in which trust monies may, by act of parliament, be invested, or
(2) in any other manner outlined by this constitution and for the benefit of the club;
- (4.6) borrow monies for the benefit of the club upon such terms and conditions as the club thinks fit;
- (4.7) give such security for the discharge of liabilities incurred by the club as the club thinks fit;
- (4.8) Appoint and dismiss agents, employees and all such persons as necessary to transact any business of the club on its behalf upon such terms as the committee of the club thinks fit;
- (4.9) Enter into any contract the committee of the club thinks fit, for the benefit of the club;
- (4.10) Do all such lawful acts and things as may be required to obtain the objectives of the club as the committee of the club thinks fit;

- (4.11) Apply for and obtain and maintain any licence or permit or authority necessary or conducive to the attainment of the objectives of the club;
- (4.12) The income and property of the club however derived shall be applied solely towards the promotion of the objects of the club and no portion shall be paid or transferred directly or indirectly by way of profit to members of the club PROVIDED that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant or member of the club in return for services actually rendered to the club or reasonable or proper rental for property let to the club by any member.

(5) MEMBERSHIP

- (5.1) Any person shall be eligible to apply for membership of the Club if nominated or proposed in writing by one financial member of the Club and seconded by another financial member of the Club;
- (5.2) The Club may from time to time prescribe separate classes of membership and may fix the qualification rights, obligations and application process of any such class;
- (5.3) Application for membership shall be made in such form as shall from time to time be determined by the committee together with payment of any subscription.
- (5.4) An application for membership in any “non playing” category shall be considered at the next committee meeting following the application.
- (5.5) The admission to membership shall be at the discretion of the committee having regard to the objectives and purposes of the Club.
- (5.6) Every person elected as a member shall remain a member until death, resignation or expulsion, which may be on the grounds of their financial status within the club.+

For the purposes of these requirements and for voting at any meetings convened by the club under this constitution, the membership of each junior (i.e. under the age of 18) player shall be considered as being represented by one parent or guardian.

- (5.7) Upon admission to membership each member agrees as a condition of membership to abide by the constitution and by-laws of the Club, which will be binding on all members, and the Club.

- (5.8) The admission to and continuation of membership is conditional upon and, subject to payment by the member of any subscriptions, fees, levies or monies as prescribed by the Club unless payment is waived in any case by the committee.

(6) RESIGNATIONS

A member may resign from membership of the Club by giving written notice to the secretary of the Club. Any member so resigning shall be liable for any outstanding subscriptions, fees, levies or monies due which if unpaid may be recovered as a debt due to the Club.

- a. Each member shall notify the Secretary in writing of all changes of address.
- b. Each member is subject to such direction and discipline as the committee deems fit.
- c. The committee shall have the power to discipline its members and may take such action as it deems fit in relation to any member guilty of misconduct.

(7) EXPULSION OF A MEMBER

Subject to giving a member an opportunity to be heard or to make a written submission, the committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the club.

- (7.1) the committee shall have the power to discipline its members and may take such action as it deems fit in relation to any member found guilty of misconduct.

(8) REGISTER OF MEMBERS

A register of members must be kept and contain:

- (a) The name and address of each member
- (b) The date on which member was admitted to the club
- (c) If applicable the date of, and reason for, termination of membership.

(9) SUBSCRIPTIONS

- (9.1) The amount of the annual, or summer and winter subscriptions payable to the Club shall be such amount as the committee shall from time to time determine.
- (9.2) The financial year of the Club shall commence on the first day of September in each year and terminate on the last day in August in each year.
- (9.3) The annual subscriptions shall fall due on the dates set by the committee.

(10) THE COMMITTEE

(10.1) The management of the business and general affairs and property of the Club shall be vested in the committee of the Club.

(10.2) The committee shall consist of:

- Chair, elected from general committee members
- Vice-chair, elected from general committee members
- Secretary
- Treasurer

And at least five ordinary committee members;

The maximum committee size shall be ten exclusive of the secretary and treasurer.

(10.3) The terms of office shall be for the period hereafter set out commencing at the Annual General Meeting at which the appointment was made. The Secretary and Treasurer shall hold office for two years, with the Treasurer being elected in odd numbered season years and the Secretary in even numbered season years. All other elected members of the committee shall hold office for one year or until a successor is appointed.

(10.4) In the event of any vacancy occurring in the membership of the committee other than in the normal course of elections, the committee shall have the power to fill such vacancy until the next Annual General Meeting and thereafter the vacancy shall be deemed to have been filled as if elected.

(10.5) The committee shall be permitted to exercise all powers provided in this constitution and do all such things as are within the objec

(10.6) tives of the Club save for those matters which are by the Association Incorporations Act 1985 or by this constitution required to be done by the Club in General Meeting.

(10.7) Each member who is:

(10.6.1) a financial member or life member of the Club;

(10.6.2) over the age of 18 years;

(10.6.3) not an employee of the Club;

(10.6.4) not precluded by Statute including the

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(10.6.5) not otherwise precluded by this constitution shall be eligible for election to the committee.

A member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract, with the association 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 association.

(11) ELECTIONS

The committee shall be elected at an Annual General Meeting of the Club by secret ballot with separate ballots for the positions of Secretary and Treasurer.

(11.1)

Nominations for all positions shall be in writing signed by the candidate, his/ her proposer and seconder and shall be lodged at least seven (7) days before the date of the Annual General Meeting. If no nominations are received or insufficient nominations are received by the required date then nominations may be taken from the floor at the Annual General Meeting.

(11.2) If a member is nominated for two or more positions his / her election to one shall act as an automatic withdrawal of the nomination to other positions.

(11.3) If no more persons are nominated for any office than there are vacancies the Chairman of the Annual General Meeting shall declare such persons duly elected.

(11.4) If more candidates are nominated than there are vacancies then subject to paragraph 11.1 such election shall take place at the Annual General Meeting by show of hands, but if at such Annual General Meeting any five members present and entitled to vote require a secret ballot to be held then it shall forthwith be held.

(12) AUDITOR

- (12.1) An auditor for the Club shall be appointed at the Annual General Meeting of the Club in each year and if no appointment is made shall be appointed subsequently by the committee as deemed necessary or appropriate.
- (12.2) Subject to paragraph 12.3 the auditor shall be either a registered company auditor, a member of the Australian Society of Certified Practising Accountants, a member of the Institute of Chartered Accountants in Australia or such other person who may be approved by the Corporate Affairs Commission as an auditor of the accounts of the Club.
- (12.3) In any financial year in which the gross receipts of the Club do not exceed \$100.00 the Auditor appointed by the Annual General Meeting of the Club shall not be required to meet the criteria set out in paragraph 12.2
- (12.4) The Auditor shall not be a member of the committee.
- (12.5) The Auditor shall not hold office until the next Annual General Meeting.
- (12.6) The Auditor shall:
- (12.6.1) have access at all reasonable times to the accounting and other records of the Club;
 - (12.6.2) be entitled to require from any officer of the Club such information and explanation for the purposes of the audit as is necessary;
 - (12.6.3) furnish such reports as are required by the provisions of the Associations Incorporation Act 1985;
 - (12.6.4) be entitled to such reasonable fees and expenses as are approved by the committee;
- (12.7) The Auditor shall in each year examine the financial report submitted by the Treasurer in accordance with the provisions of paragraph 16.4.7 together with the financial books and records maintained by the treasurer and shall report on the correctness thereof.
- (12.8) The Auditor shall make a report to members upon the financial report to be submitted to the Annual General Meeting and in every such report shall state whether in his/ her opinion they are properly drawn up so as to exhibit a true and correct view of the Club's financial affairs.

- (12.9) If the Auditor is unable to make the report referred to in paragraph 12.8 he shall advise the Annual General Meeting of the reason for the inability.
- (12.10) Upon retirement of the Treasurer, the financial reports submitted in accordance with rule 16.8 together with the financial books and records maintained by the Treasurer shall be examined and reported upon with regards to their correctness or otherwise.

(13) MEETINGS

- (13.1) The committee may call a Special General Meeting of the Club at any time and shall call an Annual General Meeting within five months after the end of the financial year of the Club.
- (13.2) Upon requisition in writing of not less than ten (10) percent of the total number of financial members of the Club the committee shall within one month of the receipt of the requisition convene a Special General Meeting for the purpose specified in the requisition.
- (13.3) Every requisition for a Special General Meeting shall be signed by the members making the requisition and shall state the purpose of the meeting.
- (13.4) If a Special General Meeting is not convened within one month as required by paragraph 13.2 the requisitionists may convene a Special General Meeting. Such a meeting shall be convened in the same manner as a meeting convened by the committee and for this purpose the committee shall ensure that the requisitionists are supplied free of charge with the particulars of the members entitled to receive notice of a meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Club.
- (13.5) Subject to paragraph 13.2 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.
- (13.6) Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days notice prior to the date of the meeting.
- (13.7) A notice may be given by the Club to any member by serving the member with the notice personally, or by sending it by ordinary post to the address appearing in the register of members or to the latest advised member's email address.

(13.8) Where a notice is sent by post, service of the notice shall be deemed to be affected if it is properly addressed and posted to the member by ordinary prepaid mail.

(14) PROCEDURE AT MEETINGS

(14.1) The order of business at the Annual General Meeting shall be, unless otherwise determined at such meeting, as hereunder:

(14.1.1) Roll of persons attending;

(14.1.2) Chair's opening address;

(14.1.3) Apologies;

(14.1.4) Minutes of the previous Annual General Meeting;

(14.1.5) Business arising;

(14.1.6) Presentation of Chair's report;

(14.1.7) Presentation of Secretary's, Treasurer's and Auditor's reports;

(14.1.8) Notices of motion;

(14.1.9) General business;

(14.1.10) Election of Returning Officer;

(14.1.11) Election of committee;

(14.1.12) Election of Patron, Vice-Patron;

(14.1.13) Election of Auditor;

(14.2) Twenty five percent of those members entitled to vote on any issue at a general meeting shall form a quorum.

(14.3) If within thirty 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 thirty minutes of the time appointed for the meeting the members shall form a quorum.

- (14.4) The Chair, Vice-Chair or other committee Chairperson (elected by the committee) shall act as Chairperson at any general meeting provided that should such Chairperson not be present within five minutes after the time appointed for holding the meeting, the members present may elect one of their number to be the Chairperson.
- (14.5) The Chairperson may with the consent of any meeting at which a quorum is present and shall if so directed by the meeting adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (14.6) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as if that meeting were an original meeting of members.
- (14.7) At any General meeting, a resolution put to a vote shall be decided on a show of hands or by secret ballot if demanded by the Chairperson of the meeting or by five or more members present personally and a declaration by the Chairperson of the meeting that a resolution has been carried or lost shall, unless a poll is demanded, be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, the resolution.
- (14.8) If a poll is demanded by the Chairperson of the meeting or by five or more members present personally it shall be taken in such manner as the Chairperson directs. The result of such a poll shall be the resolution of the meeting, except that in the case of a special resolution a majority of not less than three quarters of the members who being entitled to do so, vote personally at the meeting, is required.
- (14.9) A poll demanded in accordance with sub-paragraph 14.8 shall be taken at the meeting and without adjournment.
- (15) MINUTES
- (15.1) Proper minutes of all proceedings of general meetings, committee meetings and any sub-committee shall be entered within one month after the relevant meeting in minute books kept for that purpose.
- (15.2) The minutes shall be tabled and confirmed at the next meeting of the relevant committee and shall be signed by:

- (15.2.1) the member who presided at the meeting at which the proceedings took place; or
- (15.2.2) the member presiding at the meeting at which the minutes are confirmed.
- (15.3) The minute books shall be kept:
 - (15.3.1) at the place where the club is situated; or
 - (15.3.2) in the custody of the Secretary or a member of the Club so authorized by the committee.
- (15.4) Where minutes have been entered into the minute book, confirmed and signed in accordance with paragraph 15.2 they shall until the contrary is proved be accepted that:
 - (15.4.1) the meeting was convened and duly held;
 - (15.4.2) the proceedings that are recorded as having occurred did occur during the meeting;
 - (15.4.3) all appointments of officer or auditors made at a meeting were validly made.
- (15.5) The books containing the minutes of proceedings of general meetings shall be available for inspection by a member without charge.

(16) POWERS AND DUTIES

- (16.1) The business at committee meetings shall be conducted in the following order, unless otherwise determined:
 - (1) Reading of the minutes;
 - (2) Business arising from the minutes;
 - (3) Correspondence;
 - (4) Financial statement;
 - (5) Reports (sponsorship, fundraising etc.);
 - (6) Notice of motion of which due notice has been given;
 - (7) Special items of business;

The affairs of the club shall be managed and controlled by the committee which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the club, and are not by the Act or by these rules required to be done by the club in general meeting. The committee has the management and control of the funds and other property of the club.

(16.2) The Secretary shall:

(16.3.1) Take charge of all non-financial books and documents of the Club;

(16.3.2) Be responsible for the compilation of all non-financial records of the Club;

(16.3.3) Convene all meetings of the committee and the Club;

(16.3.4) Keep a register of members of the Club showing the name and address of each member; the register shall be available for inspection by a member upon reasonable request;

(16.3.5) Be the public officer of the Club and as such shall do all things required to be done by Statute;

(16.3.6) On any amendment of the constitution shall within one month after the making of the amendment register it with the Office of Consumer and Business Affairs.

(16.4) The Treasurer shall:

(16.4.1) be responsible for the accounts of the Club;

(16.4.2) Ensure that all monies owing to the Club are duly received;

(16.4.3) that all monies owed by the Club are duly and regularly paid;

(16.4.4) That all monies received by the Club are regularly deposited into the Club's bank account;

(16.4.5) That bank accounts are reconciled monthly and presented at the committee meetings;

(16.4.6) That all receipts, vouchers and other documents are carefully filed and preserved for the Auditor;

(16.4.7) That as soon as practicable after the end of the financial year of the Club and in any event not later than 31st October in each year prepare a report of the financial activities of the Club for the previous financial year together with a balance sheet and profit and loss account of the Club;

(16.4.8) Lodge such returns as may be required by Statute.

(16.5) The accounts shall:

Be sufficient to record and explain the transactions of the Club and the financial position of the Club and shall include:

- A complete account of the income and expenditure of the Club;
- The state of the funds of the Club including the actual and contingent liability;
- Be kept at the place where the Club is situated, or:
- In the custody of the Treasurer or a member of the Club so authorized by the committee.

(16.6) All monies of the Club shall be paid into the account of the Club at such bank as the committee may from time to time direct and no monies shall be drawn from the Club's account except by cheque signed by any two of the signatories to the Club's account. The signatories shall be any two from:

- Chair
- Vice-Chair
- Secretary
- Treasurer
- Other member of the committee so authorized by the committee;

(16.7) The committee may in addition operate special purpose bank accounts and nominate the signatories to such accounts as it deems fit provided that the Treasurer shall be a signatory to any such special purpose account;

- (16.8) Forthwith after the close of each financial year or upon resignation or retirement of the Treasurer shall prepare and submit a financial report for the approval of the committee.

The committee 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. The committee shall appoint a public officer as required under the Act.

(17) PROCEEDINGS OF COMMITTEE

- (a) The committee shall meet together for the dispatch of business as often as is necessary, at least once each calendar month.
- (b) The quorum for a meeting of the committee shall be 50% plus one, of those entitled to vote at such a meeting.
- (c) Questions arising at any meeting of the committee shall be decided by the majority of votes, and in the event of equality of votes the chairperson shall have a casting vote in addition to a deliberative vote.

(18) 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 this constitution;
- permanently incapacitated by ill health;
- absent without apology from more than three meetings in a financial year;
- No longer the duly appointed representative of a corporate member.
- Is removed by a majority of the members of the Club present and voting at an extraordinary general meeting of the Club called for the purpose of considering such removal;
- Is no longer a member of the Club;
- Tenders his or her resignation as committee member and is accepted by the committee.

- (18.1) A member of the committee having a pecuniary interest in a contract or proposed with the Club must disclose that interest to the committee as

required by the Associations Incorporation Act 1985 and to the next annual general meeting of the Club, and shall not vote with respect to that contract.

- (18.2) The committee may appoint any other committee or sub-committee and shall assign thereto such duties and responsibilities as it thinks fit.

(19) AMMENDMENT TO THE CONSTITUTION

- (19.1) The constitution of the Club shall not be amended otherwise than at the Annual General Meeting and then only:

(19.1.1) if at least 21 days written notice specifying the intention to propose the resolution has been given to all members of the Club; and

(19.1.2) It is passed by a majority of not less than three quarters of those members present and entitled to vote.

(20) WINDING UP

The Club shall be wound up in the manner provided in the Associations Incorporation Act 1985.

(21) APPLICATION OF SURPLUS ASSETS

If after the winding up of the Club there remain surplus assets as defined in the Associations Incorporation Act 1985 such assets shall become the property of Basketball South Australia, to which the Club is affiliated.

(22) PATRON

A Patron and any number of Vice-Patrons of the club may be elected at the annual general meeting.

(23) APPOINTMENT OF COACHES

- (23.1) the coaches of the teams of the Club shall be appointed and reviewed by the committee on such terms and subject to such conditions as it deems appropriate.
- (23.2) the senior men's and women's coaches shall not be regarded as employees of the Club.
- (23.3) Honoraria to be paid to any coaches shall be determined by the committee.

(24) HONORARIA

The Club may pay an honorarium to any member as fixed each year by resolution of the Club at the annual general meeting.

(25) EMPLOYEES

- (25.1) The committee may appoint or employ and dismiss such persons as it from time to time deems desirable to hold office;
- (25.2) No employee of the Club may be entitled to vote at any annual general meeting, special meeting or committee meeting;
- (25.3) Employees of the Club during the period of their employment shall not be liable to pay subscriptions;
- (25.4) During the period of their employment employees of the Club shall be regarded as financial members of the Club and entitled to the rights and privileges of membership save for paragraph 25.2.

(26) CLUB COLOURS

The colours of the Club shall be white, blue, black and purple.

(27) CLUB EMBLEM

The Club emblem shall be “STARS”. The committee at its discretion may also incorporate a major club sponsor in the Club’s name.

(28) PLAYING UNIFORM

The playing uniform shall be determined by the committee from time to time.

(29) PLAYERS

Only financial members of the Club shall play in any of the Club’s teams.

(30) BY-LAWS

The committee has the power to make by-laws in relation to the conduct of the Club.

(31) RECIPROCITY

The committee may from time to time enter into arrangements or arrangements on behalf of the Club with other bodies sharing like objects and purposes to those of the Club for the purpose of granting to the members of the Club and members or such other bodies reciprocal rights for the use and enjoyment of such other bodies, always provided that such agreements must be in compliance with, and not in contravention of, the constitution and rules of Basketball South Australia Incorporated.

(32) CLUB LICENCE

In the event that the Club obtains a liquor licence pursuant to the Licencing Act 1985 as amended:

- (32.1) a visitor shall not be supplied with liquor in the Club premises unless in the company of a member who has entered the name of the visitor in a book kept for the purpose and signed opposite the name of the visitor; and
- (32.2) no member shall introduce or entertain more than five visitors (or such lesser number as may be fixed by the Licencing Authority) at any one time, and
- (32.3) no person under the age of 18 years shall be employed in the premises of the Club; and

(32.4) Notwithstanding the foregoing no payment of any officer or other employee of the Club shall be made by way of commission or allowance from or upon the receipts of the Club for liquor supplied.

(33) INTERPRETATION OF CONSTITUTION AND RULES

In this document where the context permits the singular includes the plural and vice-versa and the male sex includes the female sex and vice-versa. If any matter shall arise for which this document does not provide or if there be doubt as to the interpretation hereof the direction or opinion as the case may be of the committee shall be acted upon and be conclusive.