



Pioneers Basketball Club Incorporated

CONSTITUTION

As adopted 17 October 2006

1. Name of Association

The Association is called the Pioneers Basketball Club Incorporated.

2. Purposes of the Association

The purposes of the Association are:-

- To be a member of a National Basketball Competition;
- To assist in developing and promoting basketball as a game at the highest possible level;
- To promote sport, social and recreational activities on behalf of the members of the Association and to provide proper facilities for the enjoyment of those activities by members of the Association;
- To own the license for the Pioneers as a member of the South East Australian Basketball League or its successor.
- To do all such things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

3. Powers of the Association

The powers of the Association are:-

- To seek or receive membership fees, donations, sponsorships, gifts and property of any kind;
- To publish periodicals, reports or other documents;
- To provide education and distribute literature relating to the Association or its purpose;
- To join or co-operate with any other body, or support any body, with purposes of social, education, benevolent, patriotic or charitable nature;
- To set up endowments, scholarships, bursaries, and educational grants;
- To arrange and provide recreation and other activities for members;
- To deal with property of all kinds and in any manner;
- To enter into any arrangement;
- To invest any property of the Association in any manner;
- To borrow money on any terms, operate bank accounts and give any security;
- To carry out any business or legal proceedings;
- To pay any expense;
- To engage and dismiss employees;
- To administer any property held on trust;
- To do all such other acts and things to further the purposes of the Association as the Association or the Board thinks fit;
- To do anything else the Association or Board decides

4. Property of the Association

All income and assets of the Association shall be applied exclusively to the promotion of its purposes and no portion shall be paid or distributed directly or indirectly to the members of the Association except as bonafide remuneration for services rendered or expenses incurred on behalf of the Association.

This does not restrict the payment in good faith of: -

- Reasonable remuneration to any officer or member of the Association for services actually rendered;
- Reasonable rental for property let or hired to the Association by a member or
- Any payment incidental to the Association's activities provided it is consistent with the Association's purposes.

5. The Board

The affairs of the Association shall be managed by a board to be called "The Pioneer's Board";

The Pioneer's Board shall consist of up to 12 appointed members who shall hold office for two years. Half of such members shall retire each year, but they are eligible for reappointment.

All members of the Pioneer's Board must be financial members of the Association within one month of becoming a Board member.

The Board shall annually appoint four of its members to be President, Deputy President, Secretary and Treasurer;

No employee or paid servant of the Association deriving the majority of their gross annual income from the club shall be eligible for appointment to the Pioneer's Board;

Members of the Pioneer's Board are appointed at the Annual General Meeting;

Written nominations for appointment to the Pioneer's Board must be signed by at least two financial members of the Association and must reach the Association office not less than seven calendar days prior to an Annual General Meeting and must be accompanied by signed written statements from the nominees that they are willing to accept the position if elected;

If there are an equal number of nominees and vacant positions on the Pioneer's Board those persons will be declared elected;

If there are more nominees than vacant positions there will be a ballot for the positions, the nominees with the most votes will be elected to the positions;

The Board may fill any casual vacancy on the Board, including a vacancy remaining after the Annual General Meeting if elected by majority vote;

The Board may, by special resolution, remove any Board member who has: -

Contravened this constitution or

Neglected to carry out their duties under this constitution or

Committed an act of bankruptcy as described in the Bankruptcy Act.

A removed member may appeal to a General Meeting of the Association. They will be reinstated if the General meeting votes for reinstatement.

6. Membership

Membership of the Association shall be divided into the following categories: -

- Life Members
- Playing Members
- Ordinary Members
- Honorary Members
- Corporate Members

Life Members shall during the continuance of their life and membership have all the privileges of members. Any member nominated and seconded by two members and if recommended to the Annual General Meeting by the Board in consideration of: -

Any special service rendered to the Association or Pioneers Club for an ongoing period exceeding 10 years or

200 club games played for the Pioneers

Shall, if such nomination is approved at the Annual General meeting of the Association following such nomination, become a life member of the Association.

Life Members shall be exempted from payment of all subscriptions to the Association;

The number of life Members appointed shall not exceed two in any one year;

Life Members may be elected at the Annual General Meeting by a two-thirds majority vote of those present.

Playing Members of the Association shall be those players who are properly registered in accordance with the rules of the league the Pioneers are a member of;

Ordinary Members shall be nominated and such nomination shall be approved by the Board and be subject to an annual subscription. All subscriptions shall become due on the 1st day of October in any membership year and shall be payable no later than the 30th day of June in the same membership year.

Honorary Members: -

The players of any other club affiliated with Basketball Australia who visit the Association on any day for the purpose of playing against the Association shall be Honorary Members of the Association for that day;

The officials of a club referred to above shall be Honorary Members of the Association for that day;

The Board and/or President shall have the power to elect as Honorary Members for any period not exceeding one month any person who is a member of an interstate club which is visiting Mount Gambier;

Honorary Members shall enjoy all the privileges of full members except they shall not be: -

- Eligible to be appointed as members of the Board;
- Entitled to vote on any issue;
- Entitled to receive any notice required to be given to full members;
- Entitled to introduce members;
- Liable to pay any subscription.

Corporate Members: -

Corporate Members must nominate a natural person to be its representative from time to time. Such nominee is treated as if a member in its own right for voting and Board appointment purposes;

Corporate Members annual subscriptions form part of their annual sponsorship fee.

A member may resign at any time by notice in writing to the Secretary. No membership fees are refundable upon resignation;

The Board may: -

Reprimand a member;

Suspend the membership of a member or

Cancel the membership of a member

However the Board must give the member at least 10 days notice in writing of its intention to do so. The Board must also give the member a reasonable opportunity to make submissions to the Board before it votes on such a motion.

Membership does not give any right or interest in any property of the Association;

No member is liable to contribute to any liabilities of the Association, or any costs of winding it up.

7. Committees

There is no limit on the number of committees, which may be from time to time recognised by the Board and in existence at any one time;

Committees may be working groups which are formed in accordance with the provisions of this constitution;

The Board may from time to time establish committees in its absolute discretion;

The Board may at any time in its absolute discretion withdraw its recognition of a committee and upon withdrawal of such recognition the committee shall immediately cease to have the recognition of committee accorded to it in accordance with the provisions of this constitution and there upon shall cease to hold the powers, functions, rights, duties and responsibilities of a committee as set out in this constitution;

Committees shall keep proper minutes of all their meetings and shall forward a copy of such minutes to the Secretary of the Board within one week of the date of the meeting;

A quorum of all committees shall be half plus one;

Each committee is to operate within the Board approved Strategic Plan and Operating budget;

Committee membership shall be determined by the relevant Committee with the exception that the Board shall nominate one Board member as its representative on each committee.

8. Board Meetings

The Board will meet as and when they deem it necessary. However a minimum of one meeting per month shall be held. If two Board Members call a meeting, the Board must meet as soon as practicable;

Notice of a Board Meeting may be given at a previous meeting or by other means of communication;

Twenty four hours notice is sufficient;

Any notice by post is deemed given the day after posting;

A Board meeting is convened for any period when a quorum of Board Members are actually in touch with each other by telephone or video conference facility. Likewise a Board Member is deemed present at a Board meeting if they take part in the meeting via a telephone call or video conference facility;

A quorum of the Board consists of 5 Board Members;

Any Board Member, including the president has one vote on any motion or matter for decision;

In the case of an equality of votes, the President does not have a casting vote and the motion must be declared lost;

Any motion set out in a document signed by all Board Members is deemed to have been passed at a duly convened meeting;

Such a document may be signed in counterparts. I.e. separate copies;

A Board member must disclose any financial interest in any contract or proposed contract with the Association;

No Board Members may take part in any decision about any contract or proposed contract in which they have a financial interest.

9. Board Business

The Board is responsible for the administration of the Association. It must also carry out any decisions of a General Meeting;

The Board may delegate any of its functions to any particular Board Member or Members;

It may also establish Committees to carry out any of its functions;

Any person including a non member may be a member of a Committee;

At least one Board Member must be a member of a Committee;

The Board shall determine annual membership fees prior to the 30th September each year.

10. President

The President is the Chair of all meetings of the Association and the Board;

In the absence of the President, the Deputy President shall be the Chair;

The Chair's ruling on any matter of meeting procedure is final and binding on the meeting.

11. Deputy President

The Deputy President shall deputise for the President.

In the absence of the President the Deputy President shall be Chair.

12. Secretary

The Secretary of the Board may be an officer of the Board or a person appointed ex officio to the job of Secretary to the Board;

The Secretary shall be the Public Officer;

The Secretary must: -

- Carryout all Secretarial functions for the Association;
- Give all notices that may be required under this constitution;
- Generally carry into effect the directions of the Board.

The Secretary must keep accurate minutes of the meetings and decisions of the Association and the Board.

13. Treasurer

The Treasurer must: -

Control all funds of the Association;

Ensure all funds received are paid into an Association bank account as soon as practicable after receiving them;

Ensure the Associations debts are paid as they become due.

The Treasurer must ensure accurate records are kept of all financial affairs, money matters and fund raising activities of the Association;

All Association cheques must be signed by the Treasurer and one other Board Member or paid employee approved for that purpose by the Board;

The Treasurer must submit to the Board regular statements of the financial position of the Association;

The Treasurer must present the Association's financial statements at the Annual General Meeting.

14. Annual General Meeting

14.1 The Annual General Meeting will be held once per year at a time and place fixed by the Board;

14.2 Each Annual General Meeting must deal with the following matters and no other matters: -

14.2.1 To receive apologies;

14.2.2 To confirm the minutes of the previous Annual General Meeting and any intervening general meeting;

14.2.3 To receive the president's report;

14.2.4 To receive and if decided, accept the Association's annual financial statements;

14.2.5 To elect a Patron of the Association;

14.2.6 To deal with any other matter notified in the notice of the meeting.

14.3 A quorum shall comprise 10 financial members.

15. Special General Meeting

15.1 A Special General Meeting of the members must be called by the Secretary following:

15.1.1 A resolution to that effect of the Board or the Annual General Meeting;

15.1.2 Receipt of a request signed by not less than ten financial members.

15.2 Within fourteen days of any of the above events, the Secretary must give notice of the Special General Meeting;

15.3 The notice must state the matters to be dealt with at the meeting;

15.4 No other matters shall be dealt with at the meeting.

16. Notice of General Meeting

16.1 Notice of any General Meeting may be given to members: -

16.1.1 In any Association newsletter;

16.1.2 By individual written notice posted to each member;

16.1.3 By notice put up at any premises used or occupied by the Association or

16.1.4 In any manner fixed by the Board.

16.2 At least ten days notice of any general meeting must be given, and for this purpose notice by post is deemed given the day after posting;

16.3 The provisions of this clause need not be complied with if the Secretary signs a declaration that they believe that by the time of the meeting at least 90% of members is aware of the fact, date, time and place of meeting.

17. General Meeting Procedures

17.1 Subject to the next sub clause, the quorum for a General Meeting is not less than 10 members, or one third of the members whichever is less;

17.2 If a quorum is not present at any meeting within 30 minutes of the commencement time, the chair must adjourn the meeting for not less than 7 days.

Those members present at the adjourned meeting time constitute a quorum;

17.3 Voting at General Meetings will be by show of hands. However if the Chair, or 5 or more members, require it, the vote will be by poll;

17.4 Each member including the Chair has one vote on any motion or matter for decision.

In the case of an equality of votes, the Chair does not have a casting vote and the motion must be declared lost.

18. Auditors

The Board may appoint and remove auditors to audit the Association's annual financial statements or for any other purpose;

18.1 The auditors have the power to call for any Association's books or records at any time.

19. Common Seal

19.1 The common seal of the Association may be used with the authority of the Board;

19.2 Two Board Members must sig every document to which the seal is affixed.

20. Rules

20.1 The Board may make, alter or rescind rules relating to the Association or its members;

20.2 However no such rule may be inconsistent with this constitution;

20.3 A rule has the like force as it was part of this constitution.

21. Altering This Constitution

This constitution may be altered or replaced at any time by a special resolution of a General Meeting.

22. Winding Up

22.1 The Association may be wound up at any time by a special resolution of a General Meeting;

22.2 Upon winding up, any surplus assets after payment of liabilities shall be paid and applied by the organization in accordance with its powers to any organization which has similar objects and which has rules prohibiting the distribution of its assets and income to its members;

23. Indemnity

Each Board Member is indemnified by the Association against all loss, damages and expenses paid or incurred by them as a Board Member in the proper exercise of their duties.

24. No Liability

No Board Member is liable for: -

- The errors or defaults of any other member or Board Member;
- Any defect of title to any property acquired by or on behalf of the Association;
- Any loss or damage arising from the insolvency or tortuous act of any person controlling any property of the Association or
- Any other loss or damage to the Association.

25. Interpretation

“Special Resolution” means a motion supported by three quarters of those present at the meeting.