

MEMORANDUM

To: Members of the SBA

From: SBA Board

Date: 14 January 2019

Topic: New Draft Constitution

Dear Members,

Over the past 12 months the Board has been working hard, with the help of a Sub-Committee, to deliver on its commitment to develop a new draft constitution for your consideration prior to the 2018 AGM. We are pleased to attach a new draft constitution to this memorandum.

Importantly every incorporated association must have a Constitution (or rules). The Constitution:

- is a written document
- guides how our association operates
- is a contract between the association and its members
- sets out our association's purposes; and
- lists the rights and responsibilities of members and office holders.

In drafting this Constitution the Sub-committee considered a range of information and examples, including our existing Constitution, a review of Basketball Victoria's Constitution, other basketball Associations of comparable size Constitution, other sporting codes Constitutions and the model rules issued by Victorian Consumer affairs. The sub-committee also consulted with legal advisors.

Unambiguously this is a 1st Draft. It is to start a dialog and is not the finished product. We concede, there will be things wrong with it. It won't be perfect or cover every conceivable situation or circumstance. We do not expect everyone to agree. We welcome alternate and differing views, and we encourage all Members of the Association (as noted in Section 6 of the Constitution) to engage in a meaningful and thought provoking debate. This is after all about the future of our Association.

It should be noted that this is a new draft constitution that was started from scratch. It has been a challenging piece of work, and it was always anticipated that it would take some time before a final draft is ready to be voted on at an EGM. Much work still to be done.

The Board would like to thank the members of the volunteer Sub-Committee: Life Member Michael Bourke, Director Jenny Mouat, Sandy Saints President Phil McFarlane, Life Member Mark Mitchell, Moorabbin Tigers Parent and Lawyer Jacqui Phillips and Pacers President Bruce Allen for their time and effort in getting the Draft ready for consultation.

Effectively it is now over to you in this first round of consultation to consider the draft. The first round of consultation will run from **14 January 2019 to 30 March 2019**. We envisage this first round will include direct engagement with Member Club Committees, Life Members and Member Forums, to be advised.

Please take your time to review, and send your feedback or suggestions to: secretary@sabres.com.au - **by COB 30 March 2019**.

Note - we have an existing constitution and it is not broken. Provision of this draft is in response to a commitment made by all Directors at the 2017 AGM (see Background section for detail).

David Hopkins

Secretary

MEMORANDUM

Background

On 14 December 2017 you elected a new Board. This followed an Extraordinary General Meeting held on 15 November 2017 where a resolution to change the SBA's existing Constitution was passed by the Life Members.

This happened because the Interim Board passed a resolution to seek to amend the sections relating to voting rights of the Constitution. The following is an excerpt of the original resolution passed by the Interim Board on 19 September 2017.

1.1 Original Motion Excerpt point 1.

1. The Interim Board requests the Interim President to immediately engage SBA Legal Council, Ian Fullagar, and provide instruction on behalf of the Interim Board to change and amend those sections and anomalies of the SBA Constitution 2014 (the Constitution) relating to the voting members of the SBA as outlined in Ian Fullagar's advice to the previous Board (attached).

The motion of 19 September 2017 also set out a requirement for the board to be spilled at the next AGM and for each new director nominee to sign an addendum to their nomination form agreeing that in the first 12 months of incumbency, and prior to the 2018 AGM, each director would work to develop a new draft constitution for consideration of the members. Below is the excerpt of the original resolution passed by the Interim Board on 19 September 2017.

1.2 Original Motion Excerpt point 6.

6. Prior to the 2017 AGM the Interim President will further engage Legal Council on behalf of the Interim Board and provide instruction to prepare a document to be issued as an addendum to the Director nomination form requiring each Director Nominee to sign and agree that the new Board will within its first 12 months of incumbency, and prior to the 2018 AGM, work to develop a new draft constitution for consideration of the members. If the Board does not do this, the Board members agree to vacate their positions at the 2018 AGM. This document will form part of, and be a condition of, a Director nomination and be placed on the public record.

The following is the exact addendum signed by each director prior to being elected to the Board at the 2017 AGM.

1.3 Directors Nomination Form section (d)

- (d) if elected I acknowledge that the new committee will within its first year of office work to develop a new draft constitution for consideration of the members prior to the 2018 AGM. If the Board does not collectively do this, I agree along with my fellow Directors to vacate my position on the Committee at the 2018 AGM.

It is important to note that the resolution states, as does the signed Directors nomination form, that the committee (the Board) will within its first year of office work to develop a new **draft** constitution for consideration of the members prior to the 2018 AGM. This wording is consistent in the minutes of the 2017 AGM and all subsequent Board minutes and documentation.

In provision of this Draft Constitution the Board and its directors have fulfilled the requirement set out in original motion and subsequent Director Nomination form addendum.