



**SOUTHERN BASKETBALL ASSOCIATION**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**WEDNESDAY 28<sup>th</sup> OCTOBER 2020**

**7.00pm to 7.45pm**

**Via Zoom Meeting: Join [here](#) or  
Meeting ID: 894 9149 2235  
Passcode: 417371**

**NOTICE IS HERBY GIVEN** - in accordance with Section 15 of the Southern Basketball Association Incorporated Constitution November 2019 (**the Constitution**) that an Extraordinary General Meeting (**EGM**) of the Southern Basketball Association (**Association**) will be held on Wednesday 28<sup>th</sup> October 2020 at 7.00pm to conduct the following business:

**1. Amendment of Rules**

To consider, and if thought fit, pass the following resolution as a special resolution in accordance with Section 50 of the Associations Incorporation Reform Act 2012 (Act) and Section 5 of the Association's Rules:

*"That the existing Constitution of Southern Basketball Association Incorporated be replaced by the proposed new Constitution (available on the Southern Basketball Association Incorporated website or by contacting the [secretary@southernbasketball.com.au](mailto:secretary@southernbasketball.com.au) to request a copy), and that the new Constitution apply to the operations of Southern Basketball Association Incorporated as from its adoption by the general meeting pending final approval by Consumer Affairs Victoria in accordance with the provisions of the Associations Incorporation Reform Act 2012 (VIC)."*

**Note:** Should this special resolution be passed by Members, the Secretary will provide an appropriately altered Rules to Consumer Affairs Victoria (as the Registrar of Incorporated Associations) in accordance with section 50 of the Act. The altered Rules will take effect upon the acceptance of it by the Registrar.

For and on behalf of the SBA Board

A handwritten signature in black ink, appearing to read "Anne-Maree Nunan".

07/10/2020

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Anne-Maree Nunan  
**Secretary**  
**Southern Basketball Association**

[secretary@southernbasketball.com.au](mailto:secretary@southernbasketball.com.au)



## Procedural notes

These notes form part of the Notice of Meeting.

### **1 Determination of Members' Right to Vote**

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A person's entitlement to vote at the Extraordinary General Meeting will be in accordance with clause 19 of the Rules, including their satisfying any of the Membership Categories as set out in section 6 of the Association's Rules as at the date of the Extraordinary General Meeting.

Note Section 19(1) states:

"No category of Member may exercise two votes. For example, a Player Member who is also a Parent Member can only exercise one vote".

### **2 Voting threshold**

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An ordinary resolution must be passed by members attending and voting in person at the Extraordinary General Meeting convened by this Notice of Meeting who hold not less than 50% of the votes eligible to be cast at the Extraordinary General Meeting of the Association.

Under section 64(4) of the Act, a special resolution, where required, must be passed by members attending and voting in person at the Extraordinary General Meeting convened by this Notice of Meeting who hold not less than 75% of the votes eligible to be cast at the Extraordinary General Meeting the Association.

### **3 No Appointment of Proxy**

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Please note that under section 19(2) of the Rules, "*No proxy or postal votes will be allowed at any meeting of the Association*". In other words, to cast an eligible vote, all Members ***must*** attend the Extraordinary General Meeting in person and cast an eligible vote.

### **4 Authorised delegate**

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The voting rights set out in the Rules allow for each Championship Team and each Member Club to be entitled to be represented by an authorised delegate.

The authorised delegate for each Championship Team and each Member Club should bring to the Extraordinary General Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Association.

### **5 Taking of Polls at meeting**

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Under section 21 of the Rules, three or more Members may demand a poll on any resolution before the Members. That poll must be taken in "*such manner as the Chairperson may direct the resolution of the poll shall be deemed to be a resolution of the meeting on that question*".

### **6 Casting vote**

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Under section 19(5) of the Rules, "*In a case of an equality of voting the chairperson of the meeting is entitled to exercise a second or casting vote*".

### **7 Incorporation of Explanatory Statement**

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The Explanatory Statement attached to this Notice of Meeting, is hereby incorporated into and forms part of this Notice of Meeting.



## **Explanatory statement**

This information forms part of the Notice of Meeting. The main purpose of this Explanatory Statement is to provide Members with information to assist them to make an informed decision about the resolution to be proposed at the EGM.

### **1 Amendment of Rules**

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In summary, the proposed changes to the Constitution are as follows:

- Significant changes made to Membership categories (Section 6) and Voting at General Meetings (Section 19) including:
  - o Changes to definition of a Playing Member;
  - o Removing of voting rights of individual Playing Members and Parent Members; and
  - o Removing the Championship Teams and Temporary Member categories.
- Some changes to Section 10 (Discipline, Suspension and Expulsion of Members) to ensure clarity of the process and updates in line with the Association Incorporation Reform Act 2012 Vic and Model Rules;
- Include a gender diversity target of 40% for Board Members;
- Increase Board terms from two years to three years (and updated election cycle to reflect 3-year terms);
- Limiting the Office Bearer roles of President and Vice-President to a maximum of six years sequentially or non-sequentially;
- Some changes to wording to reduce ambiguity without changing the intent of the Rule (these changes can be referred to in the marked-up version of the proposed updated Constitution);
- A number of minor changes related to formatting, paragraph numbering, spelling, grammar and use of consistent language (these changes can be referred to in the marked-up version of the proposed updated Constitution).

The complete proposed changes can be referred to in the marked-up version of the Constitution attached. There is also a description of the major changes below.



**SBA DRAFT CONSTITUTION – DESCRIPTION OF CHANGES:**

Section	Current	Proposed	Comments
2.	Objectives	2. Purposes	To use language consistent with the Association Incorporation Reform Act 2012 Vic.  The Act requires all Associations to state the “purposes” of the Association.
2.2	a) and b) did not exist  h) deal with any other matters that the Association may deem to be in the interest of the sport of basketball.	Add  a) emphasise the importance of respect, fun and good sportsmanship in all aspects of basketball;  b) promote a safe, healthy and inclusive environment;  h) deal with any other matters that align with the Association’s values and that the Association may deem to be in the interest of the sport of basketball.	Included points that emphasise and align with the SBA’s values.
3.3	3.3 To invest its money:  a) In any security in which trust monies may be invested; or b) In any other manner authorised by the Rules of the Association.	3.3 To invest its money:  a) In any security in which trust monies may be lawfully invested; and  b) In a manner that is in accordance with the purposes and Rules of the Association; and  c) Ensure debt instruments (bonds and hybrids) and shares purchased and term deposits entered into are suitable and appropriate to the purpose, and within the risk appetite, of the Association. With respect to debt instruments, a minimum Standard & Poor’s or Moody’s rating of ‘A-’ or ‘A3’ should	To tighten the powers of the Association regarding any investments made.



Section	Current	Proposed	Comments
		apply to the issuer of the instruments where applicable.	
3.5	To give such security for the discharge of liabilities incurred by the Association on its behalf for reward or otherwise	3.5 To grant a mortgage, charge or other security for the purpose of securing any money borrowed as permitted under these Rules;	Changed to clarify this rule is related to granting a charge or mortgage associated with money borrowed only for purposes permitted in the Rules.
4.1	<p>"Act" means the Associations Incorporation Reform Act 2012</p> <p>"Directors" means those persons appointed to the positions as set out in these Rules;</p> <p>"Financial year" means the year ending on 31 August;</p> <p>"Regulations" means regulations under the Act;</p> <p>"Rules" means these rules of the Association;</p>	<p>"Act" means the Associations Incorporation Reform Act 2012 and includes any regulations made under that Act;</p> <p>"Directors" means those persons appointed as a Board Member as set out in these Rules;</p> <p>"Financial year" means the 12 month period ending on 31 August</p> <p>"Regulations" means regulations under or in accordance with the Act;</p> <p>"Rules" means each rule of the Association as set out in this document;</p>	Updated some definitions to reduce ambiguity.
4.1	Did not exist	<p>"Annual General Meeting" means a meeting of the Members convened annually and in accordance with these Rules;</p> <p>"Board Member" means each person appointed as a member of the Board in accordance with these Rules, including Rule 22.3;</p> <p>"Chairperson" has the meaning given to it in Rule 17.1;</p>	Added additional definitions to ensure clarity of terms used throughout the document.



Section	Current	Proposed	Comments
		<p>“<b>Disciplinary meeting</b>” means a meeting of the Board convened for the purpose of Rule 10;</p> <p>“<b>Entity Team</b>” means an independently registered team in an SBA domestic competition;</p> <p>“<b>Extraordinary General Meeting</b>” means a meeting of the Members convened in accordance with Rule 13;</p> <p>“<b>Life Members</b>” has the meaning given to it in Rule 6.6;</p> <p>“<b>Members</b>” means each person that is registered to play basketball at the Association and includes each Playing Member, Parent Member, Member Club, Other Member and elected Life Member of the Association;</p> <p>“<b>Member Clubs</b>” has the meaning given to it in Rule 6.4;</p> <p>“<b>Office Bearer</b>” has the meaning given to it in Rule 23.1;</p> <p>“<b>Other Members</b>” has the meaning given to it in Rule 6.5(a);</p> <p>“<b>Parent Members</b>” has the meaning given to it in Rule 6.3(a);</p> <p>“<b>Playing Members</b>” has the meaning given to it in Rule 6.2(a);</p> <p>“<b>President</b>” means the Director appointed by the Board to the position of President under these Rules;</p> <p>“<b>Treasurer</b>” means the Director appointed by the Board to the position of Treasurer under these Rules; and</p>	



Section	Current	Proposed	Comments
		<p><b>“Vice President”</b> means the Director appointed by the Board to the position of Vice President under these Rules.</p>	
6.2	<p><b>Playing Members</b></p> <p>A person over sixteen (16) years of age who is registered to play in any competition conducted by the Association or any team entered by the Association in any other competition is a Member. Only Playing Members who have reached the age of 18 at the time of a General Meeting may exercise a vote at a General Meeting, or propose any motion to a General Meeting, or be a Director, or propose any other person as a Director.</p>	<ul style="list-style-type: none"> <li>a) A person who is registered to play in any competition conducted by the Association, or any team entered by the Association in any other competition is a Playing Member.</li> <li>b) Playing Members who have reached the age of 18 at the time of a General Meeting may be a Director.</li> <li>c) Playing Members who play in an Entity Team may be represented by a nominated Entity Team delegate at a General Meeting to exercise a vote or propose a motion to a General Meeting. Unless otherwise nominated, the delegate of the Entity Team is the Team Manager nominated in the team registration process.</li> <li>d) Playing Members who play in a Member Club Team are represented by a nominated Member Club delegate at a General Meeting to exercise a vote, or propose a motion to a General Meeting, or nominate any person as a Director in accordance with Rule 24.1. Unless otherwise nominated, the delegate of the Member Club is the President of the Member Club.</li> </ul>	<p>Changes to include all junior and senior players to be Members of the Association.</p> <p>Players registered through Member Clubs are represented at General Meetings with one vote per team for the Member Club.</p> <p>Consistent with Member Clubs, players registered in Entity Teams will be represented at General Meetings with one vote per team.</p>
6.3	<p><b>Parent Members</b></p> <p>A parent or guardian of a Playing Member who has not reached the age of 18 at the time of a General Meeting may nominate to the Secretary in writing prior to the General Meeting that he or she represents the Playing Member under 18 years of age and that parent or guardian will become a Parent Member with full voting rights. Only one parent or guardian may nominate per junior</p>	<ul style="list-style-type: none"> <li>a) A parent or guardian of a Playing Member who has not reached the age of 18 at the time of a General Meeting may nominate to the Secretary in writing prior to the General Meeting that he or she represents the Playing Member under 18 years of age and that parent or guardian will become a Parent Member. Only one parent or guardian may nominate per junior Playing Member. If more than one parent or guardian nominates per Playing Member under 18, only the first nomination shall be accepted.</li> </ul>	<p>Removed the voting rights of Parent Members (junior players represented by Member Club or Entity Team).</p>



Section	Current	Proposed	Comments
	<p>Playing Member. If more than one parent or guardian nominates per Playing Member under 18, only the first nomination shall be accepted.</p>		
6.4	<p><b>Member Clubs and Championship Teams</b></p> <p>Basketball clubs which field team which participate in domestic basketball competitions conducted by the Association shall be affiliated with or otherwise recognised by the Association as Member Clubs.</p> <p>Teams which participate in representative basketball as representative of the Association shall be affiliated with or otherwise recognised by the Association as Championship Teams.</p>	<p><b>6.4 Member Clubs</b></p> <p>Basketball clubs which field teams which participate in domestic basketball competitions conducted by the Association must be affiliated with or otherwise recognised by the Association as Member Clubs.</p>	<p>Removal of Championship Teams as players are represented by Member Clubs or Entity Teams.</p>
6.6	<p>Life Members of the Association may be elected at the Annual General Meeting by a 75% majority of eligible votes, provided that written notice of nomination for such election shall have been given to the Secretary of the Association at least seven (7) days prior to the meeting.</p>	<p>Life Members of the Association may be elected at the Annual General Meeting by a 75% majority of eligible votes, provided that written notice of nomination for such election has been given to the Secretary of the Association at least <b>fourteen (14) days</b> prior to the Annual General Meeting.</p>	<p>To increase the notice of a nomination from 7 to 14 days before a General Meeting to allow the Board enough time to prepare a report and recommendation regarding the suitability of the candidate as required by 6.6b of the Constitution.</p>
7.2	<p>The register is available for inspection free of charge by any Member upon request except that contact details will not be disclosed.</p>	<p>The register is available for inspection free of charge by any Member upon request except that <b>personal and</b></p>	<p>Changed "contact details" to all personal and confidential information as per privacy regulations.</p>





Section	Current	Proposed	Comments
		confidential information relating to other Members will not be disclosed.	
7.3	A Member may make a copy of entries in the register other than contact details of Members.	A Member may make a copy of entries in the register excluding any personal or confidential information relating to another Member.	As above.
8	Did not exist	8.1 The membership of a person ceases on resignation, expulsion or death.	Added rule under "Cessation of Membership" for completeness
10.1	<p>Subject to these Rules, if the Board is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming of a member or prejudicial to the interests of the Association, the Board may by resolution:</p> <p>a) fine that member an amount not exceeding \$500; or</p> <p>b) suspend that member from membership of the Association for a specified period; or</p> <p>c) expel that member from the Association.</p>	<p><b>10.1 Grounds for Taking Disciplinary Action</b></p> <p>The Association may take disciplinary action against a Member if it is determined that the Member has refused or neglected to comply with these Rules, or refuses to support the purpose of the Association, or has engaged in conduct unbecoming of a Member or prejudicial to the interests of the Association, the Board may, by way of resolution:</p> <p>a) reprimand the Member; or</p> <p>b) suspend that Member from membership of the Association for a specified period; or</p> <p>c) expel that Member from the Association.</p>	<p>Removed the ability to fine an individual and replaced with reprimand.</p> <p>The wording has been updated to be consistent with the Model Rules.</p>
10.4 (e)	informing the member that, if at that meeting, the Board confirms the resolution, he, she or it may, not later than forty-eight (48) hours after that meeting, give the Secretary a notice to the effect that he, she or it wishes to appeal to the	a) setting out the Member's appeal rights under rule 10.6.	To ensure no ambiguity, the appeal rights and process is captured in Rule 10.6.



Section	Current	Proposed	Comments
	Association in a General Meeting against the resolution.		
10.5 (d)	Did not exist	d) the suspension of membership rights or the expulsion of a Member under this Rule takes effect immediately after the vote is passed.	Clarity of timing of when a Member suspension or expulsion is in effect.
10.6	Did not exist	<p><b>10.6 Appeal Rights</b></p> <p>c) Notice of the General Meeting must be given to each Member of the Association who is entitled to vote as soon as practicable and must:</p> <ul style="list-style-type: none"> <li>i) Specify the date, time and place of the meeting; and</li> <li>ii) State the name of the person against whom the disciplinary action has been taken; and</li> <li>iii) State the grounds for taking that action; and</li> <li>iv) State that at the General Meeting the Members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.</li> </ul>	Added to define obligations regarding Notice of a General Meeting (to hear a disciplinary appeal) as consistent with the Model Rules of an Incorporated Association (Associations Incorporation Reform Act 2012).
10.8	<p>8) At a General Meeting of the Association convened under clause 10(7):</p> <ul style="list-style-type: none"> <li>(a) no business other than the question of the appeal may be conducted; and</li> <li>(b) the Board may place before the meeting details of the grounds for the resolution and the</li> </ul>	<p>10 (d) At a General Meeting of the Association convened under Rule 10.6(b):</p> <ul style="list-style-type: none"> <li>i) no business other than the question of the appeal may be conducted; and</li> <li>ii) the Board may place before the meeting details of the grounds for the resolution and</li> </ul>	<p>Renumbered due to formatting changes.</p> <p>Added v) that there is no proxy voting at a disciplinary appeal general meeting, to be consistent with other general meetings.</p> <p>Changed resolution from two-thirds to 75% (to be consistent with 6.6 c) regarding Life Members requiring a resolution of 75%).</p>



Section	Current	Proposed	Comments
	<p>reasons for the passing of the resolution; and</p> <p>(c) the member, or his, her or its representative, must be given an opportunity to be heard; and</p> <p>(d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.</p>	<p>the reasons for the passing of the resolution; and</p> <p>iii) the Member, or his, her or its representative, must be given an opportunity to be heard; and</p> <p>iv) the Members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked; <b>and</b></p> <p>v) <b>a Member may not vote by proxy at the meeting.</b></p> <p><b>10.6 (e)</b> A resolution is confirmed if, at the General Meeting, not less than <b>75%</b> of the Members present vote in favour of the resolution. In any other case, the resolution is revoked.</p>	
11.	Did not exist	<p><b>b)</b> a Member and the Board; or</p>	Added to ensure clarity that disputes between Members and the Board are also captured under Section 11 Disputes and Mediation. Board Members may not Members of the Association.
15	Did not exist	<p>e) By placing the notice on the Association's website.</p>	For Notice of General Meetings, added notice to be given via the website as this is one of the current main vehicles of communication for the Association.
19.1	<p><b>19. Voting at General Meetings</b></p> <p>(1) Upon any question arising at a general meeting of the Association,</p> <p>(a) Playing Members over 18 years of age shall have one vote each;</p> <p>(b) Parent Members who have properly nominated and accepted</p>	<p>19.1 Upon any question arising at a General Meeting of the Association,</p> <p><b>a) Playing Members registered to play in an Entity Team shall be entitled to be represented by a nominated delegate, over 18 years of age, who shall have one vote for each eligible Entity Team entered in competitions conducted by the Association;</b></p>	<p>Removed the ability for Directors to have one vote each at a general meeting due to avoid conflict of interest.</p> <p>Removed voting for Parent Members.</p> <p>Removed Championship Team vote (consistent with removal of Championship Team category).</p>



Section	Current	Proposed	Comments
	<p>under clause 6(3) shall have one vote each;</p> <p>(c) Life Members and Directors shall have one vote each;</p> <p>(d) each Championship Team shall be entitled to be represented by the authorized delegate who shall have one vote for each eligible Championship Team; and</p> <p>(e) each Member Club shall be entitled to be represented by the authorised delegate who shall have one vote for each eligible team entered in competitions conducted by the Association.</p> <p>No category of Member may exercise two votes. For example, a Playing Member who is also a Parent Member can only exercise one vote.</p>	<p>b) Life Members shall have one vote each;</p> <p>c) each Member Club shall be entitled to be represented by the <b>nominated</b> delegate who shall have one vote for each eligible team entered in competitions conducted by the Association.</p> <p>19.3 No category of Member may exercise two votes. For example, a Playing Member who is also a <b>Life</b> Member can only exercise one vote.</p>	
19	Did not exist	19.2 If there is no current active competition being held at the Association, the registration data from the most recent preceding season will be used to determine eligible votes for the purposes of a General Meeting.	This clause has been added to address the circumstance (such as in the case of Covid-19) where General Meetings occur outside a current active competition being held at the Association.
19	Did not exist	19.4 No member of staff at the Association may exercise a vote, except where that person is also a Life Member in which case that person may exercise one vote in their capacity as a Life Member.	Added to provide clarity on matter.



Section	Current	Proposed	Comments
19	Did not exist	19.5 No Director may exercise a vote, including where that person is also a Life Member to avoid any potential conflict of interest with his or her Director's duties. However, in a case of an equality of voting the Chairperson of the meeting is entitled to exercise the casting vote.	Added to provide clarity on matter.
22.4	Did not exist	To promote a gender diverse Board, a target of at least 40% female representation is preferred and the Board will endeavour to meet this target also taking into account the skills and experience required by the Board.	An independent governance review of SBA Board conducted in July 2020 recommended setting gender diversity targets for the Board. 40% is considered industry standard (Since 1 July 2019, all peak organisations receiving program funding from Sport and Recreation Victoria must meet a quota for 40% women on boards).
23.3	3) Each Director of the Association shall hold office for a period of two (2) years. When a person's term of office has come to an end he or she will relinquish the position at the end of the next annual general meeting two years after the date of his or her election. This person is eligible for re-election.	23.3 Each Director of the Association shall hold office for a period of <b>three (3) years</b> . When a person's term of office has come to an end, he or she will relinquish the position at the end of the next Annual General Meeting three years after the date of his or her election. This person is eligible for re-election, <b>however must be voted in by the Members.</b>	An independent governance review conducted in 2020 recommended an increase of board terms from 2 to 3 years to facilitate the strategic role of the board, support more consistency and a smoother transition of board members.
23	Did not exist	23.4 A Director of the Board may be elected in accordance with Rule 23.9 to the position of President or Vice-President for a maximum of six (6) years either sequentially or non-sequentially. If a Director serves for six (6) years in the role of President or Vice-President, this person is eligible for re-election as a Director but not as an Office Bearer, however must be voted in by the Members.	Limiting incumbents of President and Vice President roles to a maximum of six years (sequentially or otherwise) to allow for rotation and refreshment.



Section	Current	Proposed	Comments
23.5	Four Directors will be elected in each odd calendar year. Three Directors will be elected in each even calendar year.	23.6 The election cycle is three years and two Directors will be elected in each first and second calendar year and three Directors will be elected in the third calendar year of each cycle.	Updated to reflect election cycle with three-year Board terms.
23.6	The Board may co-opt up other persons to become members of the Board for a period which will not exceed the time to the next Annual General Meeting.	23.7 The Board may co-opt up to two (2) other persons to become non-voting Directors of the Board for a period which will not exceed the time to the next Annual General Meeting.	Defined the number of additional persons that can become Directors. Clarified co-opted members do not have voting rights for Board decisions. Appointing up to two additional Directors is common practice to fill skill gaps and support the transition of outgoing Board members.
23.8	Did not exist	23.8 No Director shall receive remuneration from the Association in any capacity.	Clarity that Directors are not remunerated and no paid SBA staff are eligible to be a Board Member.