

# **Amended CONSTITUTION**

**2010**

**“To develop a successful culture that ensures that basketball continues to grow and remains a major sport in Hamilton and the Waikato”**

### **1.0 NAME:**

The name of the organisation is Waikato Basketball Council (Inc.) hereinafter referred to as "WBC".

### **2.0 OBJECTS:**

The objects of the WBC are:-

- 2.1 To develop a governance structure for WBC capable of delivering to all members, associations, groups or clubs the services desirable or necessary to achieve all the objectives set out hereunder.
- 2.2 To promote, foster and develop the game of basketball at all levels.
- 2.3 To develop and provide coaching, referee and basketball development education and services.
- 2.4 To enhance and foster important links with Regional and National stakeholders.
- 2.5 To promote and provide, either independently or collaboratively with other associations, competitions, leagues or tournaments which meet the needs and aspirations of WBC members.
- 2.6 Align WBC with the Strategic aims and objectives of Basketball New Zealand where possible.
- 2.7 To diligently execute the Strategic Plan to ensure the successful development and provision of Basketball opportunities for all levels of players, and their associated support structures.

### **3.0 ATTAINING OBJECTS**

***The WBC shall be empowered to do all things necessary which are incidental to and necessary for the attainment of the objects of the WBC.***

### **1.0 PROPERTY OF THE WBC**

The WBC must apply all property and income of the WBC towards the promotion of the objects or purposes of the WBC and no part of that property or income to be paid or otherwise distributed, directly or indirectly, to members of the WBC, except in good faith in the promotion of those objects or purposes.

### **2.0 POWERS OF THE WBC: (as conferred by Section 13 of the Act).**

- 2.1 To acquire, hold, deal with, and dispose of any real or personal property;
- 2.2 To open and operate bank accounts;

- 2.3 To invest its money –
  - (i) in any security in which trust moneys may be invested; or
  - (ii) in any other manner authorised by the rules of the WBC;
- 2.4 To borrow money upon such terms and conditions as the WBC thinks fit;
- 2.5 To give such security for the discharge of liabilities incurred by the WBC as the WBC thinks fit;
- 2.6 To appoint agents and employees to transact any business of the WBC on its behalf for reward or otherwise;
- 2.7 To build construct erect maintain alter and repair any premises building or other structure of any kind and to furnish equip and improve the same for use by the WBC;
- 2.8 Accept donations and gifts in accordance with the objects of the WBC;
- 2.9 Print and publish any information by any media including newsletters, newspapers, articles or leaflets for promotion of the WBC;
- 2.10 Provide gifts and prizes in accordance with the objects of the WBC;
- 2.11 Organise social events for Members and the promotion of the WBC; and
- 2.12 To enter into any other contract the WBC considers necessary or desirable.

### **3.0 MEMBERSHIP:**

- 3.1 Membership shall be open to any person / club / association or school who wishes to further the interests of the WBC and affiliates to the WBC.
- 3.2 Any person/entity seeking membership shall make application to the WBC and they shall determine whether the application is successful or not.
- 3.3 Each person/entity admitted to membership shall be;
  - 3.3.1 Bound by the Constitution and By-laws of the WBC.
  - 3.3.2 Come liable for such fees and subscriptions as may be fixed by the WBC.
- 3.4 Membership Categories:
  - 3.4.1 ORDINARY MEMBER  
Any person who is a financial member of the WBC, employed by them or holds any office with the WBC
  - 3.4.2 LIFE MEMBERSHIP  
The WBC Board may elect as a Life Member any member who has given outstanding service to the WBC. Any member may nominate a person to the WBC Board for consideration for Life Membership.
  - 3.4.3 AFFILIATED CLUBS, SCHOOLS OR ASSOCIATIONS

A club, school or association desirous of becoming affiliated must make application in accordance with the by-laws of the WBC. Such application must be lodged with the WBC CEO on or before a date as determined by the Board of the WBC. Each affiliated club, school or association shall appoint or elect a delegate as their representative to meetings of the WBC. The affiliation of the club, school or association will bind all their players and participants to the rules and regulations of the WBC

- 3.5 The WBC Board shall appoint a member of the WBC to maintain an up to date register of members of the WBC.
- 3.6 A member may at any reasonable time inspect the records and documents of the WBC.

#### **4.0 SUBSCRIPTIONS:**

- 4.1 (to be paid by different classes as and when they are due)

#### **5.0 TERMINATION OF MEMBERSHIP**

- 5.1 Any person's membership may be terminated by the following events;
  - 5.1.1 Resignation
  - 5.1.2 Expulsion
  - 5.1.3 a Member's registration fee remains unpaid after 1 month falling due;
- 5.2 The WBC Board shall have the power to suspend or expel any member of the WBC for:
  - 5.2.1 any of the events in Item 8.1
  - 5.2.2 False or inaccurate statements made in the member's application for membership of the WBC,
  - 5.2.3 breach of any rule, regulation or by-law of the WBC and
  - 5.2.4 by any act detrimental to the WBC.
- After having undertaken due inquiry.
- 5.3 Any member who is expelled, suspended or has their membership terminated, shall have the right to appeal against their suspension or expulsion by presenting their case to a General Meeting called for such purpose, and the decision of the General Meeting shall be final.

#### **6.0 WBC BOARD**

- 6.1.1 Governance of WBC shall be vested in the WBC Board
- 6.1.2 The Board will consist of Five Board Members. The Board shall appoint one of their number as Chairperson on an annual basis.
- 6.2 Appointment to the Board is for a 3 year term
- 6.3 Applications to the WBC Board will be taken when a board vacancy becomes available. New applicants will provide details of their skills and interests relevant to WBC. The WBC board will short list

applicants and interview those shortlisted to secure the new board member. The interview panel will be decided by the WBC board but it will be made up of one board member and two others unless one of the applicants is a Board member who having resigned at the expiry of their term is seeking reappointment. In this case the appointment will be three independent people appointed by the Board

- 6.4 A quorum of the WBC Board shall be 3 Board members.
- 6.5 If the Chairman is unable to attend, then a chairperson nominated by the meeting shall chair that meeting.
- 6.6 A member of the WBC Board may lose his or her seat on the committee for either of the following;
  - Absence from three or more meetings without leave of absence.
- 6.7 The WBC Board reserves the right to second any person whose skills may be of use to the board with any special projects or specialised priorities. Any person so seconded will not have any voting rights at Board meetings

## **7.0 POWERS OF THE WBC BOARD**

- 7.1 The WBC Board shall carry out the day-to-day governance and running of WBC and shall have the power to:
  - 7.1.1 Administer the finances, appoint bankers, and direct the opening of banking accounts for specific purposes and to transfer funds from one account to another, and to close any such account;
  - 7.1.2 Fix the manner in which such banking accounts shall be operated upon, providing the WBC Board passes all payments;
  - 7.1.3 Fix fees and subscriptions payable by members and decide such levies, fines and charges as is deemed necessary and advisable, and to enforce payment thereof;
  - 7.1.4 Adjudicate on all matters brought before it which in any way affect the WBC.
  - 7.1.5 Cause minutes to be made of all proceedings at meetings of the Committee and General Meetings of members;
  - 7.1.6 Make, amend and rescind rulings and By-laws;
  - 7.1.7 Have the power to form and appoint any sub committee/s as required for specific purposes;
  - 7.1.8 May at their discretion employ a person or persons to carry out certain duties required by the WBC, at salaries or remunerations for such period of time, as may be deemed necessary.
  - 7.1.9 Appoint an officer/s or agent of the WBC Board to have custody of the WBC's records, documents and securities.

## **8.0 AUDITOR**

- 8.1 The Board shall elect or appoint an Auditor or Auditors.
- 8.2 The Auditor/s shall examine and audit all the books and accounts of the WBC annually, and have the power to call for all books, papers,

accounts, receipts etc., of the WBC and report thereon to the Annual General Meeting.

## **9.0 GENERAL MEETINGS:**

### **9.1 Annual General Meeting**

9.1.1 The Annual General Meeting of the WBC must be held within four months of the end of the WBC financial year.

9.1.2 The CEO of the WBC shall give at least fourteen (14) days notice of the date of the Annual General Meeting, to members.

9.1.3 All members (and those players and participants of affiliated entities) may attend the Annual General Meeting.

9.1.4 The quorum at the Annual General Meeting shall be a minimum of three members. If, at the end of 30 minutes after the time appointed in the notice for the opening of the Meeting, there be no quorum the meeting shall stand and adjourn for one week.

9.1.5 The agenda for an Annual General Meeting shall be;

- Opening of Meeting
- Apologies
- Confirmation of Minutes of previous Annual General Meeting
- Presentation of Annual Report
- Adoption of Annual Report
- Presentation of Financial Reports
- Adoption of Financial Reports
- Election of Life Members
- Notice/s of Motion
- General business
- Closure

### **9.2 General Meetings**

9.2.1 General Meetings may be called by the WBC Board or the written request of three members of the WBC.

9.2.2 The CEO shall give at least seven (7) days notice, in writing, of the date of the General Meeting to the members. Notice of General Meetings shall set out clearly the business for which the meeting has been called. No other business shall be dealt with at that General Meeting.

9.2.3 The quorum at the General Meeting shall be a minimum of three members.

## **10.0 VOTING**

10.1 Voting powers at the Annual General Meeting and General Meetings:

10.1.1 The Chairperson shall be entitled to a deliberate vote in the event of a tied vote

10.1.2 Each Board member shall have one (1) vote.

- 10.1.3 Affiliated Clubs/Schools/Associations shall be entitled to a number of votes dependent on the number of registered members they represent:
- |           |         |
|-----------|---------|
| 1 to 25   | 1 vote  |
| 26 to 50  | 2 votes |
| 51 to 75  | 3 votes |
| 76 to 100 | 4 votes |
| 100 plus  | 5 votes |

10.2 Voting powers at WBC Board Meetings;

10.2.1 The Chairperson shall be entitled to a deliberate vote in the event of a tied vote

10.2.2 Each individual board member present shall have one (1) vote.

10.2.3 Must be in attendance to vote as there are no proxy votes

**11.0 FINANCE:**

11.1 All funds of the WBC shall be deposited into the WBC's accounts at such bank or recognised financial institution as the WBC Board may determine.

11.2 All accounts due by the WBC shall be paid by cheque after having being passed for payment at the WBC Board Meeting and when immediate payment is necessary, account/s shall be paid and the action endorsed at the next WBC Board Meeting.

11.3 The Secretary shall not spend more than a set amount Petty Cash without the consent of the WBC Board, and shall keep a record of such expenditure in a Petty Cash Book.

11.4 A statement showing the financial position of the WBC shall be tabled at each WBC Board Meeting by the Treasurer.

11.5 A statement of Income and Expenditure, Assets and Liabilities shall be submitted to the Annual General Meeting. The auditor's report shall be attached to such financial report.

11.6 The financial year of the WBC shall commence on 1 January each year. The accounts, books and all financial records of the WBC shall be audited each year.

11.7 The signatories to the WBC's account/s will be any two (2) from the following;

- Chairperson
- Board Member
- CEO
- Board Designated Employee
- Board Designated Financial Adviser

11.8 All property and income of the WBC will apply solely to the promotion of the objects of the WBC and no part of that property or income shall be paid or otherwise distributed, directly, or indirectly, to members, except in good faith in the promotion of these objects.

**12.0 COMMON SEAL**

(A rubber stamp on which is engraved the WBC's name)

The common seal of the WBC shall be kept in the care of the CEO. The seal shall not be used or affixed to any deed or document except pursuant to a resolution of the WBC Board and in the presence of at least the Chairperson and two members of the Board, both of whom shall subscribe their names as witnesses.

### **13.0 ALTERATIONS TO THE CONSTITUTION AND BY-LAWS:**

- 13.1 No alteration, repeal or addition shall be made to the Constitution except at the Annual General Meeting, or General Meeting, called for that purpose and notice of all motions to alter, repeal or add to the Constitution shall be given to members fourteen (14) days prior to the Annual General Meeting, or seven (7) days prior to a General Meeting called for such purpose.
- 13.2 The CEO shall forward such notices of motion to each WBC Board member at least fourteen (14) days prior to the Annual General Meeting or seven (7) days prior to a General Meeting.
- 13.3 Alterations to the By-laws can be made only at WBC Board Meetings provided notice of the proposed alteration/s has been duly notified to Board Members.
- 13.4 Such motions, or any part thereof, shall be of no effect unless passed by a seventy five percent (75%) majority (Special Resolution) of those present and entitled to a vote at the Annual General Meeting, General Meeting or WBC Board Meeting, as the case may be.

### **14.0 DISSOLUTION**

If, on the winding up of the WBC, any property of the WBC remains after satisfaction of the debts and liabilities of the WBC and the costs, charges and expenses of that winding up, that property shall be distributed

- (a) Another incorporated WBC having objects similar to those of the WBC; or
- (b) For charitable or benevolent purposes, which incorporated WBC or purposes, as the case requires, shall be determined by resolution of the members.