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Constitution of Basketball Queensland Limited

Revised 2022

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Part A Introduction**Name**

- 1 This is the constitution of Basketball Queensland Limited.

Dictionary and interpretation

- 2 The dictionary in Schedule 1 defines terms used in this constitution.

How this constitution interacts with replaceable rules

- 3 The replaceable rules under the Corporations Act, except those which operate as rules for public companies under the Corporations Act:
- (a) do not apply to BQ; and
 - (b) are displaced by this constitution.

BQ's objects

- 4 BQ's object is to manage, control and foster the sport of basketball in Queensland. This objective can be achieved, by:
- (a) being and remaining affiliated with BA as the peak body for the sport of basketball in Australia; and
 - (b) encouraging, developing, organising and promoting the sport of basketball in Queensland, bringing order, credibility and consistency; and
 - (c) ensuring that basketball in Queensland is played according to the Official Basketball Rules as set down by FIBA; and
 - (d) ensuring that the sport of basketball is valuable to society and promotes ethical principles in all aspects of the sport; and
 - (e) defending the interests of basketball in Queensland in an appropriate manner while respecting FIBA's Code of Ethics and its Code of Conduct and Fair Play; and
 - (f) promoting, conducting, controlling or arranging basketball matches and championships between representatives of Affiliated Association Members or between teams comprised of registered participants; and
 - (g) promoting, conducting, controlling or arranging international and interstate basketball matches, championships and competitions; and
 - (h) arranging for the selection, coaching and management of representative basketball teams for Queensland; and
 - (i) helping Affiliated Association Members, and others involved in the sport of basketball, achieve their objects; and

- (j) promoting, preserving, fostering and encouraging good fellowship, health and safety for registered participants and others involved in the sport of basketball; and
- (k) implementing and changing codes of conduct and other policies for the sport of basketball and to ensure compliance with and enforce those codes and policies; and
- (l) providing systems for Basketball Participants in Queensland to be registered with BQ; and
- (m) developing, promoting or assisting with coaching and talent identification programs for Basketball Participants; and
- (n) striving for and maintaining government, commercial and public recognition of BQ as the peak body for basketball in Queensland; and
- (o) representing or promoting the interests of the sport of basketball, Affiliated Association Members, Associate Members and Basketball Participants; and
- (p) encouraging and implementing, enforcing and amending measures designed to enhance competition in the sport of basketball free of performance enhancing substances; and
- (q) seeking access to facilities for the sport of basketball; and
- (r) promoting or establishing, or assisting in the promotion or establishment, of Basketball Associations to service areas or people in which BQ considers there to be a need; and
- (s) co-operating with, and procuring the co-operation of, other individuals and groups to try to achieve another of BQ's objects; and
- (t) do anything incidental or helpful to try to achieve BQ's objects.

BQ's powers

5 BQ has all the powers given by the Corporations Act.

Classes of Members

6 BQ's membership classes are:

- (a) Affiliated Association Members; and
- (b) Associate Members; and
- (c) Life Members.

7 An entity cannot become a Member in more than one class at the same time.

Members' guarantee

8 The liability of the Members is limited.

9 Every Member undertakes to contribute the Guaranteed Amount (in addition to any other amount owed by the Contributor to BQ) to the property of BQ if it is wound up, for:

- (a) payment of BQ's debts and liabilities contracted before the commencement of the winding up; and
- (b) the costs, charges and expenses of winding up; and
- (c) the adjustment of the rights of the Contributors among themselves.

Part B Affiliated Association Members

Applications for membership

- 10 An entity may apply to become an Affiliated Association Member for a calendar year if:
- (a) it is a Basketball Association; and
 - (b) it is an incorporated entity; and
 - (c) it satisfies any Prescribed requirements.
- 11 To apply, the entity must complete a written application and give it to the Company Secretary.
- 12 The application must be in any form Prescribed or it not Prescribed, as advised by BQ.

Affiliated Association Members Rights

- 13 An Affiliated Association Member has the right to:
- (a) call, or participate in the calling of, a General Meeting; or
 - (b) be given notice of a General Meeting; or
 - (c) attend a General Meeting; or
 - (d) vote at a General Meeting or in a postal vote; or
 - (e) nominate, or participate in nominating, a person to serve as a director.

Dealing with applications

- 14 If an entity complies with clauses 11 and 12, the Company Secretary must refer the application to the Board for consideration.
- 15 The Board is to consider the application and decide whether to:
- (a) accept the application; or
 - (b) accept the application on conditions (provided that all applications in that class are treated equally); or
 - (c) adjourn the consideration of the application to a later Board meeting; or
 - (d) reject the application.

- 16 The Board must reject the application if the Board decides that:
- (a) the entity's Governing Document is inconsistent with this constitution or the By-Laws; or
 - (b) the entity was not eligible to apply to become an Affiliated Association Member under clause 10.
- 17 If the Board accepts an application by an entity to become an Affiliated Association Member, the entity becomes an Affiliated Association Member on the later of:
- (a) the date of the Board's decision to accept the application; or
 - (b) the date when any conditions on which the Board accepted the application are satisfied.
- 18 The Company Secretary must notify an entity applying to become an Affiliated Association Member of the outcome of the application within 14 days after the Board accepts or rejects the application under clause 15.

Lapsing of membership

- 19 If an entity is an Affiliated Association Member on 31 December in a calendar year, it continues to be an Affiliated Association Member until the reaffiliation cutoff date in the next calendar year unless the Affiliated Association Member:
- (a) has notified BQ that the Affiliated Association Member does not want to continue to be an Affiliated Association Member in the next calendar year; or
 - (b) has applied for membership of BQ for the next calendar year under clause 11 and the Board has rejected the application under clause 15.
- 20 The reaffiliation cutoff date for an Affiliated Association Member in a calendar year is the latest of the following dates:
- (a) 1 May in that year; or
 - (b) such later date as determined by the Board.

Termination of membership

- 21 An Affiliated Association Member's membership of BQ ends if:
- (a) an Affiliation Agreement between it and BQ is terminated or expires and on its termination or expiry and the Affiliation Agreement is not replaced by a new Affiliation Agreement; or
 - (b) the Board has decided to terminate the Affiliated Association Member's membership and the Company Secretary notifies the Affiliated Association Member of the Board's decision; or
 - (c) BQ and the Affiliated Association Member agree in writing that the Affiliated Association Member's membership of BQ is terminated.
- 22 The Board can act under section 21 if:
- (a) any Insolvency Action occurs with respect to the Affiliated Association Member;
 - (b) the Affiliated Association Member is carried on for profit or gain for its Members;

- (c) the Board forms the opinion that there may be unreasonable barriers to Member Participation Opportunities in the Affiliated Association Member; or
- (d) the Board forms the opinion that the Affiliated Association Member is in breach of its obligations under this constitution or the Affiliation Agreement; or
- (e) there is a Disciplinary Ground.

23 Before the Board can act under section 21 if:

- (a) It gives the Affiliated Association Member notice of the Board's opinion and invites the Affiliated Association Member to make submissions on the matter or remove the barriers; and
- (b) waits 4 weeks for the submission from the Affiliated Association Member; and
- (c) considers any submissions from the Affiliated Association Member; and
- (d) decides that the submissions don't adequately or satisfactorily address or otherwise change the Board's opinion, and that the Affiliated Association Member's membership of BQ should be terminated,
- (e) provides natural justice;
- (f) and the Company Secretary notifies the Affiliated Association Member of the Board's decision; or

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- (a) An Affiliated Association Member may resign its membership of BQ by written notice to BQ. The resignation takes effect when the notice is given to the company secretary unless a later date is specified in the notice, in which case that is when it takes effect.
- (b) However:
 - (1) an Affiliated Association Member cannot resign under clause 24(a) if that would contravene an Affiliated Association Member Agreement between the Affiliated Association Member and BQ; and
 - (2) if an Affiliated Association Member does resign, they are not entitled to any refund of any membership fees paid, unless an agreement between the Affiliated Association Member and BQ provides differently.

Participation accountability requirements

- 25 An Affiliated Association Member must ensure that no Unregistered Participant participates in any basketball game or competition conducted or managed by or under the auspices of, or endorsed or supported by, the Affiliated Association Member.
- 26 An Affiliated Association Member must comply with all Prescribed requirements relating to the Participants Registration System

Financial accountability requirements

- 27 An Affiliated Association Member that is required by law to prepare a Financial Statement for a Financial Year of the Affiliated Association Member must give BQ a copy of that Financial Statement by the earlier of:
- (a) 1 month after the Financial Statement is tabled at a General Meeting of the Members of the Affiliated Association Member; or
 - (b) 6 months after the end of the Financial Year.

Part C Associate Members**Applications for membership**

- 28 An entity may apply to become an Associate Member for a calendar year if:
- (a) it is a Basketball Association; and
 - (b) it is an incorporated entity; and
 - (c) it satisfies any Prescribed requirements.
- 29 To apply, the entity must complete a written application and give it to the Company Secretary.
- 30 The application must be in any form Prescribed or if not Prescribed, as advised by BQ.

Associate Members rights

- 31 An Associate Member has no rights to:
- (a) call, or participate in the calling of, a General Meeting; or
 - (b) be given notice of a General Meeting; or
 - (c) attend a General Meeting; or
 - (d) vote at a General Meeting or in a postal vote; or
 - (e) nominate, or participate in nominating, a person to serve as a director.

Dealing with applications

- 32 If an entity complies with clauses 28 and 29, the Company Secretary must refer the application to the Board for consideration.
- 33 The Board is to consider the application and decide whether to:
- (a) accept the application; or
 - (b) accept the application on conditions (provided that all applications in that class are treated equally); or

- (c) adjourn the consideration of the application to a later Board meeting; or
- (d) reject the application.

34 The Board must reject the application if the Board decides that the entity was not eligible to apply to become an Associate Member under clause 28.

35 If the Board accepts an application by an entity to become an Associate Member, the entity becomes an Associate Member on the later of:

- (a) the date of the Board's decision to accept the application; or
- (b) the date when any conditions on which the Board accepted the application are satisfied.

36 The Company Secretary must notify an entity applying to become an Associate Member of the outcome of the application within 14 days after the Board accepts or rejects the application under clause 33.

Becoming an Associate Member

37 A person or entity becomes an Associate Member if:

- (a) the board decides to admit the person or entity as an Associate Member; and
- (b) any conditions on which the board made that decision are satisfied.

Lapsing and termination of membership

38 A person or entity ceases to be an Associate Member if:

- (a) the board decides to revoke the person's or entity's membership of BQ and:
 - (1) the board revocation of the membership is not in contravention of an Associate Member agreement between the Associate Member and BQ; and
 - (2) the company secretary notifies the Associate Member of the board's decision; or
- (b) they resign under clause 39.

39 An Associate Member may resign their membership of BQ by giving written notice to the company secretary. The resignation takes effect when the notice is given to the company secretary unless a later date is specified in the notice, in which case that is when it takes effect.

40 However:

- (a) an Associate Member cannot resign under clause 39 if that would contravene an Associate Member Agreement between the Associate Member and BQ; and
- (b) if an Associate Member does resign, they are not entitled to any refund of any membership fees paid, unless an agreement between the Associate Member and BQ provides differently.

Part D Life Members

Becoming a Life Member

- 41 A person becomes a Life Member if:
- (a) the Board decides that the person satisfies the policy for becoming a Life Member; and
 - (b) the Board invites the person to become a Life Member; and
 - (c) the person accepts the invitation and agrees to become a Life Member.
- 42 If a person becomes a Life Member, the conferral of Life Membership is to be announced at an appropriate time as determined by the Board.
- 43 Lapsing and termination of A Life Member may resign their membership of BQ by giving written notice to the Company Secretary. The resignation takes effect when the notice is given to the Company Secretary.
- 44 A Life Member may be removed by the Board pursuant to the policy.

Life Members have no voting rights

- 45 A Life Member has no rights to:
- (a) call, or participate in the calling of, a General Meeting; or
 - (b) attend a General Meeting; or
 - (c) vote at a General Meeting or in a postal vote; or
 - (d) nominate, or participate in nominating, a person to serve as a director.
- 46 A Life Member shall be given notice of any General Meeting of the Company.
- 47 Life Members do not have to pay any membership fee.

Part F Discipline**When the Board may consider whether to discipline a Member**

- 48 The Board may consider whether to discipline a Member.

Process

- 49 The Board must make By-Laws for the process of disciplining of any Member. If the Board proposes to consider whether to discipline a Member, the Board must ensure that the Company Secretary gives the Member at least 14 days' notice of the date, time and venue for the Board meeting at which the matter is to be considered.
- 50 A Member given a notice under clause 49 may do either or both of:
- (a) give the Board written submissions; and
 - (b) have Delegates attend the Board meeting stated in the notice and make submissions (but may not

be represented by a lawyer or other representative other than a Member of the Governing Body of an Affiliated Association Member or Associate Member).

- 51 The Board may, before or at the Board meeting (or after the Board meeting if the Board resolves to adjourn consideration of the matter to a subsequent Board meeting), conduct any investigations and inform itself in the way the Board sees fit on the questions of:
- (a) whether a Disciplinary Ground exists for the Member concerned; and
 - (b) what sanction is appropriate for the Member if a Disciplinary Ground is subsequently found to exist.
- 52 At the Board meeting (or at a subsequent Board meeting if the Board resolves to adjourn consideration of the matter), the Board:
- (a) must consider any submissions made under clause 50; and
 - (b) must consider any investigations or information gathered under clause 51; and
 - (c) is not bound by the rules of evidence;
 - (d) must decide whether to discipline the Member;
 - (e) must decide what the appropriate sanction is; and
 - (f) must notify the Member of the decision and the sanction if any.

Notification of Board's decision

- 53 The Company Secretary must give the applicant notice of the Board's decision and resolution within 14 days after it is made.

Part G Financial obligations

Affiliated Association Member and Associate Member Agreements may specify fees payable

- 54 An Affiliation Agreement between BQ and a Member that is an Affiliated Association Member for a Financial Year must specify:
- (a) an affiliation fee payable by the Affiliated Association Member for that Financial Year; and
 - (b) the membership fee payable by the Affiliated Association Member for that Financial Year; and
 - (c) when and how those fees are payable.
- 55 An Associate Member Agreement between BQ and an Associate Member for a Financial Year must specify:
- (a) the membership fee payable by the Associate Member for that Financial Year; and
 - (b) when and how the membership fee is payable.

Board may determine fees

- 56 The Board may, before the start of a Financial Year or within 3 months after it starts, resolve to set:
- (a) for Affiliated Association Members:
 - (1) an affiliation fee for that Financial Year; and
 - (2) a formula or methodology for calculating a membership fee for that Financial Year, which may provide for credits or discounts to be applied if a particular condition specified or described in the Board's resolution is satisfied;
 - (3) when and how those fees are payable; and
 - (b) for Associate Members:
 - (1) a formula or methodology for calculating a Membership fee for that Financial Year, which may provide for credits or discounts to be applied if a particular condition specified or described in the Board's resolution is satisfied;
 - (2) when and how those fees are payable.

Obligations of Affiliated Association Members and Associate Members to pay fees

- 57 The Board may determine the obligation of Affiliated Association Members and Associate Members in relation to the payment of fees and may make By-Laws to set out these obligations.
- 58 A resolution of the Board may apply to provide that no Membership fee is payable by a particular Member of a class or category of a class to which the resolution applies.

Part H The Board**Minimum number of directors**

- 59 BQ must have at all times have:
- (a) the minimum number of directors required by the Corporations Act; and
 - (b) the minimum number of directors ordinarily residing in Australia required by the Corporations Act.

Eligibility for election or appointment as a director

- 60 A person is eligible to be elected or appointed as a director only if they:
- (a) are eligible under section 201B of the Corporations Act; and
 - (b) are not a Member of the Governing Body of an Affiliated Association Member or of an Associate Member; and
 - (c) are not an employee of BQ, of an Affiliated Association Member or of an Associate Member; and

- (d) are not subject to any Insolvency Action; and
- (e) are not a person who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health; and
- (f) ordinarily reside in Australia.

61 In addition, a person is eligible to be elected or appointed as a director only if, as at the date of election or appointment, the person has not served as a director of BQ for nine consecutive Board years. Where a director has served any part of a Board year as a director that period shall be treated as one (1) Board year for the purposes of the calculation of consecutive years.

62 A Board Year is the period starting on the date of an AGM and ending on the date of the next AGM.

63 A person does not have to be a Member of BQ in order to be eligible to be elected or appointed as a director.

Elected Board Positions

64 The Board will include five Elected Board Positions. The Elected Board Positions are designated as Director 1, Director 2, Director 3, Director 4 and Director 5.

65 The Elected Board Positions become vacant by rotation according to the following cycle:

<i>Elected Board Position</i>	<i>When it becomes vacant</i>
Director 1 Director 2	at BQ's first AGM after the Adoption Date and at every third AGM thereafter
Director 3	at BQ's second AGM after the Adoption Date and at every third AGM thereafter
Director 4 Director 5	at BQ's third AGM after the Adoption Date and at every third AGM thereafter

How directors are elected to elected Board positions

66 At least 42 days before each AGM, the Company Secretary must give notice to the Affiliated Association Members:

- (a) setting out the number of Vacant Positions for the AGM; and
- (b) calling for nominations for the Vacant Positions.

67 The Vacant Positions for an AGM are the elected Board positions which:

- (a) when the notice is given under clause 66, are occupied by directors appointed under clause 84; or
- (b) when the notice is given under clause 66, are vacant; or
- (c) are to become vacant at the AGM under clause 65.

- 68 Before the AGM, BQ may:
- (a) call for nominations for the Vacant Positions in other ways; and
 - (b) advertise, invite or solicit nominations for the Vacant Positions.
- 69 A person (the Candidate) who is eligible for election as a director under clause 60 may be nominated to fill a vacant position. A Candidate is only taken to have been nominated if a written nomination form:
- (a) is in any form Prescribed and has been properly completed or if not Prescribed, as advised by BQ; and
 - (b) is signed by the Candidate; and
 - (c) is signed by a representative of an Affiliated Association Member nominating the Candidate; and
 - (d) is lodged with the Company Secretary at least 28 days before the AGM.
- 70 If no Candidate is nominated for a vacant position under clause 69:
- (a) nominations may not be taken from the floor at the AGM; and
 - (b) that vacant position remains vacant.
- 71 If:
- (a) there is one vacant position for an AGM, and only one Candidate is nominated:
 - (1) that Candidate is to be declared elected to the vacant position at the AGM if an Ordinary Resolution is passed at the AGM to approve the appointment of the Candidate to that vacant position; and
 - (2) otherwise, that vacant position remains vacant; or
 - (b) there are two or more Vacant Positions for an AGM, and the number of Candidates nominated is equal to the number of Vacant Positions:
 - (1) a Candidate is to be declared elected to a vacant position at the AGM if an Ordinary Resolution is passed at the AGM to approve the appointment of the Candidate to that vacant position; and
 - (2) if subparagraph (1) does not apply to a vacant position, that vacant position remains vacant; or
 - (c) there are two or more Vacant Positions for an AGM, and the number of Candidates nominated is less than the number of Vacant Positions:
 - (1) a Candidate is to be declared elected to a vacant position at the AGM if an Ordinary Resolution is passed at the AGM to approve the appointment of the Candidate to that vacant position; and
 - (2) if subparagraph (1) does not apply to a vacant position, that vacant position remains vacant.
- 72 At the AGM, an election is to be held for each vacant position, other than one to which clause 71 applies.
- 73 If the number of Candidates for Vacant Positions at an AGM exceeds the number of Vacant Positions, a ballot is to be conducted at the AGM to elect directors to that vacant position or those Vacant Positions.

- 74 For the purposes of the ballot:
- (a) a balloting list is to be prepared, containing the names of the Candidates in alphabetical order by surname; and
 - (b) each Delegate who is entitled to vote at the AGM may complete one balloting list by marking the names of a number of Candidates not more than the number of Vacant Positions for which the election is being conducted; and
 - (c) each Candidate whose name is marked in a correctly completed balloting list is taken to have received one vote; and
 - (d) the Candidates receiving the highest number of votes are to be declared elected to the Vacant Positions for which the election is being conducted until they are all filled; and
 - (e) if there is a deadlock because two or more Candidates receive the same number of votes but they cannot all be declared elected to a vacant position because there aren't enough Vacant Positions:
 - (1) a second ballot round is to be conducted; and
 - (2) the second round is to only be between the Candidates who received the same number of votes in the first round; and
 - (3) if there is still a deadlock after the second round, the person chairing the AGM will have a casting vote to resolve the deadlock; and
 - (f) the way that the ballot is otherwise conducted is to be decided by the person chairing the AGM.
- 75 A Candidate who is elected to a vacant position assumes that office at the end of the AGM.

Candidate statements

- 76 A Candidate for a vacant position at an AGM may, at least 28 days before the AGM, give the Company Secretary a Candidate statement and ask the Company Secretary to distribute the Candidate statement to Affiliated Association Members.
- 77 A Candidate statement is a written document which:
- (a) contains only text; and
 - (b) sets out biographical information about the Candidate or a statement of the views of the Candidate on matters relevant to the Candidate's possible role as a director of BQ or both; and
 - (c) is no longer than 200 words.
- 78 The Company Secretary must give each director a copy of any Candidate statement that the company receives from a Candidate under clause 76, as soon as practicable after receiving it and in any event at least 2 days before giving the notice of the AGM under clause 137.
- 79 The Board may, before notice of the AGM is given under clause 137, decide that a Candidate statement should not be distributed to Affiliated Association Members because it contains any content which the Board decides is:
- (a) false or misleading; or
 - (b) defamatory of any person (whether or not the defamation would be actionable); or

- (c) liable to bring BQ, the sport of basketball or the process of the election to fill the vacant position for which the Candidate has been nominated into disrepute.

Chair and Deputy Chair

- 80 At the first Board meeting after an AGM, the elected Board Members:
- (a) must elect or appoint one of their number to be the Chair; and
 - (b) may elect or appoint a director to be the Deputy Chair.
- 81 If there is a vacancy:
- (a) in the position of Chair, the elected Board Members must elect or appoint one of their number to be the Chair; or
 - (b) in the position of Deputy Chair, the elected Board Members may elect or appoint a director to be the Deputy Chair.
- 82 A Chair or Deputy Chair elected or appointed under clause 79 or 80 holds that position until:
- (a) he or she ceases to be a director occupying an elected Board position; or
 - (b) he or she resigns the position by written notice to the Board or to the company; or
 - (c) he or she is removed from the position by a written document signed by a majority of the directors; or
 - (d) the start of the first Board meeting following the next AGM after he or she was elected or appointed to that position.
- 83 If there is a vacancy in the position of Chair, the Deputy Chair (if there is one) must act as Chair until a new Chair is elected or appointed under clause 80 or 81.

Casual vacancies

- 84 The Board may appoint a director to fill a Casual Vacancy. The person appointed as a director to fill the Casual Vacancy will hold the position until the term of the Board Member the Casual Vacancy replaces expires.
- 85 As long as the Board consists of the minimum number of directors required by this constitution, the Board may continue to act despite a Casual Vacancy and without filling it.
- 86 If the Board consists of fewer than the minimum number of directors required by this constitution, the remaining director or directors may act despite a Casual Vacancy only to:
- (a) call a General Meeting; or
 - (b) fill the Casual Vacancy.
- 87 A Casual Vacancy can only exist in relation to an elected Board position. It exists if:
- (a) the director occupying that elected Board position ceases to be a director of BQ; or
 - (b) the elected Board position remains vacant after an AGM under paragraph 70(b) or clause 71.

Appointed Board positions

- 88 The Board may appoint up to two additional directors.
- 89 A director appointed under clause 88 may be appointed on terms decided by the Board. The terms and conditions may include terms specifying the director's tenure.

How and when directors vacate office

- 90 A director vacates office:
- (a) at the end of an AGM if they occupy an elected Board position which becomes a vacant position at the AGM; or
 - (b) if they become ineligible to be elected or appointed as a director under clause 60; or
 - (c) if they are removed under section 203D of the Corporations Act; or
 - (d) if they were appointed under clause 88 under terms specifying the director's tenure and under those terms, the tenure ends; or
 - (e) if they resign as a director under clause 91; or
 - (f) if they are absent for more than 3 Board meetings in succession without the Board's leave; or
 - (g) if they are convicted on indictment of an offence; or
 - (h) if they have been a director of BQ for nine Board years in succession.
- 91 A director may resign only by written notice to the Company Secretary or Chair. The resignation takes effect at the date specified in it or, if no date is specified, when the notice is given.

Part I Operations of the Board**Management of BQ**

- 92 The business of BQ is to be managed by or under the direction of the Board. The Board may exercise all the powers of BQ except any powers that the Corporations Act or this constitution requires BQ to exercise in General Meeting.

Company secretary

- 93 The Board may appoint a Company Secretary in accordance with the Corporations Act on the conditions decided by the Board. The Board may remove a Company Secretary from office. Unless the Board decides otherwise, the Company Secretary is also the company's public officer.

Powers of directors

- 94 The Board has the power and duty to manage and control the business and affairs of BQ. The Board may exercise all BQ's powers, except those that are required to be exercised by BQ in General Meeting or by

Ordinary Resolution or Special Resolution. The following are among the specific powers they have (without limitation):

- (a) to borrow or raise money; and
- (b) to secure the payment of any money in any way, including by mortgage, debenture or charge on all of BQ's assets and undertakings, present and future.

Board may confer powers on a person

95 The Board may confer on a person (including a director) the power to do specified things on behalf of BQ, whether by power of attorney or not. The Board may not confer on that person a power of sub-delegation.

Fees and honoraria

96 The Board may resolve that reasonable fees or honoraria be paid to:

- (a) the directors; or
- (b) one or more of the directors identified by the Board.

Expenses

97 In addition to any fees or honoraria, directors are entitled to be paid or reimbursed for all travelling and other reasonable expenses they properly incur in performing their duties in relation to:

- (a) a Board meeting; or
- (b) a meeting of a committee of the Board; or
- (c) a General Meeting of BQ; or
- (d) the business or affairs of BQ,

if the Board has approved or subsequently approves the payment of the expenses.

Related Party Transactions

- 98 A director is entitled to hold another office with BQ, or to be remunerated by BQ for other work (including professional work), despite being a director. This does not apply in relation to the office or work of auditor.
- 99 A director is not disqualified from office by reason of entering into a contract or arrangement with BQ or having an interest in a contract or arrangement with the company, nor is any such contract or arrangement void or liable to be voided.
- 100 A director does not have to account to BQ for any profit arising from a contract or arrangement with BQ merely because of being a director and having a fiduciary duty to BQ.

Disclosure of interests

101 A director must disclose an interest in any contract or arrangement with BQ as required by the Corporations Act.

General notice of an interest

- 102 A director may give a general notice to BQ at its registered office that he or she is an officer or member of a specified corporation or firm, or has an interest in it in some other way. The notice must set out the nature and extent of the director's interest.
- 103 The notice is effective on all subsequent occasions as a disclosure of the director's interest in a matter involving BQ and that corporation or firm, but only if the director's interest at the time of first consideration of the matter is no greater than as stated in the general notice.

Effect of disclosure by a director

- 104 If a director complies with the law and this constitution in relation to disclosing an interest:
- (a) the director may not vote on whether BQ enters into the contract or arrangement; and
 - (b) the contract or arrangement may be entered into; and
 - (c) the director may not participate in the execution of the contract; and
 - (d) the director may not vote on matters involving the contract.

Part J Board meetings**Board may regulate meetings**

- 105 Subject to this constitution and the Corporations Act, the Board may regulate Board meetings however the Board decides.

Convening Board meetings

- 106 A Board meeting must be held at least eight times in each Financial Year.
- 107 The Board may approve meeting schedules which set out the dates, times and venues (or, for a Board meeting to be conducted under clause 112, the date, time and technology to be used) for Board meetings over a forthcoming period. The Board may vary, revoke or substitute the schedules from time to time. Each of the Board meetings listed in a schedule which has been approved by the Board and is current is a Scheduled Board Meeting.
- 108 In addition, the Chair or the Company Secretary may convene a Board meeting at any time.
- 109 The Company Secretary must convene a Board meeting if:
- (a) two or more of the elected directors; or
 - (b) at least one-third of the directors,
- give the Company Secretary a request to convene a Board meeting.
- 110 A request under clause 109 must be in writing (including email). It must set out the business to be conducted at the requested Board meeting. The directors making the request do not need to all sign the

same piece of paper or send the same email as long as they are all to the same effect in substance.

- 111 If the Company Secretary is given a request under clause 109, the Company Secretary must within 7 days convene the requested Board meeting (to be held within 14 days after the request was made). If the Company Secretary does not do so, any one or more of the directors who made the request may do so instead.

Board meetings using technology

- 112 A Board meeting may be convened:
- (a) at different venues, as long as the technology used gives the directors attending at each venue a reasonable opportunity to participate in the Board meeting; or
 - (b) by Teleconferencing, videoconference or other digital means.
- 113 The notice of a Board meeting convened under clause 112 must specify, as applicable:
- (a) the venues and the technology to be used; or
 - (b) the Teleconferencing technology and arrangements to be used.
- 114 If a Board meeting is convened by Teleconferencing, each director who wants to attend the Board meeting must, at least 4 hours before the time at which the Board meeting is to start, give the Company Secretary a contact point (for example, a telephone number) at which the director may be contacted when the Board meeting is to start.
- 115 If there is a failure in technology which deprives any director of a reasonable opportunity to participate in a Board meeting convened under clause 112, the chair must adjourn the Board meeting until the failure is rectified. If the failure is not rectified within one hour, the chair must adjourn the Board meeting.
- 116 At the start of a Board meeting convened under clause 112, each director who is present must signify his or her presence to the other directors who are present.

Quorum

- 117 A quorum for a Board meeting consists of at least half of the directors then in office.
- 118 No business may be transacted at any time during a Board meeting unless a quorum is present. The quorum must be present throughout a Board meeting.

Chair

- 119 The Chair is to chair all Board meetings at which he or she is present.
- 120 If the Chair is not present at a Board meeting or does not or cannot chair the Board meeting:
- (a) the Deputy Chair will chair the Board meeting; or
 - (b) if the Deputy Chair is not present or cannot chair the Board meeting, the directors present must elect a director to chair that Board meeting.

Voting and resolutions at a Board meeting

- 121 At a Board meeting:
- (a) each director who is present has one vote; and
 - (b) the chair does not have a casting vote.
- 122 A resolution is passed at a Board meeting if a majority of the votes cast is in favour of it.

Resolutions by circular

- 123 The directors may pass a resolution by circular without holding a Board meeting. To pass a resolution by circular, all the directors who would be entitled to vote on the resolution if it was put at a Board meeting must sign a document stating that they are in favour of the resolution and stating the terms of the resolution. Different directors may sign different documents as long as they are the same in substance. The resolution is taken to have been passed from the time when the last director signs the document. The resolution must be noted in the minutes of the Board.

Minutes of Board meetings

- 124 The directors must keep minutes of Board meetings in accordance with the Corporations Act. They must record each of the following:
- (a) the names of directors present at each Board meeting; and
 - (b) all orders, resolutions and proceedings of Board meetings; and
 - (c) any matter that the Corporations Act requires to be recorded in the books of BQ, including declarations and notices of interest made and given by a director.
- 125 The chair of that or the next Board meeting must sign the minutes as a true and correct record of the Board meeting. That person's signing of the minutes is sufficient evidence of anything recorded and of the regularity of what was done at the Board meeting.

Committees of directors

- 126 The Board may delegate any of their powers to a committee of the directors they specify. The Board may revoke a delegation. A committee must comply with any conditions on the exercise of its powers that the Board sets. A power properly exercised by a committee is exercised by the Board. The clauses that apply in relation to the proceedings of a Board meeting apply in relation to meetings of a committee of directors (except a committee of one).
- 127 The clauses applying to the minutes of Board meetings and their signing apply, with any necessary changes, to the minutes of meetings of a committee. If a committee consists of only one director, a minute signed by that director recording a decision by him or her as that committee is a minute of that committee.

Validation of acts of directors

- 128 Any act done at a Board meeting or a meeting of a committee of directors, or by any person acting as director, or by a person claiming to act under a power of attorney executed by BQ, is valid even if it is later discovered that there was a defect in the person's appointment or continuance in office, or that the person

was disqualified from voting or not entitled to vote.

Execution of documents

- 129 In addition to any other way in which BQ may execute a document, it may do so by two directors signing it, or by one director and a Company Secretary of BQ signing it. Execution under a seal is not required.

Company seal

- 130 The Board may adopt a company seal. The Board must provide for its safe-keeping.

Part K General meetings

AGMs

- 131 BQ must hold an AGM at least once in each calendar year and within 5 months after the end of its Financial Year.
- 132 The Board is to decide when and where BQ's AGMs are to be held (and, if the meeting is to be held in 2 or more places, the technology that will be used to facilitate this).

SGMs

- 133 The Company Secretary must convene a SGM on the request of:
- (a) the Chair; or
 - (b) the Board; or
 - (c) a requisition from Members who hold at least 5% of the votes that may be cast at a General Meeting.
- 134 A request under clause 133 must state the reasons why the SGM is being convened and the nature of the business to be transacted at it. Separate copies of a document setting out a request under paragraph 133(b) may be used for signing by directors if the wording of the request in each copy is identical in substance.
- 135 Subject to the provisions of the Corporations Act, if the Company Secretary does not give notice of a SGM within 1 month after being given a request under clause 133, the person or people who made the request may give the notice instead.

Preliminary notice of an AGM

- 136 The Company Secretary must give a preliminary notice of an AGM to Affiliated Association Members and directors at least 42 days before the date when it is to be held. The notice:
- (a) must set out the place, date and time for the AGM (and, if the meeting is to be held in 2 or more places, the technology that will be used to facilitate this); and
 - (b) must invite Affiliated Association Members to request the inclusion on the agenda for the AGM of

any motion that they want to propose for an Ordinary Resolution or a Special Resolution at the AGM; and

- (c) may be combined with the notice under clause 66 relating to that AGM.

Notice of a General Meeting

137 The Company Secretary must give notice of a General Meeting to Affiliated Association Members and directors at least 21 days before the date when it is to be held.

138 The notice of a General Meeting:

- (a) must set out the place, date and time for the meeting (and, if the meeting is to be held in 2 or more places, the technology that will be used to facilitate this); and
- (b) must state the general nature of the meeting's business; and
- (c) if a Special Resolution is to be proposed at the meeting – must set out an intention to propose the Special Resolution and state the resolution; and
- (d) if the General Meeting is an AGM:
 - (1) must include a list of the names of any Candidates for election to any Vacant Positions at the AGM; and
 - (2) may include, or be accompanied by, a Candidate Statement for each Candidate who has given one to the Company Secretary under clause 76, unless the Board has decided under clause 79 that the Candidate statement should not be distributed; and
 - (3) must:
 - (i) state that the meeting's business will include any motion that the Company Secretary must include on the agenda; and
 - (ii) set out the wording of the agenda; and
 - (iii) name the Affiliated Association Member or Associate Members that made the request to include the motion on the agenda for the meeting.

General meetings using technology

139 A General Meeting may be convened:

- (a) at different venues, as long as the technology used gives the Delegates and directors attending at each venue a reasonable opportunity to participate in the General Meeting; or
- (b) by Teleconferencing, videoconferencing or other digital means.

140 The notice of a General Meeting convened under clause 139 must specify, as applicable:

- (a) the venues and the technology to be used; or
- (b) the Teleconferencing, videoconferencing or other technology and the arrangements to be used.

141 If a General Meeting is convened by Teleconferencing, videoconferencing or other technology, each

Delegate and director who wants to attend the General Meeting must, at least 48 hours before the time at which the General Meeting is to start, give the Company Secretary a contact point (for example, a telephone number) at which the Delegate or director may be contacted when the General Meeting is to start.

- 142 If there is a failure in technology which deprives any Delegate or director of a reasonable opportunity to participate in a General Meeting convened under clause 139, the chair must adjourn the General Meeting until the failure is rectified. If the failure is not rectified within one hour, the chair must adjourn the General Meeting.
- 143 At the start of a General Meeting convened under clause 139, each Delegate and director who is present must signify his or her presence to the chair.

Who can attend a General Meeting

- 144 A Delegate, a director and the auditor may attend a General Meeting.
- 145 A Life Member, and any other person permitted by the chair, may attend a General Meeting but may not speak or address the General Meeting except with the leave of the chair.

Delegates

- 146 A person is a Delegate for an Affiliated Association Member for a General Meeting if the Affiliated Association Member is a financial Affiliated Association Member at the date of the General Meeting and:
- (a) the person is an Appointed Delegate for the Affiliated Association Member for the General Meeting; or
 - (b) the person is the Affiliated Association Member's President and there is no Appointed Delegate for the Affiliated Association Member for the General Meeting.
- 147 A person is an Appointed Delegate for an Affiliated Association Member for a General Meeting if:
- (a) they have been appointed by an Affiliated Association Member as its Delegate for the General Meeting; and
 - (b) the appointment:
 - (1) is in writing; and
 - (2) is in the form Prescribed and if not Prescribed as required by BQ; and
 - (3) has been signed by at least the Affiliated Association Member's President and another Member of the Affiliated Association Member's Governing Body (unless there is no other Member of the Affiliated Association Member's Governing Body); and
 - (4) is given to the Company Secretary at least 2 clear Business Days before the start of the General Meeting; and
 - (c) the person appointed is:
 - (1) a Member of the Governing Body for the Affiliated Association Member; or
 - (2) an employee of the Affiliated Association Member.

- 148 The appointment may provide that the Delegate must vote in a particular way, or abstain from voting, on a motion to be put to the General Meeting. If it does, the Delegate cannot vote on the motion in any other way and cannot abstain from voting on it (unless that is what the appointment says they must do).
- 149 The appointment is taken, unless it says otherwise, to give the Delegate authority to:
- (a) act at any adjournment of the General Meeting; and
 - (b) demand or join in demanding a poll.

Proxies and attorneys not permitted

- 150 A person entitled to attend a General Meeting cannot do so by proxy or attorney.

Quorum

- 151 The quorum for a General Meeting consists of Delegates representing at least 40% of the votes exercisable for Affiliated Association Members that are financial Affiliated Association Members at the date of the General Meeting.
- 152 No business may be transacted at any time during a General Meeting unless a quorum is present. The quorum must be present throughout a General Meeting.

Chair

- 153 The Chair is to chair all General Meetings at which he or she is present.
- 154 If the Chair is not present at a General Meeting or does not or cannot chair the General Meeting:
- (a) the Deputy Chair will chair the General Meeting; or
 - (b) if the Deputy Chair is not present or cannot chair the General Meeting, the directors present must elect a director who is present at the General Meeting to chair that General Meeting; or
 - (c) if there is no director present at the General Meeting, the Delegates present at the General Meeting are to elect one of their number to chair it.

Voting and resolutions at a General Meeting

- 155 At a General Meeting:
- (a) each Delegate representing an Affiliated Association Member which is a financial Affiliated Association Member at the date of the General Meeting the number of votes for each of those Affiliated Association Members for which they are a Delegate; and
 - (b) the chair does not have a casting vote.
- 156 The number of votes exercisable for a financial Affiliated Association Member at a General Meeting is specified in the following table.

<i>If the number of Basketball Participants registered by the Affiliated Association Member under the Participants Registration System at the end of the Financial Year preceding the Financial Year in which the General</i>	<i>... the number of votes exercisable for the Affiliated Association Member at the General Meeting is ...</i>
less than 1000	1
1000 or more, but less than 2000	2
2000 or more	3

- 157 A resolution is passed at a General Meeting if the majority of votes cast is in favour of it.
- 158 Voting at a General Meeting is to be by verbal declaration or show of hands.
- 159 The declaration by the chair of the outcome of a vote at a General Meeting is conclusive evidence of the outcome unless a ballot is demanded immediately after the declaration by a Delegate or Delegates holding at least 20% of the votes that could be cast by Delegates.
- 160 The chair must appoint two people present at a General Meeting to conduct a ballot in the way decided by the chair, if:
- (a) the chair decides that a ballot should be conducted; or
 - (b) a ballot is demanded.
- 161 The declaration by the chair of the outcome of a ballot at a General Meeting is conclusive evidence of the outcome.

Part L Postal votes instead of General Meetings

How and when a proposed resolution may be submitted to a postal vote

- 162 The Board may, by resolution, direct that a proposed resolution be submitted to a postal vote if it is:
- (a) a resolution that could be put to a General Meeting; and
 - (b) not a resolution that:
 - (1) under this constitution or the Corporations Act, could not be dealt with at an SGM; or
 - (2) under the Corporations Act, could not be passed without a General Meeting being held; or
 - (3) has been included in the agenda or business for a General Meeting of which notice has already been given under this constitution or the Corporations Act.
- 163 If the Board passes a resolution directing that a proposed resolution be submitted to a postal vote, then any provision of this constitution which would otherwise require the proposed resolution to be put at a General Meeting does not apply.

Submitting the proposed resolution to a postal vote

- 164 If the Board directs that a proposed resolution be submitted to a postal vote, the Company Secretary must

give all financial Affiliated Association Members notice of the postal vote:

- (a) on a date or within the time that the Board, by resolution, directs; or
- (b) in the absence of such a direction, within 21 days after the Board's resolution.

165 The notice must:

- (a) set out the terms of the proposed resolution; and
- (b) specify a date (which must be not less than 21 days after the notice is given to financial Affiliated Association Members) by which an Affiliated Association Member's vote on the proposed resolution must be submitted; and
- (c) include a form by which an Affiliated Association Member may cast a vote on the proposed resolution; and
- (d) specify a postal address to which the form may be returned to BQ by post; and
- (e) explain how an Affiliated Association Member may cast a vote on the proposed resolution.

166 The notice may contain or be accompanied by other information or material. It may also specify an email address or other method to which the completed form may be returned to BQ.

Submitting a postal vote

167 If an Affiliated Association Member was a financial Affiliated Association Member when the notice of a postal vote was sent under clause 164, then that Affiliated Association Member may submit a postal vote.

168 An Affiliated Association Member's vote on a postal vote is valid only if:

- (a) the Affiliated Association Member was entitled to submit the vote; and
- (b) the Affiliated Association Member complete the form included in the notice of the postal vote in accordance with any directions in the form; and
- (c) the form was signed by at least two Members of the Governing Body of the Affiliated Association Member; and
- (d) the form is received at or before 5pm on the date specified in the notice under paragraph 165(b):
 - (1) at the postal address specified in the notice; or
 - (2) by fax to an email address specified in the notice; or
 - (3) by another method by which the form is actually received by BQ, if the Board resolves to accept the form even though that other method was used.

Counting postal votes

169 After 5pm on the date specified in the notice, the Company Secretary must calculate:

- (a) the number of votes on the postal vote that are valid; and
- (b) how many of those votes were in favour of the proposed resolution; and

- (c) how many of those votes were against the proposed resolution.
- 170 When calculating the votes, the votes by a financial Affiliated Association Member are to be weighted in the same way as they would be weighted if the proposed resolution that is the subject of the postal vote had been put at a General Meeting held on the date when the notice of the postal vote was sent.
- 171 The proposed resolution is taken to have been passed on the date specified in the notice (as if a General Meeting had been held on that date and passed the proposed resolution) if the number of votes on the postal vote that are valid is at least the number that is half of the number of Affiliated Association Members that were entitled to submit a vote and:
- (a) if the notice of the postal vote specified that the proposed resolution was submitted for a resolution requiring the same majority as a Special Resolution – a minimum of 75% of those votes was in favour of the proposed resolution; or
 - (b) otherwise – a minimum of a simple majority of those votes was in favour of the proposed resolution.

Part M Financial administration and management

Application of income and property

- 172 BQ's income and property must be used and applied solely in the promotion of its objects and the exercise of its powers.
- 173 None of BQ's income or property may be distributed, paid or transferred directly or indirectly by way of a dividend, bonus or otherwise by way of profit among any of BQ's Members.
- 174 Clause 173 does not prevent:
- (a) BQ:
 - (1) paying interest to a Member in good faith on an amount advanced by the Member to BQ; or
 - (2) repaying the amount advanced; or
 - (b) BQ paying remuneration for services actually rendered to or for BQ; or
 - (c) BQ paying or reimbursing out of pocket expenses (or an allowance to cover them) incurred by an Affiliated Association Member in:
 - (1) sending a Delegate to attend a General Meeting; or
 - (2) attending or being represented at a conference, meeting, competition or similar event conducted in the pursuit of BQ's objects and the exercise of its powers; or
 - (d) BQ paying reasonable and proper charges for goods hired or leased by BQ; or
 - (e) BQ paying reasonable and proper rent and outgoings for premises let to BQ; or
 - (f) the payment or transfer of income or property solely for the control or promotion of basketball or for the promotion of any of BQ's objects; or
 - (g) BQ making grants or donations to Affiliated Association Members.

Application of income and property on winding up

- 175 If BQ is wound up and has surplus assets remaining after payment of its debts and liabilities and the costs, charges and expenses of the winding up, the surplus assets are not to be distributed among BQ's Members but instead must be given to another entity, selected by the Board, that:
- (a) has objects that are similar to BQ's objects or are related to the promotion or administration of basketball; and
 - (b) has a Governing Document that prohibits the distribution of the entity's income and property to its Members to at least the same extent as this constitution prohibits the distribution of BQ's income and property to its Members; and
 - (c) is exempt from income tax under the *Income Tax Assessment Act 1936* or the *Income Tax Assessment Act 1997*.

Financial year

- 176 BQ's Financial Year is to be for the year ending 31st December.

Part N Other matters

Interpreting this constitution

- 177 A reference in this constitution to:
- (a) any legislation or statutory provision includes any amendment or consolidation of the legislation or provision and any replacement of it or other legislation or provision dealing with the same or substantially the same subject matter on its repeal, and any statutory instrument under any of the foregoing; and
 - (b) **writing** and **written** includes printing, lithography and other ways of representing or reproducing words in a visible form; and
 - (c) an amount of money is in Australian dollars; and
 - (d) a thing includes all or part of the thing; and
 - (e) a person includes every kind of legal person or entity; and
 - (f) a party consisting of more than one person is to be read as a reference to each of those persons individually as well as every combination of them together; and
 - (g) a gender includes the other genders; and
 - (h) includes (or a similar word) indicates that the words following it are examples only and do not limit any other words; and
 - (i) an obligation includes a requirement to do or not to do something, and includes such a requirement that applies only in the future or conditionally; and
 - (j) the singular includes the plural and the other way around; and
 - (k) a time of the day refers to the time of day that it is in Brisbane, Queensland.

- 178 Headings are used in this constitution for convenience of reference only and must be ignored in the interpretation of this constitution.
- 179 An expression used in a provision of this constitution that deals with a matter dealt with by a provision of the Corporations Act has the same meaning as in the latter provision, except to the extent that a different intention is apparent. Subject to this, and to the definitions in this constitution, an expression in this constitution that has a defined meaning for the purposes of the Corporations Act has the same meaning as in the Corporations Act, except to the extent that a different intention is apparent.
- 180 Part 1.2 of the Corporations Act applies in the interpretation of this constitution, except to the extent that a different intention is apparent.

By-Laws

- 181 The Board may make, amend or repeal By-Laws:
- (a) for the internal management of BQ; or
 - (b) providing for or dealing with a matter that this constitution allows to be Prescribed; or
 - (c) providing for or dealing with a matter over which the Board has jurisdiction; or
 - (d) regulating or dealing with any aspect of the sport of basketball in Queensland.
- 182 A person or entity who is bound by a By-Law must comply with any obligation that the By-Law imposes on the person.
- 183 A By-Law, or a provision of a By-Law, may be set aside by a Special Resolution passed at a General Meeting. However, a General Meeting has no authority to make or amend a By-Law.
- 184 The Company Secretary must keep a register of the By-Laws in force from time to time at BQ's registered office. A Member or director may inspect the register by appointment with the Company Secretary at BQ's registered office if they give reasonable advance notice to the Company Secretary.

Indemnity and insurance

- 185 To the extent permitted by law, BQ must indemnify, on a full indemnity basis and to the full extent permitted by law, each Indemnified Officer against all losses or liabilities (including costs and expenses) incurred by the person as, or because of being or having been, an officer of BQ.
- 186 The indemnity in clause 185:
- (a) is a continuing obligation and is enforceable by an Indemnified Officer who has ceased to be an officer of BQ; and
 - (b) extends to costs and expenses incurred by the Indemnified Officer:
 - (1) in defending civil or criminal proceedings in which they become involved as, or because of being or having been, an officer of BQ and in which judgment is given in favour of the Indemnified Officer or in which they are acquitted; or
 - (2) in connection with an application in relation to any such civil or criminal proceedings in which the court grants relief to the Indemnified Officer under the Corporations Act; and
 - (3) does not cover any loss or liability arising out of conduct which is a wilful breach of duty,

wilful neglect or lack of good faith; and

(c) operates only to the extent that the loss or liability in question is not covered by insurance.

187 To the extent permitted by law, BQ may purchase and maintain insurance, or pay or agree to pay for insurance, for any Indemnified Officer (including one who has ceased to be an officer of BQ) against any liability incurred by them as an officer of BQ if the Board considers it appropriate to do so.

How notices can be given

188 BQ may give notice of a General Meeting to its Members by:

- (a) advertising it in a newspaper circulating generally in Queensland; or
- (b) posting the notice on BQ's website.

189 BQ may give a person a notice that this constitution requires or authorises to be given, by:

- (a) having it personally delivered to the person; or
- (b) sending it by any form of prepaid post to the residential, business or postal address for the person last known to BQ; or
- (c) sending it by email to the email address for the person last known to BQ; or
- (d) giving it to the person by a method allowed by law; or
- (e) if the person is a body corporate – using one of the above methods to give the notice to a Member of the body corporate's Governing Body.

Irregularities

190 The accidental omission to give notice of a General Meeting or postal vote to, or the non-receipt of the notice by, any person entitled to receive the notice under this constitution or the Corporations Act does not invalidate the proceedings at or any resolution passed at the General Meeting or under the postal vote.

191 If some formality required by this constitution is inadvertently omitted or is not carried out the omission does not invalidate anything, including any resolution, which but for the omission would have been valid.

Schedule 1 Dictionary and interpretation

Dictionary

Term	Definition
Adoption Date	means the date when a special resolution is passed to adopt this constitution as BQ's constitution under the Corporations Act.
Affiliated Association Member	means an entity which is a Member of BQ under Part B.
Affiliation Agreement	<p>means a written agreement between BQ and:</p> <p>(a) an Affiliated Association Member; or</p> <p>(b) a Basketball Association that has applied or proposes to apply to become an Affiliated Association Member,</p> <p>which, in either case, sets out terms on which the Affiliated Association Member or Basketball Association will or might be an Affiliated Association Member of BQ during a Financial Year.</p>
AGM	means an annual General Meeting of BQ that section 250N or 601BR of the Corporations Act requires to be held.
Appointed Delegate	see clause 146.
Associate Member	means an entity which is a Member of BQ under Part C.
Associate Member Agreement	<p>means a written agreement between BQ and:</p> <p>(a) an Associate Member; or</p> <p>(b) a person or entity that has applied or proposes to apply to become an Associate Member,</p> <p>which, in either case, sets out terms on which the Associate Member, person or entity will or might be an Associate Member of BQ during a Financial Year.</p>
BA	means BA Limited ACN 072 484 998, otherwise known as Basketball Australia, the controlling body for basketball in Australia.

Basketball Association

means an entity whose main objects, as specified in its governing document, are similar in substance to some or all of the objects in clause 4 and:

- (a) whose Governing Document provides for the pursuit of those objects within a particular region or area in Queensland; or
- (b) whose Governing Document provides for the pursuit of those objects in relation to particular aspects of the sport of basketball in Queensland; or
- (c) whose Members or participants are a definable category or segment of Basketball Participants in Queensland.

Basketball Coach

means a person who:

- (a) is responsible for instructing and supervising a team of basketball players during training and games and who provides technical or tactical advice or guidance to the players or team; or
- (b) is the manager of a team of basketball players; or
- (c) is responsible for instructing and supervising basketball referees during training and games and who provides technical or tactical advice or guidance to the basketball referees; or
- (d) fulfils other functions commonly called coaching in the sport of basketball.

Basketball Official

means a person who is:

- (a) a Member of the Governing Body of an Affiliated Association Member or Associate Member; or
- (b) an employee of an Affiliated Association Member or Associate Member; or
- (c) a volunteer administrator of an Affiliated Association Member or Associate Member; or
- (d) a Member of the medical, fitness or statistical staff involved with a team of basketball players; or
- (e) a referee; or

- (f) a person who supervises or reviews referees (such as a referee supervisor or a person who assesses referees' performance); or
- (g) a scoretable official.

Basketball Participant	means a person who:
	(a) plays basketball; or
	(b) is a Basketball Coach; or
	(c) is a Basketball Official.

Board	means the board consisting of the directors of BQ.
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Board meeting	means a meeting of the Board.
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Board Year	see clause 62.
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BQ	means Basketball Queensland Limited.
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Business Day	means a day that is not a Saturday, a Sunday or a public or special holiday in the central business district of Brisbane, Queensland.
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By-Laws	means by-laws made by the Board (as amended) under clause 181, until they are repealed, under clause 181 or set aside under set aside under clause 183.
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Candidate	see clause 69.
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Candidate Statement	see clause 76.
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Casual Vacancy	see clause 84.
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Chair	means the director elected or appointed to that position under clause 80 or 81, until he or she vacates the position under clause 82.
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Company Secretary	means a secretary of BQ appointed and holding office under the Corporations Act.
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Contributor	see clause 9.
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Corporations Act	means the <i>Corporations Act 2001</i> .
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Delegate	see clause 146.
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Deputy Chair means the director elected or appointed to that position under clause 80 or 81, until he or she vacates the position under clause 82.

Disciplinary Ground means, in relation to a Member, that:

- (a) the Member (or, if the Member is an entity, a person on the Governing Body of the Member) has been convicted of an indictable offence; or
- (b) the Member has breached this constitution or the By-Laws; or
- (c) the Member has wilfully disobeyed BQ's lawful rules or instructions or has permitted or counselled another person to do so; or
- (d) the Member has engaged in, condoned or not taken effective measures to prevent conduct that is injurious or prejudicial to BQ, BQ's character or interests or the sport of basketball generally; or
- (e) the Member has brought the game of basketball into disrepute as reasonably determined by the Board; or
- (f) the Member is not a fit and proper person or entity to be a Member of BQ as reasonably determined by the Board.

Elected Board Positions see clause 64.

Financial Affiliated Association Member means an Affiliated Association Member that does not owe any money to BQ which is at least one month overdue for payment.

Financial Statement means:

- (a) for an Affiliated Association Member or entity to which section 59 of the *Associations Incorporation Act 1981* applies – a Financial Statement and audit report under that section; and
- (b) for an Affiliated Association Member to which section 59A of the *Associations Incorporation Act 1981* applies – a Financial Statement and a statement signed by an auditor, accountant or approved person under that section; and
- (c) for an Affiliated Association Member to which section 59B of the *Associations Incorporation Act 1981* applies – a Financial Statement and a statement signed by the Affiliated Association Member's President or treasurer under that section; and
- (d) for an Affiliated Association Member which is a company

incorporated under the Corporations Act and which is required to prepare a financial report and directors' report under section 292 of the Corporations Act – that financial report and directors' report.

Financial Year	of BQ – see clause 176.
General Meeting	means a General Meeting of Members.
Governing Body	means in relation to: <ul style="list-style-type: none"> (a) a company – its directors; or (b) an association incorporated under the <i>Associations Incorporation Act 1981</i> – its management committee under that Act; or (c) another entity – its board of management (whatever its name is).
Governing Document	means in relation to: <ul style="list-style-type: none"> (a) a company – its constitution under the Corporations Act or, if it does not have one, the replaceable rules under the Corporations Act; or (b) an association incorporated under the <i>Associations Incorporation Act 1981</i> – its rules under that Act; or (c) another entity – the constitution (whatever its name is) that operates as a contract between it and its Members.
Guaranteed Amount	means \$5.
Indemnified Officer	means a current or former director or company of BQ.
Insolvency Action	means: <ul style="list-style-type: none"> (a) with respect to a body corporate: <ul style="list-style-type: none"> (1) being or becoming an externally-administered body corporate as defined by the Corporations Act; or (2) a person having applied to any court for an order which, if granted, would make the body corporate an externally-administered body corporate as defined by the

Corporations Act (unless the application has been finally dismissed or withdrawn); or

- (3) a resolution having been passed, or a notice having been given of any meeting to consider a motion for the passing of a resolution, to make the body corporate an externally-administered body corporate as defined by the Corporations Act; or
 - (4) the body corporate, if it is a company, having failed (as defined by section 459F of the Corporations Act) to comply with a statutory demand; or
 - (5) a provisional liquidator to the body corporate having been appointed; or
 - (6) a person having applied to any court for an order for the appointment of a provisional liquidator to the body corporate (unless the application has been finally dismissed or withdrawn); and
- (b) with respect to an individual:
- (1) being or becoming an insolvent under administration as defined by the Corporations Act; or
 - (2) a step having been taken (such as the filing of a creditor's petition or the presentation of a debtor's petition) which could lead to the person being or becoming an insolvent under administration as defined by the Corporations Act; or
 - (3) the commission of an act of bankruptcy by the individual (within the meaning of the *Bankruptcy Act 1966*).

Life Member

means a person who is a Member of BQ under Part D.

Member

of BQ means an Affiliated Association Member, an Associate Member, a Life Member.

Member Participation Opportunities

means the opportunities:

- (a) for the people who would, if the entity was an Affiliated Association Member, be its registered participants to be or become Members of the entity (or of another entity which itself is a Member of the entity); and

- (b) for the entity's Members (or the Members of another entity which itself is a Member of the entity) to be nominated for election to the entity's Governing Body; and
- (c) for the entity's Members (or the Members of another entity which itself is a Member of the entity) to enjoy the benefits of Membership of the entity; and
- (d) for the entity's Members to vote at General Meetings of the entity's Members and for the Members' votes to carry the same weight as the votes of the other Members; and
- (e) for the Members of the entity's Governing Body to vote at meetings of the entity's Governing Body and for those Members' votes to carry the same weight as the votes of the other Members of the entity's Governing Body; and
- (f) for resolutions of the General Meetings of the entity, and meetings of the entity's Governing Body, to be given effect.

Ordinary Resolution

means a resolution that is passed at a General Meeting under clause 157 and that is not a Special Resolution.

Participants Registration System

means a system adopted by BQ from time to time which:

- (a) includes, and relates to, the registration of Basketball Participants (or some classes of Basketball Participants) with BQ or with another person or entity determined by BQ from time to time; and
- (b) is provided for in, and governed by, a By-Law or By-Laws.

President

means:

- (a) in relation to an Affiliated Association Member which is an association incorporated under the *Associations Incorporation Act 1981* – its President under that Act; or
- (b) in relation to another Affiliated Association Member – the Member of its Governing Body who chairs meetings of the Governing Body.

Prescribed

means prescribed:

- (a) in the By-Laws; or
- (b) by a resolution of the Board which has not been rescinded by a

further resolution of the Board.

Scheduled Board Meeting	means a Board meeting listed in a schedule approved under clause 106.
SGM	means a General Meeting that is not an AGM.
Special Resolution	means the same thing as in the Corporations Act.
Teleconferencing	means interactive group communication between people at two or more different locations using an electronic medium
Unreasonable Barrier To Member Participation Opportunities	<p>means an arrangement that denies or (in the Board's opinion) unreasonably restricts a Member participation opportunity in an entity, other than an arrangement:</p> <ul style="list-style-type: none"> (a) required by law or to comply with any law; or (b) under the entity's Governing Document which the Board decides is reasonable.

Unregistered Participant

means a Basketball Participant who:

- (a) is required to be registered under the Participants Registration System; and
- (b) is not registered under the Participants Registration System.

Vacant Positions

see clause 67.
