

Maroochydore Eagles Basketball Association Inc. T/A Clippers Basketball

Covering Note to Draft Constitution – 2024

Given that Maroochydore Eagles Basketball Association Inc. T/A Clippers Basketball is incorporated under the *Associations Incorporation Act 1981*, the organisation must operate according to a set of rules, which are consistent with the Act and the *Associations Incorporation Regulation 1999*. These rules are referred to as a constitution.

The purpose of a constitution is to keep the club incorporated so that it may continue to enjoy the benefits that this status provides.

The club's proposed constitution reflects some variations from its existing constitution, in line with the Act. The new constitution has been prepared with support from CPR Group, sports governance consultants. As part of this process, CPR Group completed an assessment of the club's existing constitution and identified some areas in the document that now require updating, including, among others:

- The existing constitution does not take account of important amendments to the *Associations Incorporation Act 1981*, passed by Queensland Parliament in June 2020. These changes will take effect incrementally, with some having commenced immediately in June 2020 and others rolling out over the following two years
- Under the existing constitution, the appeals process against termination or suspension of membership would require the club to call a special general meeting to hear an appeal. The new constitution provides for any appeals to be heard by an appointed appeals panel, rather than requiring it to be heard by the members at a general meeting

The club's proposed new constitution, which addresses these points and reflects the contemporary provisions of good governance, is proposed to supersede the existing constitution, once adopted by members and registered with the Office of Fair Trading (OFT). The effective date of this change will be the date on which it is registered with the OFT. Members of the club are invited to provide feedback on the draft.

The table below provides context for important clauses in the draft new constitution and, where necessary, explains differences between the club's existing constitution and the proposed new document.

Section	Notes
General comments	The formatting of the constitution has been updated and includes cross references that link related clauses together, allowing for easy navigation of the constitution.
Introductory provisions	An updated list of definitions has been included for clarity. Only those terms that are not adequately explained or defined in the body of the constitution are included.
Objects and powers	The objects and powers in the proposed new constitution have been modernised to ensure they continue to align with the club's strategic direction.

<p>Membership</p>	<p>In the proposed new constitution, classes of membership now include ordinary, limited, junior and life members. Further detail on sub-classes of these membership classes may be included in the club's bylaws.</p> <p>The right of each class of member is clearly explained and a procedure for the nomination of prospective life members is included.</p> <p>The proposed new constitution continues to provide that all fees are set by the management committee, in line with good business practice. One of the legislative changes introduced by Queensland Parliament in June 2020 places a duty on management committee members to prevent insolvent trading and it is considered essential that the management committee has the power to fulfil its statutory fiduciary duties.</p> <p>The proposed new constitution stipulates that the club's register of members is only open for inspection by the secretary, the management committee, club members and any other person authorised by the management committee.</p> <p>The new constitution includes a requirement, if the club ever holds a liquor licence, to keep a register of visitors and guests, in line with standard liquor licencing provisions.</p>
<p>Resignation, discipline, appeals and grievances</p>	<p>Details have been included regarding a streamlined process for suspension or termination of membership, as well as appeals. Appeal timeframes are now as short as possible to deal with any disciplinary issues promptly and to better provide for natural justice.</p> <p>Under the new constitution, any appeal against the management committee's decision to terminate or suspend a member's membership would be heard by an appeals panel. A meeting of the appeals panel must be held no later than 28 days after the secretary receives a notice of intention to appeal. An appeals chairperson will be appointed by the members at each annual general meeting.</p> <p>The new constitution provides that a person who applies for membership and has their application rejected, or an existing member, who has their application for membership renewal rejected, has the right to appeal the rejection.</p> <p>Grievance and mediation procedures have been included to ensure compliance with the <i>Associations Incorporation Act 1981</i>, as per amendments passed by Queensland Parliament in June 2020.</p>

<p>Management committee, subcommittees and delegation</p>	<p>The proposed new constitution includes flexibility regarding the composition of the management committee in line with the Act, whereby the positions of president and treasurer are listed, along with any other members elected at a general meeting.</p> <p>Under the proposed new constitution, management committee members continue to serve two-year terms, with no maximum number of consecutive terms for which a management committee member may hold office.</p> <p>The proposed new constitution clarifies the legal duties of management committee members, as per Act amendments passed in 2020. In line with best practice a clause is introduced to forbid any employees of the club from simultaneously holding office as a management committee member.</p> <p>The constitution retains provision for appointment of subcommittees. Further detail regarding subcommittees and designated portfolio responsibilities may be included in club bylaws.</p> <p>The proposed new constitution specifies the subcommittee election processes, including dealing with any equalities in voting. The proposed new constitution clarifies that operational subcommittee members shall remain in office from the conclusion of the annual general meeting at which they were elected until the next annual general meeting.</p>
<p>Election, appointment and vacancies on management committee</p>	<p>The proposed new constitution simplifies the management committee election processes, including dealing with any equalities in voting. Any eligible (ordinary or life) member may be nominated for a management committee position by two other members of the club who are eligible to vote at general meetings.</p> <p>Any casual vacancy occurring on the management committee may be filled by the remaining management committee members appointing an eligible person to the vacant position. Any such appointment would be until the next AGM.</p>
<p>Meetings</p>	<p>At meetings of the management committee and at general meetings, any question arising is to be decided by a majority vote of those present and voting and, if the votes are equal, the question is decided to maintain the status quo. There is no casting vote for the chairperson.</p> <p>The proposed new constitution provides that both management committee meetings and general meetings may be conducted using any technology that reasonably allows each participant to hear and take part in discussion and debate. This aligns with the amended provisions of the Act.</p> <p>The proposed new constitution requires the management committee to meet at least eight times per year and at least once every two months. The management committee can continue meeting more regularly than this, as per current practice. If the management committee is unable to hold a meeting, a written resolution may be agreed in writing.</p> <p>Additional provisions relating to material personal interests of management committee members, as well as declaration of any remuneration paid to senior employees and management committee members, have been added to ensure compliance with the <i>Associations Incorporation Act 1981</i>, as amended in June 2020.</p>

	<p>Under the proposed new constitution, the quorum for any general meeting is at least the number of eligible voting members equal to double the number of management committee members plus one. This conforms with the requirements of the Act.</p> <p>Under the proposed new constitution, the quorum for any management committee meeting is more than 50% of the members elected to the management committee as at the close of the last general meeting.</p>
Secretary	<p>This section includes detail regarding the office of secretary, as per the provisions of the Act. Note that the secretary can be either a management committee position elected by the members at an AGM, or a non-management committee position, which is appointed.</p>
Finance	<p>The new constitution introduces several clauses governing the management, control and recording of the club's funds. The constitution clarifies provisions for making electronic payments and provides for establishment of credit or debit card accounts by the club.</p> <p>The club's financial year end date will remain as 31 October in each year. The proposed constitution, and the Act, provide that the club's AGM must be held within 6 months of this date.</p>
Winding up	<p>The constitution stipulates the process for dealing with any surplus assets in the event that the club is wound up and clarifies that no member is personally liable to contribute towards the costs, charges or expenses of winding up, beyond returning assets of the club in their possession and payment of any outstanding fees or levies.</p>