



# Senior Representative Commission Charter

(formerly Victorian Basketball League Incorporated)

Date: 1 January 2018

**BASKETBALL VICTORIA INC**

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## **1. INTRODUCTION**

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- 1.1 Under the Constitutions of Basketball Australia (BA) and Basketball Victoria Incorporated (BV), BV is established and recognised as the peak body for basketball in Victoria.
- 1.2 BV is governed by a Board of Directors (Board). The powers of the Board are established by the Constitution of BV (Constitution). The Board is responsible for the proper, efficient and effective performance of BV and its Commissions in the exercise of their respective functions and powers in seeking to achieve the objects of BV.
- 1.3 In accordance with the BV Constitution, the Senior Representative Commission Charter is a BV By-law.
- 1.4 The role of the Board includes providing proper direction to, and exercising proper control over, the Chief Executive Officer of BV (CEO), and any Commissions it establishes under Rule 29, to ensure those persons and/or entities are carrying out their functions in a fit and proper manner and in accordance with their terms of authority.
- 1.5 This Charter creates a Commission in respect of Senior Representative Basketball (the Commission) in Victoria and sets out the duties and functions the Board delegates to that Commission.
- 1.6 The implementation of this Charter commences on the date as resolved by the Board.
- 1.7 This Charter is subject to, and is to be interpreted in accordance with, the Constitution.
- 1.8 Current operational Rules of the Commission will, unless replaced by this Charter, continue in force and operation until changed by the Board in consultation with the Commission.

## **2. OBJECTIVES**

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- 2.1 The Senior Representative Commission (Commission) will assist the Board in ensuring that Senior Representative Basketball in Victoria operates effectively.
- 2.2 The Commission is directly responsible and accountable to the Board for the exercise of its duties and functions. In carrying out its duties and functions, the Commission recognises that at all times the Board has primary governance responsibility, and the CEO has primary management responsibility for Basketball in Victoria. The Commission recognises that the CEO has primary management responsibility for staff work practices, work culture, work conditions, staff entitlements, office resources and staff discipline. The Commission has the responsibility through the General Manager for communicating and monitoring policy and the rules of competition. The General Manager is responsible to the CEO for communicating and monitoring the effectiveness of policies and the Rules of the Senior Representative Commission (SRC) competitions and reporting on those matters to the Commission.

- 2.3 In addition to conducting the duties and activities in this Charter, the Commission may make recommendations to the Board in respect to matters arising under this Charter.

### **3. BOARD'S EXPECTATIONS OF THE COMMISSION**

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- 3.1 In consideration of the delegation to the Commission, and via the powers delegated to the Committee in Section 8, the Board expects the Commission to:
- (a) Establish for the purpose of planning and monitoring, a Finance, Risk and Audit Sub-committee. This sub-committee shall forward its reports and recommendations to the Committee and the BV CEO for consideration / approval.
  - (b) Perform its responsibilities and ensure its activities are operating effectively.
  - (c) Be active in the development of the sport by setting and maintaining quality standards.
  - (d) Contribute positively and in a measurable manner to the achievement of the BV Strategic Plan.
  - (e) Conduct its duties and functions under this Charter on the Board's behalf and subject always to the Board's reasonable directions.
  - (f) Conduct its duties and functions under this Charter on the Board's behalf in a professional and financially viable manner and in such a way as to bring no discredit to BV and the Victorian basketball community.
  - (g) Give advice to the Board on the needs of players, coaches, officials and others in Senior programs/competitions the subject of this Charter.
  - (h) Develop and share knowledge, experience and best management practices in the conduct of Senior programs/competitions the subject of this Charter.
  - (i) Canvas widely the views, opinions and stance of constituent members of BV and ensure their opinions are taken into account and adequately addressed.
  - (j) Consider the implications of proposed recommendations to local programs and/or competitions, the various other programs and competitions that are conducted by BV and other Board Commissions' activities.
  - (k) Balance the needs of Basketball to:
    - (i) Increase participation in all areas
    - (ii) Provide opportunities for participants to develop

- (iii) Create and maintain effective programs and competitions
  - (iv) Succeed in the high performance area of our sport.
- (l) Provide regular reports to the Board as requested and provide an annual report in an agreed format to BV. The annual report shall contain information on the number of participants in Senior Representative Basketball programs, the success or otherwise of Senior Representative Basketball programs in terms of participation, financial information with respect to Senior Representative Basketball programs, a comparison of that information with previous years' reports and any recommendations by the Commission on the future conduct of Senior Representative Basketball programs.
  - (m) Work with the CEO and management to prepare a draft annual budget for review and approval by the Board and to monitor and manage the budget as approved by the Board. The Board and management will work with the Committee to ensure resources are available to enable activities to be effectively conducted. The Committee shall report at least quarterly to the Board on actual financial performance against budget.
  - (n) Not separately enter into any arrangement with any sponsor and shall work with the CEO and management in respect to obtaining and managing sponsorship for senior representative basketball.
  - (o) At all times act in the best interest of Basketball in Victoria.

#### **4. FORMAL ESTABLISHMENT AND AUTHORITY**

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- 4.1 In accordance with Rule 29 of the Constitution the Board (i) establishes the Commission (ii) and delegates to the Commission the following duties and functions:
  - (a) The encouragement, promotion, development and conduct of Senior Representative basketball competitions known as the Big V and any other Senior Representative Basketball program as determined by the Board from time to time;
  - (b) The settlement of any dispute between Member Associations competing in SRC competitions. Any appeal arising from a decision of the Commission will be determined by the BV Appeals Tribunal;
  - (c) Deal with any other matter which the Commission deems to be in the best interests of senior representative basketball in Victoria; and
  - (d) Actively develop players, officials and administrators involved in any SRC competitions as determined by the Board from time to time;
- 4.2 This delegation is for an initial term of three (3) years unless otherwise

determined by the Board after consultation and agreement with the Commission. The operation of the Commission shall be reviewed every year with the review and any changes to be implemented as soon as practicable following completion of the review.

- 4.3 In accordance with Rule 29.6 of the Constitution the Board may amend or repeal any decision made by the Commission and Committee under this Charter. In the normal course of events the Board shall consult with the Committee prior to making changes to any Commission decision. Only in exceptional circumstances would the Board make any such decision without prior consultation and agreement with the Committee. In the event of any dispute, the process described in Clause 42 of the BV Constitution (Grievance Procedure) will apply.
- 4.4 The Big V and all intellectual property in it are assets of BV. All assets generated or produced by the Commission, including money, property and intellectual property, belong to BV. BV will continue to record the accumulated net surpluses/losses arising from the conduct of the SRC and such other competitions as may be delegated to the Commission in the future.
- a) Historical surplus funds or reserves that have been generated by Commissions will continue to be designated as such in the Basketball Victoria balance sheet. Appropriations from these funds will be at the discretion of the Committee, and in accordance with sub-clause 3.1 (a).
  - b) Any future surpluses will be designated as pertaining to the relevant Commission.
- 4.5 At all times the Commission shall act under the delegated authority of the Board and in accordance with this Charter and the Constitution. The Commission:
- (a) is not a separate legal entity to BV or the Board and shall not hold itself out to be a separate legal entity to any party it deals with in respect of the business of BV or any matter under this Charter;
  - (b) is not empowered nor authorised by BV, to enter into contracts “as agent for BV”, or to otherwise contract with third parties purportedly “for and on behalf of BV”, unless otherwise approved by the Board; and
  - (c) does not have the legal standing to hold assets or employ any person in any remunerated capacity. BV will be the designated employer of all staff and appointments and performance reviews of SRC related employees will be made after consultation with the Committee.

## **5. COMPOSITION OF THE COMMISSION**

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- 5.1 The Commission shall be composed of one (1) delegate appointed by each Member Association affiliated with BV and which is permitted to enter a team in SRC competitions.
- (a) Participation will be granted by the Commission upon acceptance of an entry into a Competition conducted by the SRC.
  - (b) Each member of the Commission will be entitled to 1 vote at Commission meetings.
  - (c) The Committee shall, in consultation with the Board, determine and recommend eligibility criteria for Associations to enter and compete in competitions run by the SRC.

## **6. MOTIONS AND VOTING RIGHTS AT COMMISSION MEETINGS**

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- 6.1 A quorum for Commission meetings is fifteen (15) Member Associations, represented by their delegates.
- 6.2 Commission members will vote on the following matters:
- (a) Election of the Committee;
  - (b) The Rules of Competitions;
  - (c) Any matter the Committee choose to put to Commission members, which is to be provided in writing at least 21 days prior to the meeting;
  - (d) Any matter a SRC Member Association asks to be put before an Annual Commission meeting which is to be provided in writing at least 21 days prior to the meeting;
  - (e) Any matter a SRC Committee Member asks to be put before a Commission meeting which is to be provided in writing at least 21 days prior to the meeting; and
  - (f) Any urgent matters may be considered for adoption by the Committee at the Committee's discretion.
- 6.3 A motion shall be passed by a simple majority of votes cast in favour by delegates present and eligible to vote. Delegates of Member Associations may exercise votes at Commission meetings as per 5.1 (b).
- (a) Voting by proxy is not permitted.
  - (b) At any meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:
    - (a) the Chair or

(b) by any delegate

- 6.4 Meetings of the Commission will be conducted in such manner as is determined by the Committee and may be conducted electronically whereby each delegate is able to hear and be heard by all other delegates present. Delegates present in any such electronic meeting shall be deemed to be physically present for the meeting.

## **7 COMMITTEE**

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- 7.1 The Board will from time to time, in consultation with the Committee, determine eligibility requirements and qualifications for persons to be eligible for election or appointment to the Committee.

- 7.2 The Committee shall comprise nine (9) persons who shall be appointed/elected as follows:

### Elected Committee (seven 7)

- (a) All Committee Members are elected for two (2) year terms.
- (b) In the event of a casual vacancy of an elected Committee Member the Committee may appoint another eligible person to serve the balance of the vacating Committee Members term.
- (c) Election of Committee Members shall occur prior to the Annual General Meeting of BV each year.
- (d) Nominations for election to the Committee Members must be:
  - i. Called for 30 days prior to the Annual Commission Meeting.
  - ii. In writing on the prescribed form (if any);
  - iii. Signed by an authorised Member Association
  - iv. Certified by the nominee expressing their willingness to accept the position for which they are nominated; and
  - v. Delivered to the CEO (or his/her nominee) as required not less than 14 days prior to the Annual Commission Meeting.

### BV Appointed Committee Members

- (e) The Board, at its relevant meeting, shall appoint up to two (2) Appointed Committee Members with one (1) being appointed for a two (2) year term and one (1) being appointed for a one (1) year term.
- (f) In the event of a casual vacancy of an appointed Committee Member the Board may appoint another eligible person to serve the balance of the vacating Committee Members term.



- 7.3 The Board may, acting in good faith and reasonably, including for the purpose of protecting the reputation of basketball and BV, remove a Committee Member from the Committee at any time by written notice to that person. In such instances of removal the grievance procedure as per section (42) in the BV Constitution will apply.
- 7.4 At the first meeting of the Committee following appointments/ elections each year, the Committee shall elect the Chair of the Committee and the Chair of the Finance, Risk and Audit Sub-committee.
- 7.5 Meetings of the Committee may be conducted electronically whereby each Committee Member is able to hear and be heard by all other Committee Members present. Committee Members present in any such electronic meeting shall be deemed to be physically present for the meeting.
- 7.6 If the Chair is not present at a meeting of the Committee or the Commission, the Committee Members present shall elect a Chair for that meeting.
- 7.7 It is preferred that at least one (1), member of the Finance, Risk and Audit Sub-committee have a financial background.

## **8 POWERS OF THE COMMITTEE MEMBERS**

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- 8.1 Subject to the Constitution and this Charter the Committee may from time to time in accordance with this Charter make such rules and decisions in respect of the SRC competitions as the Committee may see fit. The Committee will advise the CEO of any such regulations and/or decisions made.
- 8.2 The Committee may set up Sub-committees and decide the basis on which they will be formed. The decisions of any Sub-committee must be made available to the Committee and the CEO and may be amended or overturned by the Committee.

## **9 COMMISSION MEETINGS**

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- 9.1 The Commission shall meet at least one (1) time each year, in such manner and at such other times as may be determined by the Committee. Subject to this Charter the Committee shall in consultation with the CEO determine the business of and process(es) for Commission meetings.

## **10 COMMITTEE MEETINGS**

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- 10.1 The Committee will hold at least six (6) regular meetings per calendar year with such additional meetings as the Chair of the Committee considers appropriate in order to fulfil the duties and functions of the Commission.
- 10.2 The Committee shall meet as determined by the Chair after consultation with the CEO. In addition, the Chair of the Committee must call a meeting of the Committee if requested to do so by at least three (3) Committee Members, the CEO or the Board.
- 10.3 Meetings may be held face-to-face or through any technological means by which Committee Members can participate in a discussion.
- 10.4 Each Committee Member will have one (1) vote. Voting by proxy is not permitted. In the event of a tied vote, the motion will be deemed to have failed. The Chair will not have a casting vote
- 10.5 The Committee may use circular resolution as a means of addressing issues/matters which are outside of committee meetings by way of in writing, signed or assented to by facsimile or other form of electronic communication and shall be as valid and effectual as if passed at a meeting of committee members duly convened and held.
- 10.6 The agenda and papers for Committee meetings will be distributed five (5) business days prior to the meeting but may be distributed later for urgent matters.
- 10.7 Committee minutes will be included in the Board papers of the next Board meeting.

## **11 SECRETARIAT, ADMINISTRATIVE AND MANAGERIAL SUPPORT DUTIES**

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- 11.1 The CEO (or his/her nominee) shall provide secretarial and administrative support to the Committee and shall attend all meetings of the Committee and the Commission.
- 11.2 The CEO (or his/her nominee) will be responsible, in conjunction with the Chair of the Committee, for drawing up the agenda (supported by explanatory documentation) and circulating it to Committee Members/Commission prior to each meeting.
- 11.3 The CEO (or his/her nominee) will ensure that there will be appropriate input and attendance of the general manager responsible for the provision of services to the Committee and the Commission to achieve the outcomes of the Commission.

- 11.4 A Committee meeting schedule which will include meeting dates and standing agenda items will be agreed by the Committee in consultation with the CEO prior to the beginning of each year.
- 11.5 The CEO (or his/her nominee) acting as Committee secretary will be responsible for keeping the minutes of meetings of the Committee and the Commission.
- 11.6 The Committee secretary or nominee will prepare the minutes of each meeting, which will include an "Actions List" within seven (7) working days. After the Committee Chair has given preliminary approval, the draft minutes will be circulated to the Committee/Commission Members and will be tabled at the next Board meeting for review. Minutes of meetings shall be confirmed and signed at the next subsequent meeting of the Committee or earlier by circulation if required.

## **12 DISCLOSURE**

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- 12.1 All Committee Members are bound by the Constitution and in particular but not only Rule 27. Once a year all Committee Members will provide written declarations to the Board or CEO (or his/her nominee) stating that they do not have any conflicts of interest that would preclude them from being a Committee Member. These declarations are to be updated on an ongoing basis should any Committee Members circumstances change throughout the year.
- 12.2 Committee Members, persons in attendance, and persons preparing materials for the Committee shall declare any material personal interest in any matter under consideration, or shall notify the Committee if aware that any other member or person in attendance has or may have a material personal interest in a matter under consideration.
- 12.3 On such a declaration or notification, the other Committee Members shall determine whether the person may consider the matter and or remain present during discussion on the matter. That person will not be eligible to vote on the matter.
- 12.4 If a Committee Member is aware that the matter is to be considered at a meeting of the Committee at which the Committee Member does not intend to be present, the nature of the interest is to be disclosed to the Chair before the meeting is held.

## **13 QUORUM**

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- 13.1 A quorum of the Committee shall consist of a majority of the Committee. If the Chair is not present at the meeting then the Committee Members present can elect a Chair for that meeting.

## **14 ATTENDANCE**

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- 14.1 In addition to the Committee Members, such persons as the Chair of the Committee thinks fit may be invited to attend meetings. Parties invited to attend meetings will have no voting rights. Parties invited to attend meetings will have no speaking rights unless otherwise determined by the Chair.

## **15 HONORARIA AND EXPENSES**

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- 15.1 The Committee may make recommendations to the Board each year in regard to the payment of honoraria.
- 15.2 Any honoraria must be in compliance with the Constitution and relevant ATO Rules and Regulations.
- 15.3 Committee Members may upon presentation of appropriate receipts to the CEO, be reimbursed for reasonable out-of-pocket expenses incurred by them in relation to fulfilling their responsibilities as outlined in the Charter, and such additional operational matters as may be directed by the CEO. These will be one off payments and all additional payment must be endorsed by the Finance, Risk and Audit Committee and approved by the Committee.

## **APPENDIX 1 - DEFINITIONS AND INTERPRETATIONS IN THE CHARTER**

NB: The Basketball Victoria Constitution contains definitions. In the event of any conflict between the definitions contained below and the definitions contained in the Constitution, those in the Constitution shall prevail.

1. Basketball means the sport of Basketball.
2. Board means the body consisting of the Directors of Basketball Victoria
3. BV means Basketball Victoria Incorporated.
4. By-laws are By-laws endorsed by the BV Board
5. Chief Executive Officer means the Chief Executive Officer of BV (by this or such other title as may be designated by the Board from time to time) for the time being appointed under the BV Constitution
6. Committee as established under this Charter.
7. Committee Members are elected at the general meeting as per rule 7.3 or appointed by the board.
8. Constitution means Basketball Victoria Constitution as amended from time to time
9. Delegate means the natural person appointed from time to time by a Member Association of the SRC.
10. Director means a member of the Board elected or appointed in accordance with Charter and includes Elected Directors and Appointed Directors.
11. Elected Director means a Director elected in accordance with Charter
12. Financial Member means a member who is currently meeting all financial obligations to BV and all Commissions or which has an approved payment arrangement in place.
13. Financial Year means the year ending 31st December in each year.
14. Intellectual Property means all rights subsisting in copyright, business names, trademarks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the BV or any event, competition or Basketball activity of or conducted, promoted or administered by the BV.
15. Member Association means any properly constituted incorporated body recognised by and admitted to membership of BV by the Board under Rules 6.1, 6.2 and 6.3 of the BV Constitution.
16. A competition conducted by the SRC can include the competition known as Big V and may include the name of a sponsor as part of the Big V name.

17. Object means the objects of BV in Rule 2.
18. President means the President of BV elected by the Board.
19. Rules are the current Rules approved from time to time.