



# **Senior Representative Commission Charter**

(formerly Victorian Basketball League Incorporated)

Date: 27 October 2015

**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 This Charter repeals and replaces the current BV By-laws regarding Senior Representative Basketball in Victoria.
- 1.9 Current operational By-laws and Rules of Operation of the Commission will, unless replaced by this Charter, continue in force and operation until changed by the Board in consultation with the Commission. The current By-law (Big V Conference) of 2004 is repealed by this Charter.

## **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 VBL Inc. Manager for communicating and monitoring policy and the rules of competition. The Senior Representative (Big V) Manager is responsible to

the CEO for communicating and monitoring the effectiveness of policies and the Rules of Operation of the Big V competition (or other delegated 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 Commissioners in Section 8, the Board expects the Commission to:
- (a) For the purpose of planning and monitoring, a Finance and Risk Management Sub-committee will be established. This sub-committee shall forward its reports and recommendations to the Commissioners 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 Commissioners with the Commissioners to ensure resources are available to enable activities to be effectively conducted. The Commissioners 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 affiliated Associations competing in the Big V. Any appeal arising from a decision of the Commission will be determined in accordance with the BV By-laws;
  - (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 the Big V.

- 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 under this Charter. In the normal course of events the Board shall consult with the Commissioners prior to making changes to any Commissioners' decision. Only in exceptional circumstances would the Board make any such decision without prior consultation and agreement with the Commissioners. 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 arising from the conduct of the Big V 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 Commissioners in consultation with the participants/members of the relevant Commission, and in accordance with sub-clause 3.1 (a).
  - b) Any future surpluses will also 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 Big V related employees will be made after consultation with the Commissioners.

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

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- 5.1 The Commission shall be composed of one (1) delegate appointed by each association affiliated with BV and which is permitted to enter a team in the Big V.
- (a) Membership of the Commission will be granted by the Commission upon acceptance of an entry into a League Competition conducted by the Big V.
  - (b) Each member of the Commission will be entitled to 1 vote at Commission meetings.
  - (c) The Commission shall, in consultation with the Board, determine and recommend:
    - (i) Eligibility criteria for Associations to enter and compete in the Big V,
    - (ii) Regulations for teams participating, and remaining in, the Big V.

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

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- 6.1 A quorum for Commission meetings is as per the BV Constitution.
- 6.2 Commission members will vote on the following matters:
- (a) Election of the Commissioners;
  - (b) The Big V Rules of Operation and Structure of Competition;
  - (c) Any matter the Commissioners 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 Commission member asks to be put before a Commission meeting which is to be provided in writing at least 21 days prior to the meeting;
  - (e) Any matter a Commissioners 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 Commission at the Commission'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 Associations may exercise votes at Commission meetings as per 5.1 (b).
- (a) Voting shall be by showing of voting cards unless a secret ballot is called or required by a majority of votes by the delegates present and entitled to vote.

- (b) Voting by proxy is not permitted.
- 6.4 Meetings of the Commission will be conducted in such manner as is determined by the Commissioners 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 COMMISSIONERS**

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

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

### Elected Commissioners (seven 7)

- (a) At the first meeting of the Commission following the commencement of this Charter, to ensure continuity, those Commissioners serving on the interim Senior Competition Commission shall continue to serve out their terms. Positions that are unfilled due to Commissioners having completed their terms will be put up for election. The position of Chair will be separately put up for election by the membership.
- (b) All Commissioners members are elected for two (2) year terms.

### BV Appointed Commissioners

- (c) At the first meeting of the Commission following the commencement of this Charter the Board shall appoint up to two (2) Appointed Commissioners with one (1) being appointed for a two (2) year term and one (1) being appointed for a one (1) year term.
- (d) In subsequent years, the board shall engage appointed Commissioners who are up for reappointment for two (2) year terms.
- (e) In the event of a casual vacancy of an elected Commissioners the Commissioners may appoint another eligible person to serve the balance of the vacating Commissioners term.
- (f) In the event of a casual vacancy of an appointed Commissioners Member the Board may appoint another eligible person to serve the balance of the vacating Commissioners term.
- (g) Appointment/election of Commissioners shall occur prior to the Annual General Meeting of BV each year.
- (h) Nominations for election to the Commissioners 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 General Meeting.
- 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 Commissioners member from the Commissioners 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 Commissioners following appointments/ elections each year, the Commissioner shall elect the Chair of the Commissioners and the Chair of the Finance and Risk Sub-committee.
- 7.5 Meetings of the Commissioners may be conducted electronically whereby each Commissioner is able to hear and be heard by all other Commissioners present. Commissioners 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 Commissioners or the Commission, the members present may elect a Chair for that meeting.
- 7.7 It is preferred that at least one (1), member of the Finance and Risk Sub-committee have a financial background.

## **8 POWERS OF THE COMMISSIONERS**

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- 8.1 Subject to the Constitution and this Charter the Commissioners may from time to time in accordance with this Charter make such regulations and decisions in respect of the Big V as the Commissioners may see fit. The Commissioners will advise the CEO of any such regulations and/or decisions made.
- 8.2 The Commissioners may set up sub-committees and decide the basis on which they will be formed. The deliberations of any sub-committee must be made available to the Commissioners and the CEO and shall have no force until adopted in the appropriate manner.

## **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 Commissioners. Subject to this Charter the Commissioners shall in consultation with the CEO determine the business of and process(es) for Commission meetings.

## **10 COMMISSIONERS MEETINGS**

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- 10.1 The Commissioners will hold at least six (6) regular meetings per calendar year with such additional meetings as the Chair of the Commissioners considers appropriate in order to fulfil the duties and functions of the Commission.
- 10.2 The Commissioners shall meet as determined by the Chair after consultation with the CEO. In addition, the Chair of the Commissioners must call a meeting of the Commissioners if requested to do so by any Commissioners, the CEO or the Board.
- 10.3 Meetings may be held face-to-face or through any technological means by which Commissioners can participate in a discussion.
- 10.4 Each Commissioners 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 agenda and papers for Commissioners meetings will be distributed five (5) business days prior to the meeting but may be distributed later for urgent matters.
- 10.6 Commissioners' 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 Commissioners and shall attend all meetings of the Commissioners.
- 11.2 The CEO (or his/her nominee) will be responsible, in conjunction with the Chair of the Commissioners, for drawing up the agenda (supported by explanatory documentation) and circulating it to Commissioners prior to each meeting.
- 11.3 The CEO will ensure that there will be appropriate input and attendance of the manager responsible for the provision of services to the Commissioners and the Commission to achieve the outcomes of the Commission.
- 11.4 A Commissioners program which will include meeting dates and standing agenda items will be agreed by the Commissioners in consultation with the CEO prior to the beginning of each year.

- 11.5 The CEO (or his/her nominee) acting as Commissioners secretary will be responsible for keeping the minutes of meetings of the Commissioners.
- 11.6 The Commissioners secretary or delegate will prepare the minutes of each meeting, which will include an “Actions List” within seven (7) working days. After the Commissioners Chair has given preliminary approval, the draft minutes will be circulated to the Commissioners 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 Commissioners or earlier by circulation if required.

## **12 DISCLOSURE**

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- 12.1 All Commissioners are bound by the Constitution and in particular but not only Rule 27. Once a year all Commissioners will provide written declarations to the Board stating that they do not have any conflicts of interest that would preclude them from being Commissioners. These declarations are to be updated on an ongoing basis should any Commissioner’s circumstances change throughout the year.
- 12.2 Commissioners, persons in attendance, and persons preparing materials for the Commissioners shall declare any material personal interest in any matter under consideration, or shall notify the Commissioners 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 If a Commissioner is aware that the matter is to be considered at a meeting of the Commissioners at which the Commissioner does not intend to be present, the nature of the interest is to be disclosed to the Chair before the meeting is held.
- 12.4 On such a declaration or notification, the other Commissioners 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.

## **13 QUORUM**

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

## **14 ATTENDANCE**

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- 14.1 In addition to the Commissioners, such persons as the Chair of the Commissioners 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 Commissioners may make recommendations to the Board each year in regard to the payment of honoraria and if so in what consideration.
- 15.2 Any honoraria must be in compliance with the Constitution and relevant ATO Rules and Regulations.
- 15.3 Commissioners 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 and Audit Committee and approved by the Commissioners.

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

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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. Commissioners are elected at the general meeting as per rule 7.3
7. Constitution means Basketball Victoria Constitution as amended from time to time
8. Delegate means the natural person appointed from time to time by a Member Association of the Big V.
9. Director means a member of the Board elected or appointed in accordance with Charter and includes Elected Directors and Appointed Directors.
10. Elected Director means a Director elected in accordance with Charter
11. 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.
12. Financial Year means the year ending 31st December in each year.
13. 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.
14. 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 6.2.
15. Object means the objects of BV in Rule 2.
16. President means the President of BV elected by the Board.
17. Rules of operation are the current Rules of Operation approved by the members and BV.