



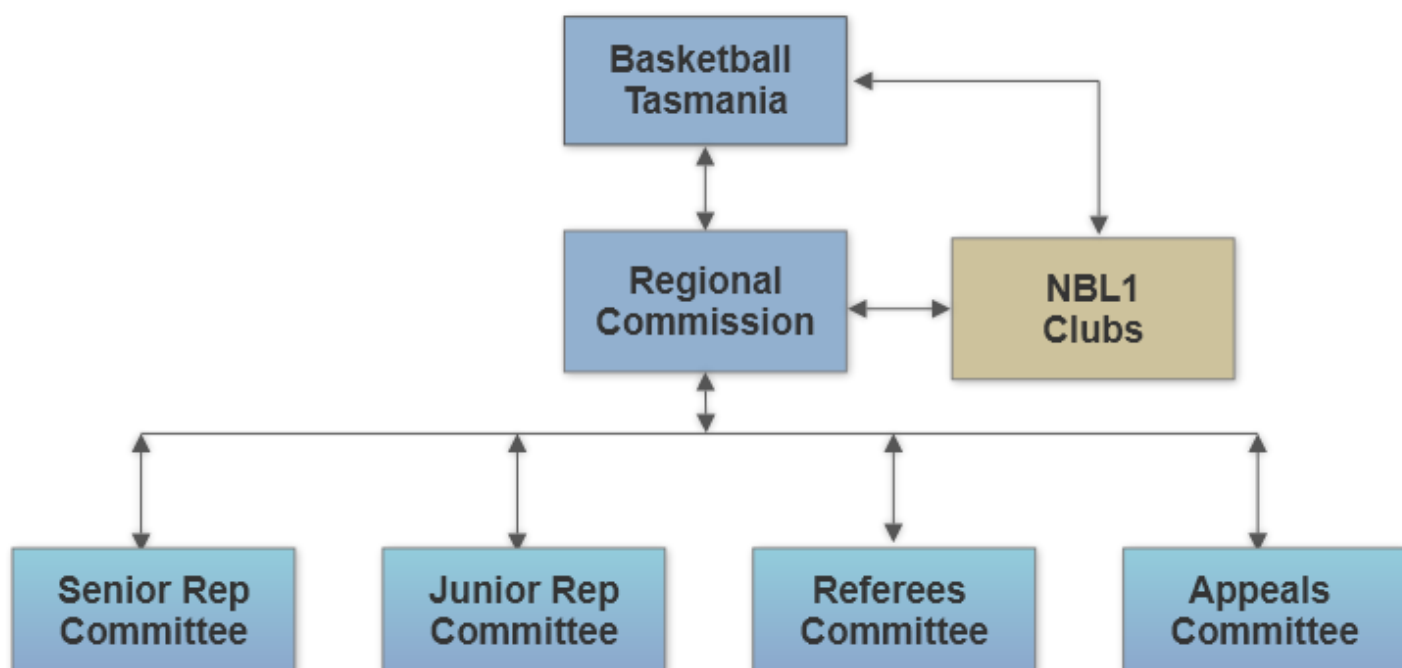
Regional Commission Charter

Date: Draft

BASKETBALL TASMANIA INCORPORATED

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1. INTRODUCTION

- 1.1 Under the Constitutions of Basketball Australia (BA) and Basketball Tasmania Incorporated (BTAS), BTAS is established and recognised as the peak body for basketball in Tasmania.
- 1.2 BTAS is governed by a Board of Directors (Board). The powers of the Board are established by the Constitution of BTAS (Constitution). The Board is responsible for the proper, efficient and effective performance of BTAS and its Commissions in the exercise of their respective functions and powers in seeking to achieve the objects of BTAS.
- 1.3 The role of the Board includes providing proper direction to, and exercising proper control over, the Chief Executive Officer of BTAS (CEO), and any Commissions it establishes under Section 22 of the Constitution, 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.
- 1.4 In accordance with the BTAS Constitution, the Regional Commission Charter is a BTAS By-law.
- 1.5 This Charter creates a Commission in respect of Regional Basketball (the Commission) in Tasmania 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

- 2.1 The Commission will assist the Board in ensuring that Regional Basketball in Tasmania 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 Tasmania. 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.
- 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

- 3.1 In consideration of the delegation to the Commission via the powers in Section 22 and 23 of the Constitution, the Board expects the Commission to:
- (a) Perform its responsibilities and ensure its activities are operating effectively.
 - (b) Be active in the development of the sport by setting and maintaining quality standards.
 - (c) Contribute positively and in a measurable manner to the achievement of the BTAS Strategic Plan.
 - (d) Conduct its duties and functions under this Charter on the Board's behalf and subject always to the Board's reasonable directions.
 - (e) 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 BTAS and the Tasmanian basketball community.
 - (g) Give advice to the Board on the needs of players, coaches, officials and others in Junior programs/competitions the subject of this Charter.
 - (h) Develop and share knowledge, experience and best management practices in the conduct of programs/competitions the subject of this Charter.
 - (i) Canvas widely the views, opinions and stance of constituent members of BTAS 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 BTAS 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 BTAS. The Annual Report shall contain information on the number of participants in basketball programs and competitions, the success or otherwise of basketball programs and competitions in terms of participation, a

comparison of that information with previous years' reports and any recommendations by the Commission on the future conduct of basketball programs and competitions.

- (m) Work with the CEO and Finance Manager 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 Commission to ensure resources are available to enable activities to be effectively conducted. The Commission 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 representative basketball.
- (o) At all times act in the best interest of basketball in Tasmania.

4. FORMAL ESTABLISHMENT AND AUTHORITY

- 4.1 In accordance with Section 22 and 23 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 a graded boys and girls junior basketball competitions known as the Tasmanian Junior Basketball League (TJBL) and any other Junior Representative basketball program and competition as determined by the Board from time to time;
 - (b) The encouragement, promotion, development and conduct of a graded mens and womens senior basketball competitions and any other representative basketball program and competition as determined by the Board from time to time;
 - (c) The encouragement, promotion, development and conduct of an Under 22 mens and womens basketball competition.
 - (d) The settlement of any dispute between Member Associations competing in competitions. Any appeal arising from a decision of the Commission will be determined by the BTAS Appeals Tribunal.
 - (e) Deal with any other matter which the Commission deems to be in the best interests of basketball in Tasmania.
 - (f) Actively develop players, officials and administrators involved in competitions and programs.
 - (g) Provide the link for NBL1 clubs to prosper in Tasmania.
- 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 Section 22 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 Commission 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 Commission.
- 4.4 All intellectual property are assets of BTAS. All assets generated or produced by the Commission, including money, property and intellectual property, belong to BTAS. BTAS will continue to record the accumulated net surpluses/losses arising from the conduct of the 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 BTAS 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 BTAS or any matter under this Charter;
 - (b) is not empowered nor authorised by BTAS, to enter into contracts “as agent for BTAS”, or to otherwise contract with third parties purportedly “for and on behalf of BTAS”, 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. BTAS will be the designated employer of all staff and appointments and performance reviews of BTAS related employees will be made after consultation with the Commission.
- 4.6 The Board may, acting in good faith and reasonably, including for the purpose of protecting the reputation of basketball and BTAS, remove a Commission Member from the Commission at any time by written notice to that person.
- 4.7 At the first meeting of the Commission following appointments each year, the Commission Members shall elect the Chair of the Commission from the delegates appointed by the BTAS Board. This person cannot be from the appointed position from the NBL1 club or referees.
- 4.8 Meetings of the Commission may be conducted electronically whereby each Commission Member is able to hear and be heard by all other Commission Members present. Commission Members present in any such electronic meeting shall be deemed to be physically present for the meeting.
- 4.9 If the Chair is not present at a meeting of the Commission or the Commission, the Commission Members present shall elect a Chair for that meeting.

- 4.10 The Commission 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 Commission and may be amended or overturned by the Commission. Suggest sub-committees are:
- (a) Senior Committee – representatives from each Constituent Association Members.
 - (b) Junior Committee – representatives from each Constituent Association Members.
 - (c) Referees Committee
 - (d) Appeals Committee
- 4.11 In addition to the other reporting mechanisms, twice a year the Commission Chair and Regional General Manager will meet with the BTAS Board to provide a summary of their activities and raise any concerns that need addressing.

5. COMPOSITION OF THE COMMISSION

- 5.1 The Commission shall be composed of the following Members:
- (a) Four (4) delegates as appointed by the BTAS Board. Constituent Association Members are to put forward nominations for consideration. The Chair will be appointed from this group by the Members.
 - (b) One (1) appointed delegate from the NBL1 Club in the region.
 - (c) One (1) appointed delegate from the Regional Referee Committee
 - (d) The BTAS Regional General Manager will not be an official member but will act as the secretariat for the Commission and prepare all relevant documents including agendas and minutes of each meeting.

Each member of the commission shall be appointed for two (2) year terms.

6. COMMISSION MEETINGS

- 6.1 The Commission will hold at least six (6) regular meetings per calendar year with such additional meetings as the Chair of the Commission considers appropriate in order to fulfil the duties and functions of the Commission.
- 6.2 The Commission shall meet as determined by the Chair after consultation with the CEO. In addition, the Chair of the Commission must call a

meeting of the Commission if requested to do so by at least three (3) Commission Members, the CEO or the Board.

- 6.3 Meetings may be held face-to-face or through any technological means by which Commission Members can participate in a discussion.
- 6.4 Each Commission 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.
- 6.5 The agenda and papers for Commission meetings will be distributed five (5) business days prior to the meeting but may be distributed later for urgent matters.
- 6.6 Commission minutes will be included in the Board papers of the next Board meeting.
- 6.7 The BTAS Chair or nominee can attend Commission meetings at any time and are encouraged to do so wherever convenient.

7. SECRETARIAT, ADMINISTRATIVE AND MANAGERIAL SUPPORT DUTIES

- 7.1 The BTAS Regional General Manager (or his/her nominee) shall provide secretarial and administrative support to the Commission and shall attend all meetings of the Commission.
- 7.2 The BTAS Regional General Manager (or his/her nominee) will be responsible, in conjunction with the Chair of the Commission, for drawing up the agenda (supported by explanatory documentation) and circulating it to the Commission prior to each meeting.
- 7.3 A Commission meeting schedule which will include meeting dates and standing agenda items will be agreed by the Commission in consultation with the BTAS Regional General Manager prior to the beginning of each year.
- 7.4 The BTAS Regional General Manager (or his/her nominee) acting as Commissions secretary will be responsible for keeping the minutes of meetings of the Commission.

8. DISCLOSURE

- 8.1 All Commission Members are bound by the Constitution. Once a year all Commission Members will provide written declarations to the Board or CEO representative stating that they do not have any conflicts of interest that would preclude them from being members of the Commission. These

declarations are to be updated on an ongoing basis should any Commission Members circumstances change throughout the year.

- 8.2 Commission Members, persons in attendance, and persons preparing materials for the Commission shall declare any material personal interest in any matter under consideration, or shall notify the Commission if aware that any other member or person in attendance has or may have a material personal interest in a matter under consideration.
- 8.3 On such a declaration or notification, the other Commission 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.
- 8.4 If a Commission Member is aware that the matter is to be considered at a meeting of the Commission at which the Commission Member does not intend to be present, the nature of the interest is to be disclosed to the Chair before the meeting is held.

9. QUORUM

- 9.1 A quorum of the Commission shall consist of 50% or more of the Commission Members. If the Chair is not present at the meeting then the Commission Members present can elect a Chair for that meeting.

10. EXPENSES

- 10.1 Commission Members may upon presentation of appropriate receipts to the BTAS Regional General Manager, 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.

11. DIRECTOR OBLIGATIONS

- 11.1 Meet fiduciary responsibilities as required under all relevant commonwealth and state legislation and under common law
- 11.2 Comply with BTAS' constitution, rules, regulations and policies
- 11.3 Act within their duty of care to make decisions in the best interests of BTAS
- 11.4 Avoid conflict of interest
- 11.5 Develop strategic planning and direction of BTAS including approving the business plan and budget, monitoring organisational performance and

evaluating strategic results, and approving expenditure outside the approved budget and delegations.

- 11.6 Develop and implement policies
- 11.7 Interact with key stakeholders and members to inform them of achievements and to ensure that they have input into determination of strategic goals and direction
- 11.8 Report back to the stakeholders at relevant forums through the Chairman and the CEO
- 11.9 Monitor the CEO and organisational compliance with the relevant commonwealth and state legislation and with BTAS' own policies
- 11.10 Maintain the confidentiality of information they receive by virtue of being a Director of BTAS
- 11.11 Evaluate their collective effectiveness as a Board
- 11.12 Not improperly use his/her position or misuse information of BTAS
- 11.13 Commit the time necessary to discharge effectively his/her role as a Director
- 11.14 Understand the complexities of the sectors in which BTAS operates together with those sectors' structure, operations, controls, regulatory obligations, current technology, types of transactions and political/economic environment in order to adequately assess the risks faced by BTAS.