Basketball Association of Newcastle Limited ACN 003 432 871
Notice of Annual General Meeting

Notice is given that the Annual General Meeting (**AGM**) of Basketball Association of Newcastle Limited ACN 003 432 871 (**BANL**) will be held:

Date:	**Wednesday, 14 May 2025**
Start Time:	**6:00pm (please arrive at 5:30pm)**
Location:	**King Street Room at NEX, 309 King Street, Newcastle West, NSW, 2302**

<u>Business to be conducted at the AGM</u>:

1 CONSIDERATION OF STATUTORY REPORTS

To receive and consider the Financial Report, the Directors' Report and the Independent Auditor's Report of BANL for the financial year ended 31 December 2024.

2 ELECTION OF DIRECTORS

There are two (2) Member Elected Director vacancies each for a three (3) year term. The following nominations in alphabetical order were received for those positions:

a. Mark CHICKEN– nominated by Michael Walker seconded by Samantha Chicken

b. Shane DE WIT – nominated by Trent Swift, seconded by Otto de Wit (c/ Lisa Louden)

c. Mark HURLEY – nominated by Rachel Wherrett, seconded by Andrea Wilsmore

d. Pankaj RAO – nominated by Allan Wherrett, seconded by Rachel Wherrett

Please see pages 3-6 of the Explanatory Notes for details of each nominee and the Nominations Committee Report. Each member will vote either "FOR", "AGAINST" or "ABSTAIN" for each candidate listed above by secret ballot. The candidates receiving the greatest number of votes having regard to the number of positions available shall be elected. Please see pages 7-9 of the Explanatory Notes for details on how to vote and how to appoint a proxy.

3 ELECTION OF LIFE MEMBERS

To consider, and if thought appropriate, to pass each of the following as ***special resolutions***:

3.1 *It is **RESOLVED** as a **SPECIAL RESOLUTION** that Garry Craig, is elected as a Life Member pursuant to clause 5.2 of the Constitution.*

3.2 *It is **RESOLVED** as a **SPECIAL RESOLUTION** that Catherine Baker, is elected as a Life Member pursuant to clause 5.2 of the Constitution.*

Please see page 6 of the Explanatory Notes for details of their nomination.

By Order of the Board,

Andrew Yost
Company Secretary 21 April 2025
Basketball Association of Newcastle Ltd 27
Young Rd
Broadmeadow NSW 2292
companysecretary@newcastlebasketball.com.au

I acknowledge the lands on which I live and work as the lands of the Awabakal People and pay my respect to Elders past and present.

EXPLANATORY NOTES

1 Financial Report and Related Reports

The *Corporations Act* requires the Financial Report, the Directors' Report and the Audit Report (**Reports**) to be received and considered at the AGM. Members may request a full copy of the audited financials by email to gm@newcastlebasketball.com.au

Neither the *Corporations Act* nor BANL's Constitution requires members to vote on the Reports. However, members will be given ample opportunity to raise questions about the Reports and the business and operations of BANL at the AGM.

2 Election of Directors

BANL's current Constitution was adopted in December 2024. Clause 12 of the Constitution requires that three of the existing Directors must retire and may be replaced by two elected Directors under clause 15 at the AGM.

The three current Directors that are retiring are Tony Guihot, Cindy Mascord and Bernadette Schmidt. In addition, Mark Chicken is a Director that was appointed by the Board under the previous Articles of Association on the basis that his term would end at the conclusion of the following AGM.

BANL emailed members calling for nominations. A Nomination Form, Consent to Act as Director and Declarations of Interest for was provided for nominees to complete along with appropriate information including the Position Description. The Nomination Form outlined the nomination process. The receipt of applications was managed by the BANL CEO.

One application was received that was deemed not eligible.

The following persons (in alphabetical order) have been nominated for the role of elected Directors and have agreed to accept the position if elected.

2.1 <u>Mark CHICKEN</u>

***Qualifications*:**
Bachelor of Business majoring in Accounting and Advanced Accounting, Certified Practicing Accountant (CPA)

***Experience and expertise*:**

Mark has a diverse work experience in retail, local government, and for the last 8 years, as the Financial Controller for a not-for-profit business focused on community services and commercially driven businesses. He is an appointed Director of BANL and Chair of the newly established Finance, Audit and Risk Committee.

Mark has represented NSW Country in outdoor cricket and in later years represented NSW and Australia in masters' indoor cricket. As a father of three daughters, Mark has coached numerous cricket and netball teams through their junior years and otherwise, on the sidelines, as a supportive father. Mark was also the Treasurer of the Taree Netball Association for two years. Basketball has become the career pathway for one of Mark's daughters and over this time he has garnered a personal and professional interest in the sport.

With a passion for numbers and sport, Mark is excited to continue to make a positive contribution to Newcastle Basketball.

2.2 <u>Shane DE WIT</u>

***Qualifications*:**

Master of Business Administration, Bachelor of Business, Associate Diploma of Business Accounting

***Experience and expertise*:**

Shane has served on various boards and committees, including Tourism Top End, Triathlon Northern Territory and Ansett Basketball Club. Locally he has supported his son (player) and wife (coach) in roles as Team Manager through the Newcastle Falcons and junior club basketball programs.

Shane is an experienced Executive Manager with an extensive background in business administration, strategic leadership, and community engagement having worked in numerous leadership roles both professionally and as a volunteer. His roles have provided him with comprehensive experience overseeing major capital works, undertaking strategic infrastructure planning and building strong relationships with diverse stakeholders including government departments and agencies, community partners and commercial entities.

2.3 **Mark HURLEY**

***Qualifications*:**

Bachelor in Mechatronic Engineering (Honours)

***Experience and expertise*:**

Mark has a deep involvement in basketball with ties to Basketball Australia, Basketball NSW, and the Australian Institute of Sport, and is currently actively involved in junior programs within Newcastle Basketball including as Club Head Coach at West Basketball Club. His extensive experience provides a deep understanding of the sport's grassroots, community, and elite aspects.

Professionally, Mark is an experienced Executive Manager, engineer and strategic leader, having established and led cross-functional teams based in several countries. He has a genuine passion for engineering and extensive experience leading organisational change, continuous improvement and customer led innovation across marketing, product development, manufacturing, and supply chain functions.

2.4 **Dr. Pankaj RAO**

***Qualifications*:**

Bachelor of Medicine/ Bachelor of Surgery, Fellow of Royal Australasian College of Surgeons FRACS (Ortho)

***Experience and expertise*:**

Pankaj has been working as a specialist orthopaedic surgeon for 15 years and as a medical doctor for 30 years. This experience has allowed him to develop skills in providing leadership, oversight and support for organisations. As Director of his own company Pankaj is aware of the legal and regulatory requirements and understands the duties and responsibilities of Directors under the Corporations Act. He has been an active member of hospital sub-committees for the past seven years and will complete AICD training in May 2025. Critical thinking, leadership and influence are all essential parts of his daily professional life and he is excited to utilise these attributes to assist BANL.

Nominations Committee Composition

The Nominations Committee is a committee of BANL. The Committee's purpose is to assist with remuneration, executive succession, people, and culture. Additionally, it identifies and assesses candidates for Director vacancies in line with the Constitution. The Nominations Committee is guided by a Charter and consists of two independent members; a Chair and representative of the membership along with a BANL Board representative.

To establish the Committee, expressions of interest were called amongst the membership for the roles of Chair and representative of the membership on 19 February 2025. Applications were received, reviewed and assessed by the Board. A potential candidate for the role of representative of the membership was ready to be put forward to the membership for endorsement at this meeting but they withdrew their application. The Board will look to fill this role at the 2026 AGM. The appointment of the BANL Board representative was endorsed on 30 January 2025 and the appointment of the Chair was endorsed by the Board on 27 March 2025.

The Committee comprises:

Independent Member

Peta RAFTY (Chair), MHRM

Peta is an experienced Human Resources (HR) professional with over 18 years' experience in HR, leadership and business operations roles across state and federal government. She is a Certified HR Practitioner and has a Masters in Human Resource Management. She has been an active member and volunteer within the Newcastle Basketball community over the last 10 years through her role as Executive Committee member and Treasurer of West Basketball Club and as manager of various Newcastle Falcons/Hunters representative teams.

BANL Board Member

Dr. Erica JAMES, MBus, PhD

Erica is Professor of Public Health at Cancer Council NSW. She has completed Australian Sports Commission Governance Training and the AICD Governance Training for Not-for-Profit Directors. Erica has been a member of the BANL Board for five years, and Chair since May 2023. Erica has been involved with Basketball in Newcastle for more than 30 years; she represented Newcastle in both the junior and senior representative programs, coached club and junior representative teams for >10 years and held committee roles with both Port Hunter and Wests Basketball Clubs.

Assessment of Nominees

A Director Position Description was developed to outline the requirements. This was informed by the BANL Board Skills Matrix and Australian Sports Commission Board Director Success Profile. The purpose of the BANL Board Skills Matrix is to ensure the Board has the right mix of qualifications, skills and experience to execute its duties and responsibilities in accordance with legislative requirements and the Constitution of BANL. A Skills Gap Analysis was undertaken considering current capabilities of remaining Board Members against the BANL Board Skills Matrix and identifying skills that would be highly desirable in nominees to complement current Board composition.

A detailed assessment of skills and experience was undertaken for each nominee. The assessment considered the expertise required by the Board of BANL as determined by the approved BANL Board Skills Matrix. Assessment ratings were made against the requirements and weighted in recognition of the highly desired capabilities identified in the Skills Gap Analysis. The Chair declared a conflict of interest with one nominee and recused themselves from the assessment rating process for this nominee. The Conflict-of-Interest Management Strategy included the option to engage the input of a second Board Member if the Chair disagreed with the assessment and this option was not exercised.

Recommendations of the Nominations Committee

After the review and assessment of each candidate's application the Nominations Committee identified that all four eligible candidates were suitable and made the following recommendations:

Highly Recommended (in alphabetical order)

Mark CHICKEN

Shane DE WIT

Both candidates demonstrated extensive, professional experience and business acumen that rated highly against the BANL Skills Matrix. Both candidates have tertiary qualifications, capabilities and expertise that were identified as highly desirable during the Skills Gap Analysis based on current BANL Board composition including experience in finance and/or strategic/commercial partnerships. Both candidates were able to demonstrate desirable levels of experience in the non-for-profit or community sectors, and the interpersonal attributes outlined in the BANL Skills Matrix and BANL Board Director Position Description.

Suitably Recommended (in alphabetical order)

Mark HURLEY

Dr. Pankaj RAO

Both candidates demonstrated extensive, professional experience and business acumen that rated highly against the BANL Skills Matrix. Both candidates have tertiary qualifications and demonstrated *strategic leadership and management experience within their fields. Both candidates were able to demonstrate desirable levels of sporting sector knowledge, and the interpersonal attributes outlined in the BANL Skills Matrix and BANL Board Director Position Description.*

Recommended

No applicants were considered in this category

Not Recommended

No applicants were considered in this category

3 Election of Life Members

Clause 5.2 of the Constitution provides that Life Members of BANL may be elected at its AGM if approved by a majority of at least 75% of those Voting Members present and entitled to vote at the AGM.

The Constitution also provides that nominees for Life Membership must first be approved by a majority of the Board before being submitted to the following AGM for approval.

The following persons have been nominated for Life Membership. The Board considered both nominations at its meeting on 27 March 2025 and voted in favour of approving both candidates for Life Membership and recommending that they be submitted to the AGM for Member approval of their nomination for Life Membership.

3.1 <u>Garry CRAIG</u>

Garry has been an active member of the Newcastle Basketball community for more than 50 years.

After a playing career that started in one of Newcastle's first junior programs, he represented Stockton Primary School in their State Championship team in 1966 and represented Newcastle as a member of the State Championship team in 1968.

Garry transitioned to coaching and volunteer administration duties for the Port Hunter Club. One of the strengths of Newcastle Basketball is its club system and Garry has been a driving force behind Port Hunter. From 1999 to 2021 Garry held many positions with the club including President, Secretary and Treasurer and coached many club teams, usually more than one each year.

He was awarded Life Membership of Port Hunter in 2014. Garry has been single minded in his desire to protect the club system and to recognise the importance of club history and the strength it has offered the Association. He has been responsible for the development of the club web site on Game Day and Facebook, the use of Google Docs for the sharing of information between club officials and in 2014, he organised the club's 50th Anniversary dinner celebrated at the Queens Wharf with the inaugural Hall of Fame.

Garry's contribution to the basketball community in this city continues the honoured legacy of the Craig family for over two generations. The basketball community are indeed indebted to his tireless work.

3.2 <u>Catherine BAKER</u>

Catherine has been contributing to the Newcastle Basketball community, at different times and in different capacities, for more than 50 years. Over that time Catherine has played, coached, managed and refereed in our community.

Catherine has also spent many years in official administrative and leadership roles at Port Hunter Basketball as club Registrar, Secretary and President.

Catherine is best remembered for providing opportunities to all those that wish to participate in our game, especially young children and adolescents, including some memorable fundraisers, club trips and presentation days.

She is currently contributing in her third cycle through the Newcastle Basketball community coaching and supporting her grandchildren and their teammates in the local club competition.

HOW DO YOU EXERCISE YOUR RIGHT TO VOTE?

Members of Basketball Association of Newcastle Limited

All persons appearing on the register of members of Basketball Association of Newcastle Limited are entitled to attend the AGM, but not all of them are entitled to vote.

Attendance

If you plan to attend the AGM, we ask that you arrive at the meeting venue at least 30 minutes prior to the time designated for the meeting so that we may check your name against the register of members and note your attendance.

Voting Entitlement

Persons appearing on the register of members of Basketball Association of Newcastle Limited as:

(i) Life Members;
(ii) Life Playing Members;
(iii) Individual Members; and
(iv) subject to the Constitution, a nominated parent or guardian of a Junior Member,

and who have fully paid memberships ending after the AGM, are entitled to vote at the AGM. If you are entitled to vote, you can do so in person, or by proxy (see below). Members attending in person should bring proof of identity to be able to attend the meeting and, where applicable, to be identified as entitled to vote.

Proxy Voting

A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on their behalf.

A Proxy Form is enclosed for those members who wish to exercise their right to vote by proxy.

If you wish to appoint a proxy to vote at the AGM you must complete the attached Proxy Form, sign it, and provide it:

(i) **by email** to **companysecretary@newcastlebasketball.com.au**
OR
(ii) post or deliver it to **the registered office of the company,** addressed to: The Company Secretary
Newcastle Basketball
27 Young Road,
Broadmeadow NSW 2292

In either case, the Proxy Form **must** be received by the Company Secretary, no later than **6:00pm on Monday, 12 May 2025,** otherwise it will not be valid.

Who can you appoint as a Proxy?

You can appoint any adult as your proxy. They do not need to be a member.

Adjourned meetings

Unless the proxy is revoked by you, it will be valid for any adjourned meetings and the proxy can vote in the manner directed by you at the adjourned meetings.

Voting Directions

Your Proxy must vote for or against a resolution in accordance with your instructions (if any). If you do not instruct your Proxy how to vote, they may vote as they think fit.

PROXY FORM
Basketball Association of Newcastle Limited

For the Annual General Meeting (**AGM**) to be held:

Time: 6:00pm
Date: Wednesday, 14 May 2025
Location: King Street Room at NEX,
309 King Street, Newcastle West, NSW 2302

If you cannot attend the AGM, you may appoint a proxy to vote on your behalf. Before you fill in this form please read the accompanying notes.

Appointing a Proxy

I, ……………………………………………

(name of member)

of ……………………………………………………………………………

(member's address)

being a member of Basketball Association of Newcastle Limited (**BANL**), **hereby appoint**:

………………………………………………

(name of proxy)

of ……………………………………………………………………………

(proxy's address)

as my proxy to vote for me on my behalf at the AGM of BANL to be held at 6:00pm on Wednesday, 14 May 2025, and at any adjournment thereof.

Please see opportunity to provide voting instructions overleaf and ensure to sign this form.

Voting Directions

My proxy is instructed to vote on the resolution(s) as follows:

		FOR	AGAINST	ABSTAIN
2.1	**Election of Director:** Mark CHICKEN	❑	❑	❑
2.2	**Election of Director:** Shane DE WIT	❑	❑	❑
2.3	**Election of Director:** Mark HURLEY	❑	❑	❑
2.4	**Election of Director:** Pankaj RAO	❑	❑	❑
3.1	**Special Resolution - Election of Life Member:** Garry CRAIG	❑	❑	❑
3.2	**Special Resolution - Election of Life Member:** Catherine BAKER	❑	❑	❑

Tick the appropriate box if you want to direct your proxy how to vote. If you do not tick any box, your proxy may vote however they think fit.

Authorisation

Signature of member

…………………………………………
(sign)

…………………………….
(date)