

# **CONSTITUTION**

Liverpool City Netball Association

## Contents

Part 1	General.....	3
1	Definitions.....	3
2	Association Details.....	5
Part 2	Members of Association.....	5
3	Membership generally.....	5
4	Register of Members.....	7
5	Membership Fees.....	8
6	Members' liabilities.....	8
7	Disciplinary action against Members.....	8
8	Resolution of internal disputes.....	8
9	Membership entitlements not transferable.....	8
10	Cessation of membership.....	9
Part 3	Executive Committee.....	9
Division 1	Constitution.....	9
11	Functions of Executive Committee.....	9
12	Composition of Executive Committee.....	10
13	Election of Executive Committee Members.....	10
14	Terms of office.....	11
15	Vacancies in office.....	11
16	Executive entitled to Vote.....	11
17	Interested Executive.....	11
18	Secretary.....	12
19	Treasurer.....	12
20	Delegation to sub-committees.....	12
Division 2	Procedure.....	13
21	Executive Committee meetings.....	13
22	Notice of Executive Committee meeting.....	13
23	Quorum for Executive Committee meetings.....	13
24	Chair of Executive Committee meetings.....	14
25	Voting at Executive Committee meetings.....	14
26	Acts valid despite vacancies or defects.....	14
27	Resolutions in writing.....	14
28	Hybrid and Virtual Executive Committee Meetings.....	14
Part 4	Council Meetings.....	15
29	Council.....	15
30	Powers of Council.....	15
31	Annual General Meetings.....	15
32	Ordinary Council Meetings.....	16
33	Special Council Meetings.....	16
34	Notice of Council Meeting.....	17
35	Quorum for Council Meetings.....	17
36	Adjourned Council Meetings.....	17
37	Chair of Council Meetings.....	18
38	Voting at Council Meetings.....	18
39	Resolutions in writing.....	19
40	Hybrid and Virtual Council Meetings.....	19
Part 5	Administration.....	19
41	Change of name, objects or constitution.....	19
42	Funds.....	19
43	Insurance.....	20
44	Non-profit status.....	20
45	Exception.....	20
46	Service of notices.....	20
47	Custody of records and books.....	21
48	Inspection of records and books.....	21
49	Distribution of property on winding up.....	21
50	This Constitution.....	21

# Part 1      General

## 1 Definitions

1) In this Constitution:

**Act** means the *Associations Incorporation Act 2009*.

**Affiliated Club** means any club (comprising of one or more teams) or team which has applied for affiliation (affiliate membership) to the Association and has been accepted in accordance with this Constitution and any relevant Netball Policy.

**Annual General Meeting** means the annual general meeting of the Association held in accordance with Part 4 of this Constitution.

**Annual Report** means the report provided annually by the Association at the Annual General Meeting.

**Association** means the Liverpool City Netball Association.

**Club Delegate** means a person who is a Senior Member and is appointed by an Affiliated Club to act on behalf of and represent that Affiliated Club at Council Meetings in accordance with clause 3 of this Constitution.

**Council** has the meaning given in clause 29 of this Constitution.

**Council Meetings** means the Annual General Meeting, Ordinary Council Meetings and Special Council Meetings.

**Executive Committee** means the executive committee of the Association, comprising the Executive Committee Members.

**Executive Committee Member** means the Executive Committee office-bearers and other members described in clause 13 of this Constitution.

**Financial Year** means the financial year of the Association, being 1 October – 30 September.

**Hybrid Meeting** means a physical meeting of some participants together with the remote participation of participants by use of Virtual Technology.

**Individual Member** means any person who is a member of an Affiliated Club, or of the Association directly, that becomes or remains a Non-Voting Member in accordance with clause 3 of this Constitution.

**Life Member** means any person who is granted life membership of the Association in accordance with clause 3 of this Constitution.

**Member** means a person or organisation that is a member of the Association in one of the membership categories described in clause 3 of this Constitution.

**Netball Australia** means Netball Australia Limited, the controlling body for Netball in Australia.

**Netball NSW** means The New South Wales Netball Association Limited, the controlling body for Netball in New South Wales.

**Netball Policies** means any rules, regulations or policies adopted by the Association in relation to the administration of Netball within the Association or that are otherwise applicable to the Association and its Members including, without limitation, Netball Australia and Netball NSW policies that apply to the Association and its Members by virtue of the Association's affiliation with Netball NSW, including, without limitation, the Netball NSW Member Protection Policy, Codes of Behaviour, Disciplinary Policy and Child Safeguarding Policy.

**Non-Voting Member** means a Member that is entitled to attend, but not vote at, Council Meetings, being the Individual Members.

**Ordinary Council Meeting** means an ordinary Council meeting held in accordance with Part 4 of this Constitution.

**Prescribed Annual Affiliation Fee** means the annual fee payable by Affiliated Clubs for the relevant Financial Year that is set by the Executive Committee from time to time.

**President** means the person elected to the position under clause 13 of this Constitution.

**Public Officer** means the person appointed to that role by the Association in accordance with the Act and any relevant Netball Policy.

**Register of Members** means the register of members maintained under clause 4.

**Returning Officer** means the person appointed to the position in accordance with clause 13 of this Constitution.

**Secretary** means the person described in clause 18 of this Constitution who is elected to the position under clause 13 of this Constitution (who may also hold the position of Public Officer):

**Senior Member** means a Member who has attained the age of 18 years.

**Special Council Meeting** means a special Council meeting held in accordance with Part D of this Constitution.

**Regulation** means the Associations Incorporation Regulation 2022.

**Treasurer** means the person described in clause 19 of this Constitution who is elected to the position under clause 13 of this Constitution.

**Vice President** means the person elected to the position under clause 13 of this Constitution.

**Virtual Meeting** means a meeting where all participants participate via Virtual Technology.

**Virtual Technology** means technology, including online facilities, which gives those attending a meeting through its use the opportunity to participate in the meeting in a manner similar in key respects to attending the meeting in person, including to follow the proceedings of the meeting uninterrupted, to ask questions and to vote.

**Voting Member** means a Member that is entitled to attend and vote at Council meetings, being the Affiliated Clubs (represented by their Club Delegates), the Life Members and the Executive Committee Members.

**Note:** *The Act and the Interpretation Act 1987 contain definitions and other provisions that affect the interpretation and application of this constitution.*

- 2) The Interpretation Act 1987 applies to this Constitution as if it were an instrument made under the Act.

**Note:** *The Act, Part 4 deals with various matters relating to the management of associations.*

## 2 Association Details

- 1) **Title** - The name of the Association shall be the Liverpool City Netball Association Limited.
- 2) **Colours** - The Association's colours will be Green, Gold White & Red.
- 3) **Location** - The Association office and facilities are located at Woodward Park, 90a Memorial Avenue, Liverpool 2170.
- 4) **Objects** - The objects of the Association are:
  - a) to further the interests of its members and promote and control the game of Netball within the boundaries of the Association;
  - b) to promote, regulate and control competition matches between Affiliated Clubs and to control all premierships and carnivals of the Association;
  - c) to select and manage the Association's representative teams;
  - d) To pursue, through itself or others, such commercial arrangements including sponsorship and marketing opportunities as are appropriate to further the objects of the Association.
  - e) to affiliate, support, and otherwise liaise with Netball NSW;
  - f) to co-operate with other affiliated organisations in New South Wales for the furtherance of Netball; and
  - g) to adopt, implement, and adhere to any Netball Policies as may be developed by Netball Australia and/or Netball NSW.
- 5) **Patron** - The Executive Committee may from time to time appoint one or more patrons and may also cancel any such appointment.
- 6) **Netball NSW Affiliation** - The Association shall affiliate with Netball NSW annually in accordance with the Netball NSW Constitution and any relevant Netball Policy.

## Part 2 Members of Association

### 3 Membership generally

- 1) **Compliance** - The Association is the controlling body for Netball within its boundaries and its authority shall be recognised by all Members who, as a condition of membership, shall adopt and obey this Constitution and the Netball Policies
- 2) **Membership Categories** - The Members of the Association shall comprise of
  - a) Affiliated Clubs which, subject to this Constitution, shall each be represented by two Club Delegates appointed in accordance with clause 3 of this Constitution, who shall each have the right to receive notice of Council Meetings and to be present, debate and vote on behalf of the Affiliated Club they represent at Council Meetings;
  - b) Life Members who, subject to this Constitution, shall be awarded life membership in accordance with clause 3 of this Constitution, and shall have the right to receive notice of Council Meetings and to be present, debate and vote at Council Meetings;
  - c) Executive Committee Members who, subject to this Constitution, shall be elected at the Annual General Meeting in accordance with clause 31 of this Constitution and become Voting Members from the date of their appointment until the date they cease to be an Executive Committee Member, and who shall have the right to receive notice of Council Meetings and to be present, debate and vote at Council Meetings; and
  - d) Individual Members who, subject to this Constitution, shall have the right to be present at Council Meetings but have no rights to debate or to vote at Council Meetings (as Non-Voting Members).

### 3) **Affiliated Clubs**

- a) A Netball club or team that wishes to become affiliated with the Association and become an Affiliated Club must:
  - i) apply for affiliation in writing to the Secretary on a form to be approved by the Executive Committee in accordance with the Association's affiliation policy in place from time to time;
  - ii) agree to be bound by this Constitution and the Netball Policies; and
  - iii) pay the Prescribed Annual Affiliation Fee (if any).

It is a requirement that the Affiliated Club registers all of their individual members through Netball NSW's online membership platform.
- b) To maintain their affiliation with the Association, Affiliate Clubs must:
  - i) pay the Prescribed Annual Affiliation Fee; and
  - ii) ensure that all of their individual members are registered with the Association through Netball NSW's online membership platform, at which time these persons will become Individual Members of the Association.
- c) The Council may reject any application for affiliation without having to assign any reason. If the applicant is not affiliated and admitted to membership, all monies paid by that applicant to the Association must be returned in full.
- d) An Affiliated Club ceases to be a Member if they:
  - i) cease to be financial under Clause 5 of this Constitution; or
  - ii) are expelled from the Association in accordance with this Constitution or any Netball Policy.
- e) If a Netball club or team is an unincorporated entity, upon becoming affiliated with the Association, the Club Delegates of that unincorporated Affiliated Club shall be deemed to be Members on behalf of the unincorporated entity until such time as the Affiliated Club becomes an incorporated entity.
- f) The following applies in respect of the Club Delegates of Affiliated Clubs:
  - i) Affiliated Clubs shall each have the right to nominate two Club Delegates to the Council. Club Delegates must be Senior Members of the relevant Affiliated Club.
  - ii) The Secretary of each Affiliated Club shall notify the Secretary of the names and email addresses of Club Delegates at least seven (7) days prior to the first Council Meeting each year.
  - iii) An Affiliated Club has the right to withdraw a Club Delegate and appoint another Club Delegate in their place at any time.
  - iv) At each Council Meeting, all Club Delegates present shall sign an attendance book and state the Affiliated Club that they are representing.
  - v) A Club Delegate may only represent one Affiliated Club at any Council Meeting

### 4) **Individual Members**

- a) In order to become or remain an Individual Member, an individual member of an Affiliated Club must:
  - i) register or renew their membership with their Affiliated Club and the Association through Netball NSW's online membership platform; and
  - ii) pay the individual membership fees to the Association as set annually by the Voting Members at the Annual General Meeting.

- b) A person ceases to be an Individual Member if the person:
  - i) dies;
  - ii) ceases to be financial under Clause 5 of this Constitution; or
  - iii) is expelled from the Association in accordance with this Constitution or any Netball Policy.
- c) The Executive Committee may reject any application for membership without having to assign any reason. If the applicant is not admitted to membership, all monies paid by that applicant to the Association must be returned in full.

## 5) Life Members

- a) Any person may be elected as a Life Member in recognition of ten (10) years outstanding services to the Association.
- b) Candidates for election as Life Members shall be nominated by two Senior Members, with such nominations to be received by the Secretary at least two (2) months before the Council Meeting at which such nominations will be considered.
- c) The Executive Committee will review nominations to ensure they meet the Life Member criteria set out in this Constitution and in any Association policy relating to the award of life membership as may be in place from time to time and, if appropriate, put forward such nominations to Voting Members for voting.
- d) The vote must be carried by a two-thirds majority of Voting Members present and voting at an Annual General Meeting.
- e) Council may, by resolution from time to time, fix the maximum number of persons who may at any time hold life membership of the Association.
- f) A person ceases to be a Life Member if the person:
  - i) dies; or
  - ii) is expelled from the Association in accordance with this Constitution or any Netball Policy.

## 4 Register of Members

- 1) The Secretary must establish and maintain the Register of Members of the Association. The obligation to maintain a Register of Individual Members can be met by ensuring Individual Members register or renew their membership with their Affiliated Club and the Association through Netball NSW's online membership platform .
- 2) The Register of Members:
  - a) may be in written or electronic form, and
  - b) must include, for each Member:
    - i) the Member's full name; and
    - ii) a residential, postal or email address; and
    - iii) the date on which the person became a Member; and
    - iv) if the person ceases to be a Member - the date on which the person ceased to be a Member, and
  - c) must be kept in New South Wales:
    - i) at the Association's main premises, or
    - ii) if the Association has no premises - at the Association's official address, and
  - d) must, to the extent permitted by law, be available for inspection, free of charge, by Members at a reasonable time, and
  - e) if kept in electronic form - must be able to be converted to hard copy.

- 3) If the Register of Members is kept in electronic form, the requirements in subclause (2)(c) and (d) apply as if a reference to the Register of Members is a reference to a current hard copy of the Register of Members.
- 4) Information about a Member, other than the Member's name, must not be made available for inspection if the Member has not consented to that information being made available.

## **5 Membership Fees**

- 1) All Affiliated Clubs and Individual Members must be financial members for the relevant membership period for which they have registered through Netball NSW's online membership platform.
- 2) An Affiliated Club or Individual Member ceases to be financial if they:
  - a) fail to renew their membership; or
  - b) fail to pay to the Association any money they owe to the Association within the required timeframe.

## **6 Members' liabilities**

The liability of a Member to contribute to the payment of either of the following is limited to the amount, if any, of any of the Member's outstanding fees under clause 5:

- a) the debts and liabilities of the Association; and
- b) the costs, charges and expenses of the winding up of the Association.

## **7 Disciplinary action against Members**

- 1) Any complaint that a Member has:
  - a) failed to comply with a provision of this Constitution; or
  - b) wilfully acted in a way prejudicial to the interests of the Associationmust be addressed in accordance with the relevant Netball Policy.

## **8 Resolution of internal disputes**

- 1) The following disputes arising under this Constitution shall be addressed in accordance with the relevant Netball Policy:
  - a) a dispute between two (2) or more Members, but only if the dispute is between the Members in their capacity as Members, or
  - b) a dispute between one (1) or more Members and the Association.

## **9 Membership entitlements not transferable**

A right, privilege or obligation that a person has because the person is a Member:

- a) cannot be transferred to another person, and
- b) terminates once the person ceases to be a Member.



## **10 Cessation of membership**

A person ceases to be a Member if the person:

- a) dies; or
- b) resigns from being a Member by giving the Secretary one month's written notice; or
- c) is expelled from the Association; or
- d) fails to pay any outstanding fees payable under clause 5(2) within three (3) months of the due date.

## **Part 3 Executive Committee**

### **Division 1 Constitution**

#### **11 Functions of Executive Committee**

Subject to the Act, the Regulation, this Constitution and any resolution passed by the Association in general meeting (including any delegation of authority to the Executive Committee), the Executive Committee:

- a) is to control and manage the affairs of the Association on behalf of the Council; and
- b) may exercise all the functions that may be exercised by the Association in accordance with any delegation of authority, other than a function that is required to be exercised by the Council in general meeting; and
- c) has power to do all things that are necessary or convenient to be done for the proper management of the affairs of the Association.
- d) The Executive shall act in the best interest of the Association for any legal/financial proceedings by or against the Association.
- e) To delegate any of its responsibilities to committees consisting of such Council Members or Members as it thinks and may from time to time revoke such delegation.
- f) To engage appoint control remove discharge suspend and dismiss such Managers, Secretaries, Administrators, Officials, Agents and servants or other employees as it may from time to time deem appropriate and to determine the duties pay salary emoluments or other remunerations of such persons.
- g) has the authority to institute, conduct, defend, compound, or abandon any legal proceedings by or against the Association or it is Executive or otherwise concerning the affairs of the Association and to compound or allow reasonable time payment and satisfaction of any debts due to and any claims or demands by or against the Association to arbitration and to on serve and perform the award.
- h) The President, Secretary and Treasurer shall be entitled to sign or endorse on the Association's behalf contracts receipts acceptance cheques bills of exchange promissory notes and other documents or instruments.
- i) To call for and appoint all Sub-Committees, Representative Officials, Netball NSW Delegates, Returning Officer, and other positions as determined by the Executive Committee from time to time for the ensuing year must be submitted on the approved application form on dates determined by the Executive Committee. All positions will be appointed at a time determined by the Executive Committee.
- j) Develop and approve all policies and procedures pertaining to the Associations development and administration
- k) The Executive may be empowered by Council to take appropriate action under any Netball NSW Policies pursuant to this Constitution against any affiliated club or financial member of the Association.

## **12 Composition of Executive Committee**

- 1) The Executive Committee must have a minimum of seven (7) members and no more than ten (10) members, as elected in accordance with clause 13.
  - a) the following office-bearers:
    - i) President;
    - ii) Vice-President;
    - iii) Secretary;
    - iv) Treasurer
  - b) at least three (3) other ordinary Committee Members.

*Note – The Act, section 28 contains requirements relating to membership eligibility and composition of the committee.*

- 2) The President shall not also hold the position of President of an Affiliated Club.
- 3) No person shall be elected to more than one position as an Executive Committee Member.
- 4) Not more than one-third of the Executive Committee Members shall be members of any one Affiliated Club.

## **13 Election of Executive Committee Members**

- 1) Any Senior Member may be nominated as a candidate for election as an office-bearer or other ordinary Executive Committee Member.
- 2) The nomination must be:
  - a) made in writing and signed by the candidate to the nomination; and
  - b) signed by at least two (2) Senior Members, not including the candidate; and
  - c) accompanied by the written consent of the candidate to the nomination; and
  - d) accompanied by the qualifications of the candidate to the nomination; and
  - e) given to the Secretary at least 14 days before the date fixed for the Annual General Meeting at which the election is to take place.
- 3) The election of Office Bearers to form the Executive shall take place at the conclusion of the Annual General Meeting to be held in November each year.
- 4) If insufficient nominations are received to fill all vacancies:
  - a) the candidates nominated are taken to be elected, and
  - b) a call for further nominations must be made at the meeting.
- 5) A nomination made at the meeting in response to a call for further nominations must be made in the way directed by the chair of the meeting.
- 6) Vacancies that remain after a call for further nominations are taken to be casual vacancies.
- 7) If the number of nominations received is equal to the number of vacancies to be filled, the Members nominated are taken to be elected.

- 8) If the number of nominations received is more than the number of vacancies to be filled, a ballot must be held at the meeting in the way directed by the Executive Committee.

#### **14 Terms of office**

- 1) Subject to this Constitution, an Executive Committee Member holds office from the conclusion of the Annual General Meeting in which they are elected until the conclusion of the next Annual General Meeting, unless they are removed or resign prior to that time.
- 2) A current Executive Committee Member is eligible, if otherwise qualified, for re- election.

#### **15 Vacancies in office**

- 1) A casual vacancy in the office of an Executive Committee Member arises if that Executive Committee Member:
  - a) dies, or
  - b) ceases to be a Member; or
  - c) resigns from office by written notice given to the Secretary; or
  - d) is removed from office by the Association by resolution in general meeting; or
  - e) is absent from three (3) consecutive meetings of the Executive Committee without the consent of the Executive Committee; or
  - f) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth; or
  - g) is prohibited from being a director of a company under the Corporations Act 2001 of the Commonwealth, Part 2D.6; or
  - h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty is imprisonment for at least 3 months; or
  - i) becomes a mentally incapacitated person.
- 2) An Executive Committee Member to whom a proposed resolution referred to in subclause (1)(d) relates may:
  - a) give a written statement, of a reasonable length, to the President or Secretary, and
  - b) request that the Executive Committee send a copy of the statement to each Member at least seven (7) days before the Council Meeting at which the proposed resolution will be considered.
- 3) If the Executive Committee fails to send a copy of a statement received under subclause (2)(a) to each Member in accordance with a request made under subclause (2)(b), the statement must be read aloud by the chair of the Council Meeting at which the proposed resolution will be considered.
- 4) Any casual vacancy arising in the office of Executive Committee Member may be filled by an appointment made by the Executive Committee. The term of office in this instance will be up until the next Annual General Meeting when an election will take place for a new term of office.

#### **16 Executive entitled to Vote**

- 1) Subject to clause 17 (1), all executive are entitled to vote at Executive Meetings.

#### **17 Interested Executive.**

- 1) An Executive who has a material personal interest in a matter that is being considered at an Executive meeting must not:
  - a) be counted in the quorum of Executive while the matter is being considered at the meeting.
  - b) be present while the matter is being considered at the meeting; or

- c) vote on the matter, Unless the Executive voting on the matter is satisfied that the interest should not so disqualify the Executive.
- 2) If an Executive gains a personal interest in a contract or arrangement which the Association has already entered into, the Executive must declare that interest in accordance with clause 17(3)
- 3) An Executive who is in any matter, whether directly or indirectly, interested in a matter which the Association has an interest, or a proposed interest, must declare that interest at the first meeting of the Executive after he or she becomes aware of the interest, by providing written notice which accurately states the nature and extent of the Executive's interest, whether that interest is a relationship or association with a specified person, the holding of any office, or being a member, shareholder or partner of a specified firm, corporation or other entity, or holding of any property or investment, whether directly or indirectly, which may create duties or interest in conflict with the duties or interests of that person as an Executive of the Association.
- 4) An Executive may not execute any document as an Executive of the Association if that document relates to a contract or arrangement in which the Executive has an interest, and which required disclosure in accordance with clause 17.

## **18 Secretary**

- 1) The Secretary must keep minutes of:
  - a) all elections of Executive Committee Members; and
  - b) the names of Executive Committee Members present at a meeting of the Executive Committee or a Council Meeting; and
  - c) all proceedings at Executive Committee meetings and Council meetings.
- 2) The minutes must be:
  - a) kept in written or electronic form; and
  - b) for minutes of proceedings at a meeting -signed, in writing or by electronic means, by:
    - i) the chair of the meeting; or
    - ii) the chair at the subsequent meeting.

## **19 Treasurer**

- 1) The Treasurer must ensure—
  - a) all money owed to the Association is collected; and
  - b) all payments authorised by the Association are made; and
  - c) correct books and accounts are kept showing the financial affairs of the Association, including full details of receipts and expenditure relating to the Association's activities; and
  - d) adhere to the Financial Policy.

## **20 Delegation to sub-committees**

- 1) The Executive Committee may:
  - a) establish one (1) or more sub-committees to assist the Executive Committee to exercise its functions; and
  - b) appoint one (1) or more Members to be the members of the sub-committee.
- 2) The Executive Committee may delegate to the sub-committee the exercise of its functions, other than:
  - a) this power of delegation; or
  - b) a duty imposed on the Executive Committee by the Act or another law.

**Note:** *The Interpretation Act 1987, section 49 deals with various matters relating to delegations.*

## **Division 2 Procedure**

### **21 Executive Committee meetings**

- 1) The Executive Committee must meet at least three (3) times in each 12-month period at the place and time determined by the Executive Committee.
- 2) Regular Executive Committee meetings shall be held on dates determined by the Executive Committee at the first Executive Committee meeting held after the Annual General Meeting.
- 3) Additional meetings of the Executive Committee may be called by any Executive Committee Member.
- 4) The procedure for calling and conducting business at a meeting of a sub-committee is to be as determined by the sub-committee.

**Note:** *The Act, section 30(1) provides that committee meetings may be held as and when the association's constitution requires.*

### **22 Notice of Executive Committee meeting**

- 1) The Secretary must give each Executive Committee Member oral or written notice of a meeting of the Executive Committee at least 48 hours, or another period on which the Executive Committee Members unanimously agree, before the time the meeting is due to commence.
- 2) The accidental omission to give any Executive Committee Member the required notice shall not invalidate a meeting or any of the business of that meeting.
- 3) The notice must describe the general nature of the business to be transacted at the meeting.
- 4) The only business that may be transacted at the meeting is:
  - a) the business described in the notice; and
  - b) business that the Executive Committee Members present at the meeting unanimously agree is urgent business.

### **23 Quorum for Executive Committee meetings**

- 1) The quorum for a meeting of the Executive Committee is a majority of Executive Committee Members.
- 2) No business may be transacted by the Executive Committee unless a quorum is present.
- 3) If a quorum is not present within 30 minutes of the time the meeting commences, the meeting is adjourned:
  - a) to the same place; and
  - b) to the same time of the same day in the following week.
- 4) If a quorum is not present within 30 minutes of the time the adjourned meeting commences, the meeting is dissolved.
- 5) If the number of Executive Committee Members is less than the number required to constitute a quorum for a meeting, the Executive Committee Members may appoint one (1) or more Members as Executive Committee Members to enable the quorum for that meeting to be constituted.
- 6) An Executive Committee Member appointed under subclause (5) holds office, subject to this Constitution, until the next Annual General Meeting.
- 7) This clause does not apply to the filling of a casual vacancy to which clause 15 applies.

**Note:** *The Act, section 28A provides for the filling of vacancies on the committee to constitute a quorum.*

## **24 Chair of Executive Committee meetings**

- 1) The following person will chair a meeting of the Executive Committee:
  - a) the President;
  - b) if the President is absent - the Vice-President;
  - c) if both the President and Vice-President are absent or not present within 30 minutes of the time fixed for the meeting – one of the Executive Committee Members present at the meeting, as elected by the other Executive Committee Members.
- 2) The chair of an Executive Committee meeting has:
  - a) a deliberative vote; and
  - b) in the event of an equality of votes - a second or casting vote.

## **25 Voting at Executive Committee meetings**

- 1) A decision supported by a majority of the votes cast at a meeting of the Executive Committee or a sub-committee at which a quorum is present is the decision of the Executive Committee or sub-committee.
- 2) Voting shall take place in such a manner as the chair of the meeting shall direct, except that a secret ballot shall be taken at the request of any Executive Committee Member.

## **26 Acts valid despite vacancies or defects**

- 1) Subject to clause 23(1), the Executive Committee may act despite there being a casual vacancy in the office of an Executive Committee Member.
- 2) An act done by the Executive Committee or a sub-committee is not invalidated because of a defect relating to the qualifications or appointment of an Executive Committee Member or a member of the sub-committee.

## **27 Resolutions in writing**

- 1) A written resolution, approved in writing by all Executive Committee Members, is taken to be a decision of the Executive Committee made at a meeting of the Executive Committee.

## **28 Hybrid and Virtual Executive Committee Meetings**

- 1) An Executive Committee meeting may be held at two or more venues using any permitted technology, including by holding Hybrid Meetings or Virtual Meetings, provided that it gives Executive Committee Members as a whole a reasonable opportunity to participate.
- 2) All persons participating in a Virtual Meeting and those participating remotely in a Hybrid Meeting must be linked by Virtual Technology for the purpose of the Hybrid Meeting or Virtual Meeting and notice must be provided to the participants advising of the Virtual Technology that will be used to participate in the meeting.
- 3) Each of the persons taking part in the Hybrid Meeting or Virtual Meeting must be able to hear and be heard by each of the other persons taking part at the commencement of the meeting and each person so taking part is deemed for the purpose of this Constitution to be present and in attendance at the meeting.
- 4) At the commencement of the Hybrid Meeting or Virtual Meeting, each person must announce their presence to all other persons taking part in the meeting.
- 5) A person must not leave a Hybrid Meeting or a Virtual Meeting by disconnecting their Virtual Technology unless that person has previously notified the chair of the meeting.
- 6) A person may be presumed conclusively to have been present and to have formed part of a quorum at all times during a Hybrid Meeting or Virtual Meeting unless that person has previously notified the

chair of the meeting of leaving the meeting.

- 7) A minute of proceedings of a Hybrid Meeting or Virtual Meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minutes are certified by the chair of the meeting as correct.

*Note: The Act, section 30(2) and (3) contains requirements relating to meetings held at 2 or more venues using technology.*

## **Part 4 Council Meetings**

### **29 Council**

- 1) The Council shall consist of:
  - a) the Executive Committee Members;
  - b) the Life Members; and
  - c) two (2) Club Delegates from each Affiliated Club.
- 2) The Council shall meet at least three (3) times each year on dates to be fixed by the Executive.

### **30 Powers of Council**

- 1) The Council shall be responsible for the execution of the objects of the Association and, without in any way limiting this responsibility, shall have the power:
  - a) to control and manage the affairs of the Association;
  - b) to fix fees payable by Members and to enforce payment thereof;
  - c) to control the funds of the Association and for that purpose to open and operate banking accounts; to invest funds in any manner authorised by law for the investment of trust funds; to acquire real and personal property of all descriptions and to sell or otherwise dispose of it; to borrow money on behalf of the Association and to give security therefore; to enter into guarantees of indebtedness on behalf of any Affiliated Club; and, generally, to carry out and attend to all such matters as shall be necessary for the proper management and control of the property of the Association;
  - d) to empower the Executive Committee to take action against any Affiliated Club or Member pursuant to this Constitution and any Netball Policy;
- 2) Any delegate appointed to another organisation to represent the Association must submit a report to the Secretary within twenty-eight (28) days of any meetings and functions attended by that delegate on behalf of the Association.

### **31 Annual General Meetings**

- 1) The Annual General Meeting shall be held in November each year.
- 2) Subject to the Act, the Annual General Meeting is to be held at the place and time determined by the Executive Committee.
- 3) The business that may be transacted at an Annual General Meeting includes the following:
  - a) confirming the minutes of the previous Annual General Meeting;
  - b) receiving reports from the Executive Committee on the Association's activities during the previous financial year;
  - c) electing Executive Committee Members;
  - d) receiving and considering financial statements or reports required to be submitted to Members under the Act;
  - e) appointing an auditor for the following year;
  - f) appointing a Returning Officer (where appropriate);

- g) approval of fees and honorarium payments for the following year; and
- h) such other business as the meeting thinks fit.

**Note:** *The Act, section 37(1) and (2) provides for when annual general meetings must be held.*

### **32 Ordinary Council Meetings**

- 1) Ordinary Council Meetings shall be called by the Secretary at the direction of the President.
- 2) Subject to the Act, an Ordinary Council Meeting is to be held at the place and time determined by the Executive Committee.
- 3) The order of business at Ordinary Council Meetings shall be:
  - a) apologies;
  - b) confirmation of minutes;
  - c) business arising from minutes;
  - d) notices of motion;
  - e) correspondence and business arising;
  - f) reports:
    - i) Executive Committee;
    - ii) Treasurer;
    - iii) Umpires Convenor;
    - iv) Coaching Convenor;
    - v) Representative Convenor;
    - vi) other office bearers;
    - vii) sub-committees;
    - viii) delegates to other organisations; and
    - ix) any other reports; and
  - g) general business.

### **33 Special Council Meetings**

- 1) Special Council Meetings shall be called by the Secretary:
  - a) at the direction of the President; or
  - b) upon receipt of a request made by not less than 5% of the total number of Voting Members.
- 2) The request:
  - a) must be in writing; and
  - b) must state the purpose of the meeting; and
  - c) must be signed by the Members making the request; and
  - d) may consist of more than one (1) document in a similar form signed by one (1) or more Members; and
  - e) must be lodged with the Secretary; and
  - f) may be in electronic form and signed and lodged by electronic means.
- 3) If the President fails to call a Special Council Meeting within one (1) month of the request being lodged, one (1) or more of the Members who made the request may call a Special Council Meeting to be held within three (3) months of the date the request was lodged.



- 4) A Special Council Meeting held under subclause (4) must be conducted, as far as practicable, in the same way as a Council Meeting called by the President.
- 5) Subject to the Act, a Special Council Meeting is to be held at the place and time determined by the Executive Committee.

### **34 Notice of Council Meeting**

- 1) The Secretary must give each Executive Committee Member, each Life Member and the secretary of each Affiliated Club (on behalf of each Club Delegate) notice of a Council Meeting:
  - a) if the meeting is the Annual General Meeting or a Special Council Meeting, or a matter to be determined at the meeting requires a special resolution - at least 21 days before the meeting; or
  - b) if the meeting is an Ordinary Council Meeting - at least 7 days before the meeting.
- 2) The notice must specify:
  - a) the place and time at which the meeting will be held; and
  - b) the nature of the business to be transacted at the meeting; and
  - c) if a matter to be determined at the meeting requires a special resolution - that a special resolution will be proposed; and
  - d) whether the meeting is an Annual General Meeting, an Ordinary Council Meeting or a Special Council Meeting.
- 3) The only business that may be transacted at the meeting is:
  - a) the business specified in the notice; and
    - i) for an Annual General Meeting – the business referred to in clause 31; and
    - ii) for an Ordinary Council Meeting – the business referred to in clause 32.
- 4) A Member may give written notice to the Secretary of business the Member wishes to raise at a Council Meeting.
- 5) If the Secretary receives a notice under subclause (4), the Secretary must specify the nature of the business in the next notice calling a Council Meeting.
- 6) The accidental omission to give any Member the required notice shall not invalidate a Council Meeting or any of the business of that Council Meeting.

### **35 Quorum for Council Meetings**

- 1) The quorum for an Annual General Meeting is a majority of Executive Committee Members and Club Delegates representing at least one third of Affiliated Clubs.
- 2) The quorum for other Council Meetings is a majority of Executive Committee Members and Club Delegates representing at least one quarter of Affiliated Clubs.
- 3) No business may be transacted at a Council Meeting unless a quorum is present.
- 4) If a quorum is not present within 30 minutes of the time the meeting commences, the meeting:
  - a) if called on the request of Members - is dissolved, or
  - b) otherwise - is adjourned to such time and place as the chair of the meeting shall decide.

### **36 Adjourned Council Meetings**

- 1) The chair of a meeting may, with the consent of the majority of the Voting members present, adjourn the meeting to another time and place.
- 2) The only business that may be transacted at the adjourned meeting is the business remaining from the meeting at which the adjournment took place.

- 3) If a meeting is adjourned for at least 14 days, the Secretary must give each Executive Committee Member, each Life Member and the secretary of each Affiliated Club (on behalf of each Club Delegate) written notice, at least 1 day before the adjourned meeting, of:
  - a) the time and place at which the adjourned meeting will be held, and
  - b) the nature of the business to be transacted at the adjourned meeting.

### **37 Chair of Council Meetings**

- 1) The following person will chair a Council Meeting:
  - a) the President,
  - b) if the President is absent - the Vice-President,
  - c) if both the President and Vice-President are absent or not present within 30 minutes of the time fixed for the meeting – one (1) of the Executive Members present at the meeting, as decided by the Executive Members.
- 2) The chair of the Council Meeting has:
  - a) a deliberative vote, and
  - b) in the event of an equality of votes - a second or casting vote.

### **38 Voting at Council Meetings**

- 1) All Members may attend Council Meetings but voting shall be restricted to Voting Members.
- 2) A Voting Member is not entitled to vote at a Council Meeting unless the Voting Member (or, in the case of a Club Delegate, their Affiliated Club) has paid all money owed by them to the Association.
- 3) Each Voting Member has one (1) vote, except as provided by clause 37(2)(b).
- 4) A question arising at a Council Meeting must be decided by a simple majority of votes cast by eligible Voting Members by:
  - a) a show of hands; or
  - b) a secret written ballot, but only if:
    - i) the chair of the meeting moves that the question be decided by ballot; or
    - ii) any Voting Member requests that the question should be determined by ballot.
- 5) If a question is decided using a method referred to in subclause (4)(a) or (b), either of the following is sufficient evidence that a resolution has been carried, whether unanimously or by a majority, or lost, using the method:
  - a) a declaration by the chair of the meeting,
  - b) an entry in the Association's minute book.
- 6) A written ballot must be conducted in accordance with the directions of the chair of the meeting.
- 7) A Voting Member cannot cast a vote by proxy.

### **39 Resolutions in writing**

- 1) A written resolution, approved in writing by all Voting Members, is taken to be a decision of the Association made at a general meeting.

### **40 Hybrid and Virtual Council Meetings**

- 1) A Council Committee meeting may be held at two or more venues using any permitted technology, including by holding Hybrid Meetings or Virtual Meetings, provided that it gives Members as a whole a reasonable opportunity to participate.
- 2) All persons participating in a Virtual Meeting and those participating remotely in a Hybrid Meeting must be linked by Virtual Technology for the purpose of the Hybrid Meeting or Virtual Meeting and notice must be provided to the participants advising of the Virtual Technology that will be used to participate in the meeting.
- 3) Each of the persons taking part in the Hybrid Meeting or Virtual Meeting must be able to hear and be heard by each of the other persons taking part at the commencement of the meeting and each person so taking part is deemed for the purpose of this Constitution to be present and in attendance at the meeting.
- 4) At the commencement of the Hybrid Meeting or Virtual Meeting, each person must announce their presence to all other persons taking part in the meeting.
- 5) A person must not leave a Hybrid Meeting or a Virtual Meeting by disconnecting their Virtual Technology unless that person has previously notified the chair of the meeting.
- 6) A person may be presumed conclusively to have been present and to have formed part of a quorum at all times during a Hybrid Meeting or Virtual Meeting unless that person has previously notified the chair of the meeting of leaving the meeting.
- 7) A minute of proceedings of a Hybrid Meeting or Virtual Meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minutes are certified by the chair of the meeting as correct.

*Note: The Act, section 37(3) and (4) contains requirements relating to meetings held at 2 or more venues using technology.*

## **Part 5 Administration**

### **41 Change of name, objects or constitution**

- 1) An application for registration of a change in the Association's name, objects or constitution made under the Act, section 10 must be made by:
  - a) the Public Officer; or
  - b) an Executive Committee Member.

### **42 Funds**

- 1) Subject to a resolution passed by the Association, the Association's funds may be derived from the following sources only:
  - a) the membership and affiliation fees payable by Members;
  - b) donations; and
  - c) other sources as determined by the Executive Committee.
- 2) Subject to a resolution passed by the Association (including any delegation of authority to the Executive Committee), the Association's funds and assets must be used to pursue the Association's objects in the way that the Council determines.
- 3) As soon as practicable after receiving money, the Association must:

- a) deposit the money, without deduction, to the credit of the Association's authorised deposit-taking institution account; and
  - b) issue a receipt for the amount of money received to the person from whom the money was received.
- 4) A cheque or other negotiable instrument must be signed by two (2) authorised signatories.
  - 5) Current bank statements shall be tabled at each Council Meeting, together with a written financial report.
  - 6) The books of the Association shall be audited each year by a qualified person who is not a Member.
  - 7) An audited balance sheet shall be presented to each Annual General Meeting.
  - 8) A copy of the financial reports must, 21 clear days prior to the meeting at which they are tabled, be served on every Member entitled to receive notices of Council Meetings in the manner in which notices are directed to be served.

**Note:** *The Act, section 36 provides for the appointment of authorised signatories.*

### **43 Insurance**

- 1) The Association may take out and maintain insurance as appropriate for the Association's assets and liabilities.

### **44 Non-profit status**

- 1) Subject to the Act and the Regulation, the Association is a 'not-for-profit' organisation and must not conduct the Association's affairs in a way that provides a pecuniary gain for a Member.
- 2) No funds or property shall be transferred directly or indirectly by way of dividend or bonus or by way of profit to or amongst the Members.

### **45 Exception**

- 1) Clause 44(2) does not prohibit making a payment approved by the Executive
  - a) for out-of-pocket expenses incurred by an executive Committee Member in performing their duties.
  - b) For a service rendered to the Association by an Executive in a professional or technical capacity, other than in the capacity as an Executive of the Association, where
    - i) the provision of the service has the prior approval of the Executive; and
    - ii) the amount payable is not more than an amount which commercially would be reasonable payment for the service.
  - c) In good faith to any Member for goods supplied in the ordinary and usual course of business.
  - d) For reasonable and proper rent for premises let by any Member to the Association.
  - e) For salary or wages to any Member who is also an employee of the Association.
  - f) For Representative Officials who may receive gratuity as determined by Executive Committee.

**Note:** *See the Act, section 40.*

### **46 Service of notices**

- 1) For the purposes of this Constitution, a notice may be given to or served on a person:
  - a) by delivering the notice to the person personally; or
  - b) by sending the notice by pre-paid post to the address of the person; or
  - c) by sending the notice by electronic transmission to an address specified by the person for giving or serving the notice.

- 2) A notice is taken to have been given to or served on a person, unless the contrary is proved:
  - a) for a notice given or served personally - on the date on which the notice is received by the person;  
or
  - b) for a notice sent by pre-paid post - on the date on which the notice would have been delivered in the ordinary course of post; or
  - c) for a notice sent by electronic transmission:
    - i) on the date the notice was sent; or
    - ii) if the machine from which the transmission was sent produces a report indicating the notice was sent on a later date—on the later date.

#### **47 Custody of records and books**

- 1) Except as otherwise provided by this Constitution, all records, books and other documents relating to the Association must be kept in New South Wales:
- 2) at the Association's main premises, in the custody of either of the following persons, as determined by the Executive Committee:
  - a) the President; or
  - b) the Secretary; or
  - c) if the Association has no premises - at the Association's official address, in the custody of the Secretary.

#### **48 Inspection of records and books**

- 1) The following documents must be available for inspection, free of charge, by Members at a reasonable time:
  - a) this Constitution;
  - b) minutes of Executive Committee meetings and Council Meetings; and
  - c) records, books and other documents relating to the Association.
- 2) A Member may inspect a document referred to in subclause (1):
  - a) in hard copy; or
  - b) in electronic form, if available.
- 3) A Member may obtain a hard copy of a document referred to in subclause (1) on payment of a fee of not more than \$1, as determined by the Executive Committee, for each page copied.
- 4) The Executive Committee may refuse to allow a Member to inspect or obtain a copy of a document under this clause:
  - a) that relates to confidential, personal, commercial, employment or legal matters; or
  - b) if the Executive Committee considers it would be prejudicial to the interests of the Association for the Member to do so.

#### **49 Distribution of property on winding up**

- 1) Subject to the Act and the Regulation, in a winding up of the Association, the surplus property of the Association (as that term is defined in section 65 of the Act) must be transferred to Netball NSW to be used for the promotion of Netball.

#### **50 This Constitution**

- 1) This Constitution will have effect as a contract:

- a) between the Association and each Affiliated Club;
  - b) between the Association and each other Member; and
  - c) between a Member and each other Member,
- pursuant to which each Member agrees to accept the provisions of this Constitution and comply with its provisions so far as they apply to that Member.
- 2) This Constitution may be altered by special resolution passed by at least 75% of the votes cast at a Council Meeting of which not less than twenty-one (21) days' written notice specifying the resolution(s) to be proposed has been given.
  - 3) Any amendments made to the Constitution by a special resolution of the Members shall be sent to Netball NSW within 28 days of the Council Meeting at which such amendments were approved by Members.