



CONSTITUTION

MOUNT GAMBIER NETBALL ASSOCIATION INC

as adopted at an extraordinary general meeting of members held on 26 September 2016 and amended at the annual general meeting of members held on 4 February 2019

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1. NAME OF ASSOCIATION

The name of the incorporated association is Mount Gambier Netball Association Inc.

2. DEFINITIONS AND INTERPRETATION

2.1 In this Constitution:

Act means the *Associations Incorporation Act 1985 (SA)*.

Ad Hoc Committee means a committee referred to in clause 28.1.2.

Annual General Meeting means an annual general meeting of Members held in accordance with the Act.

Association means Mount Gambier Netball Association Inc.

Board means the board of management of the Association.

Board Meeting means a meeting of the Board.

Board Members means members of the Board from time to time.

By-Laws means any rules relating to official netball games and competitions between and involving Members and other conduct of Members, as determined by the Board under clause 12.4 from time to time.

Chairperson means, in respect of the conduct or proceedings of any General Meeting (other than a determination about who will preside), the person presiding at that meeting.

Committee means an Ad Hoc Committee or Standing Committee.

Constitution means this constitution as amended from time to time.

Financial Year means the period ending on the next 30 September following the adoption of this Constitution, and thereafter the 12 months commencing 1 October and ending on 30 September each year.

Game Official means the person elected game official of the Board under clause 16 from time to time.

General Meeting means an Annual General Meeting or a Special General Meeting.

Honorary Life Member means an individual referred to in clause 5.3.

Liabilities means liabilities, losses, damages, actions, causes of action, arbitrations, claims, orders, judgments, outgoings, costs and expenses.

Member means a member of the Association and **Membership** has a corresponding meaning.

Office Bearer means a person elected office bearer under clause 16 from time to time.

Officer means an officer of the Association within the meaning of the Act.



President means the person elected president of the Board under clause 16 from time to time.

Public Officer means the Secretary or other person appointed as public officer of the Association by the Board from time to time.

Register of Members means a register of Members containing the information referred to in clause 11.

Representative means an individual appointed to represent a Member under clause 7.1 from time to time.

Returning Officer means a person appointed by the Board as returning officer for the election of Board Members under clause 16.3.

Secretary means the person elected as secretary of the Board under clause 16 from time to time.

Special General Meeting means a general meeting of Members other than an Annual General Meeting.

Special Resolution means a resolution passed at a duly convened General Meeting if:

- (a) at a duly convened General Meeting of which at least 21 days' written notice specifying the intention to propose the resolution has been given to all Members; and
- (b) by a majority of not less than three quarters of the Members who being entitled to do so vote at such General Meeting (in person, by Corporate Representative or by proxy).

Standing Committee means a committee referred to in clause 28.1.3.

Treasurer means the person elected as treasurer of the Board under clause 16 from time to time.

Vice President means the person elected vice president of the Board under clause 16 from time to time.

2.2 In this Constitution, unless the context otherwise requires:

2.2.1 headings do not affect interpretation;

2.2.2 singular includes plural and plural includes singular;

2.2.3 words of one gender include any gender;

2.2.4 a reference to a person includes a partnership, corporation, association, government body and any other entity;

2.2.5 a reference to legislation includes any amendment to it, any legislation substituted for it, and any subordinate legislation made under it;

2.2.6 the meaning of general words is not limited by specific examples introduced by 'including', 'for example' or similar expressions.



3. OBJECTS AND PURPOSES

- 3.1 The objects of the Association are the encouragement and promotion of netball in Mount Gambier.
- 3.2 The assets and income of the Association must be applied exclusively to the promotion of its objects and no portion may be paid or distributed directly or indirectly to the Board Members, except as bona fide remuneration for services rendered or expenses incurred on behalf of the Association.

4. POWERS

The Association has, subject to the Act and other applicable laws:

- 4.1 the legal capacity and powers of an individual and all the powers of a body corporate;
- 4.2 the power to do all things necessary or convenient to be done for, or in connection with, the attainment of its objects and purposes.

5. PATRONS AND HONORARY LIFE MEMBERS

- 5.1 The Board may invite eminent persons to hold the position of Patron and Vice Patron of the Association for a term of office as the Board may determine.
- 5.2 The Patron and Vice Patron shall have no responsibilities in relation to the affairs of the Association and shall have such role as determined by the Board from time to time.
- 5.3 Subject to clauses 5.4 and 5.5, a person may be appointed an honorary life member of the association at the Annual Awards Presentation.
- 5.4 A Member may nominate any individual for appointment as an Honorary Life Member in recognition of outstanding services rendered to the Association. The nomination must be in writing and set out the nominee's history of service to the Association and the grounds for his or her nomination. The notice must be given to the Secretary at least 30 days prior to the Annual Awards Presentation.
- 5.5 The Board may appoint an Honorary Life Member at the Annual Awards Presentation:
 - 5.5.1 following receipt of a nomination under clause 5.4; or
 - 5.5.2 upon the Board's own initiative.
- 5.6 The Board may revoke an individual's Honorary Life Membership by notice in writing to that individual and without giving any reason for such revocation.
- 5.7 An Honorary Life Member is not a member of the Association but shall be entitled to such rights and privileges as determined by the Board from time to time.

6. MEMBERSHIP

- 6.1 Membership is open to all netball clubs in South Australia.
- 6.2 An application for Membership must be:



- 6.2.1 in writing and in the form determined by the Board;
- 6.2.2 accompanied by any initial fee determined by the Board; and
- 6.2.3 given to the Secretary.
- 6.3 The Board determines whether an applicant is accepted as a Member.
- 6.4 The Board is not required to give any reason for the rejection of an application for Membership.
- 6.5 If an application for Membership is accepted, the Association must:
 - 6.5.1 give written notice of the acceptance to the applicant;
 - 6.5.2 request payment of any amount owing for the initial fee and annual subscription fees under clause 8 (being a pro rata sum if so determined by the Board); and
 - 6.5.3 upon payment of that amount, enter the applicant's name in the register of Members under clause 11.
- 6.6 If an application for Membership is rejected, the Association must:
 - 6.6.1 give written notice of the rejection to the applicant; and
 - 6.6.2 refund in full any fees paid by the applicant.
- 6.7 The Members upon the adoption of this Constitution are the netball clubs listed in Schedule 1.
- 6.8 All Members are bound by this Constitution and by the By-Laws.

7. REPRESENTATIVES

- 7.1 A Member may appoint up to two individuals as the Member's Representative to represent the Member at a particular General Meeting or at all General Meetings.
- 7.2 The Representatives must be listed on the Register of Members.
- 7.3 A Member must appoint its Representative by a resolution of its board, and must provide a copy of its relevant minutes certified correct by its chairperson or secretary to the Secretary at least 48 hours before the commencement of the relevant General Meeting or resumed General Meeting.
- 7.4 A Representative is treated as a Member for all purposes until:
 - 7.4.1 the Member's board resolves to revoke the appointment and provides a copy of its relevant minutes to the Secretary at least 48 hours before the commencement of the relevant General Meeting or resumed General Meeting; or
 - 7.4.2 the President believes on reasonable grounds that the Member's board has resolved to revoke the appointment.



8. SUBSCRIPTIONS

- 8.1 The subscription fees for Membership are determined by the Board from time to time.
- 8.2 The subscription fees for Membership are payable annually on 1 July or any other time determined by the Board from time to time.
- 8.3 Any Member whose subscription is outstanding for more than three months after the due date ceases to be a Member. However the Board may reinstate such a person's Membership on any terms it thinks fit.

9. RESIGNATION

- 9.1 A Member may resign from Membership by giving written notice to the Secretary.
- 9.2 A resigning Member is liable for any outstanding subscriptions. The Association may recover them as a debt due to the Association.

10. EXPULSION OF A MEMBER

- 10.1 Subject to giving a Member an opportunity to be heard or to make a written submission, the Board may resolve to expel a Member upon a charge of breach of the By-Laws or other misconduct detrimental to the interests of the Association.
- 10.2 Particulars of the charge must be communicated to the Member at least one calendar month before the Board Meeting at which the matter will be determined.
- 10.3 The Board must communicate its determination to the Member. In the event of an adverse determination, subject to clause 10.4, Membership ceases 14 days after the Board does so.
- 10.4 The Member may appeal to the Association in General Meeting against the expulsion. The Member must communicate to the Secretary the intention to appeal within 14 days after the Board communicates its determination to the Member.
- 10.5 In the event of an appeal against the expulsion:
 - 10.5.1 the Member must be given an opportunity to put its case to the General Meeting by giving the Secretary a written statement for circulation to the Members (providing that the statement is under 1,000 words and in the opinion of the President is not defamatory) and/or speaking to the motion at the meeting;
 - 10.5.2 the appellant's Membership is terminated only if the General Meeting upholds the determination of the Board, and in that event, Membership is terminated at the date of the General Meeting.

11. REGISTER OF MEMBERS

- 11.1 The Association must at all times keep an up to date register of its Members listing in relation to each Member at least:
 - 11.1.1 the Member's name and address;
 - 11.1.2 the Representatives of that Member and their contact details; and



11.1.3 the date on which the Member's name is entered in the register.

11.1.4 the date on which a Member ceased being a Member.

11.2 It is the responsibility of the Secretary to maintain or cause to be maintained the Register of Members in accordance with this clause.

12. FUNCTIONS AND POWERS OF BOARD

12.1 The affairs of the Association are governed exclusively by the Board and not by the Members. In addition to the powers and authorities conferred by this Constitution, the Board may exercise all powers and do all things that are within the objects of the Association, and are not by the Act or by this Constitution, required to be done by the Association in General Meeting.

12.2 The Board may determine the manner in which its meetings and its business and proceedings are conducted and regulated.

12.3 The Board may interpret this Constitution and determine any matter relating to the affairs of the Association on which this Constitution is silent.

12.4 The Board may make, modify, vary or revoke any By-Laws.

13. COMPOSITION OF BOARD

13.1 The Board comprises a minimum of four and a maximum of eight Board Members.

13.2 Notwithstanding clause 13.1, while the number of Board Members is below the minimum, the Board may still convene Board Meetings and pass resolutions to appoint additional Board Members, but for no other purpose.

13.3 An individual may be appointed or elected a Board Member only if:

13.3.1 such individual is over 18 years of age and otherwise qualified to hold office in accordance with the Act; and

13.3.2 such individual has consented in writing to being a Board Member.

13.3.3

13.4 The Board Members upon the adoption of this Constitution are the individuals listed in Schedule 2. Subject to clause 13.7, those Board Members hold office until the conclusion of the second Annual General Meeting after the adoption of this Constitution at which time half of them, determined by lot, must retire from office.

13.5 Subject to clause 13.7, at the conclusion of each subsequent Annual General Meeting, half of the Board Members must retire from office.

13.6 The Board Members to retire under clause 13.5 are those who have been longest in office since their last election, and as between persons who became Board Members on the same day, are determined by lot (unless otherwise agreed amongst themselves).

13.7 If at the time of the retirement of any Board Members under clause 13.4 or 13.5 the number of Board Members is not a multiple of two, then the number of Board Members to retire is rounded down to the nearest whole number.



- 13.8 A Board Member retiring under clause 13.4 or 13.5 is eligible for election under clause 15.

14. **BOARD VACANCIES**

- 14.1 The office of a Board Member becomes vacant if the Board Member:
- 14.1.1 reaches the end of their term of office;
 - 14.1.2 dies or becomes a person whose estate is liable to be dealt with in any way under laws relating to mental health;
 - 14.1.3 becomes disqualified from holding office under the Act;
 - 14.1.4 ceases to be a Representative;
 - 14.1.5 resigns from office by notice in writing to the President or Secretary; or
 - 14.1.6 is absent from three consecutive Board Meetings without the leave of the Board.
- 14.2 Subject to clause 13.3, the Board may appoint a person to fill any vacancy on the Board, however arising. A Board Member so appointed holds office until the conclusion of the next Annual General Meeting.
- 14.3 A Board Member retiring under clause 14.2 is eligible for election under clause 15.

15. **ELECTION OF BOARD MEMBERS**

- 15.1 Subject to clause 13.1, at each Annual General Meeting, the Association may elect Board Members.
- 15.2 The Board must appoint a returning officer in respect of each election of Board Members under this clause.
- 15.3 A candidate is eligible for election to the Board at an Annual General Meeting only if the candidate is:
- 15.3.1 a retiring Board Member; or
 - 15.3.2 nominated by a Member (**proposer**). The nomination must:
 - 15.3.2.1 be in the form approved by the Board;
 - 15.3.2.2 be signed by the proposer;
 - 15.3.2.3 state that the candidate is willing to stand for election to the Board and be signed by the candidate; and
 - 15.3.2.4 be provided to the Secretary.
- 15.4 The Association must give Members notice calling for Members to nominate candidates for election to the Board not less than 56 days before the Annual General Meeting.
- 15.5 Nominations for election to the Board close 35 days before the Annual General Meeting.



- 15.6 A retiring Board Member is deemed to nominate for election unless they advise the Returning Officer to the contrary in writing before nominations close.
 - 15.7 The Returning Officer must scrutinise nominations immediately upon receipt and reject a nomination where it appears to the Returning Officer that the candidate is not eligible for appointment to the Board under clause 13.3. Upon rejecting a nomination, the Returning Officer must notify the candidate, the candidate's proposers and the Board.
 - 15.8 If the number of candidates for election to the Board is equal to or less than the maximum number of positions which could be filled:
 - 15.8.1 the Annual General Meeting may appoint one or more candidates as a Board Member by passing separate resolutions at the Annual General Meeting;
 - 15.8.2 the election process set out in clauses 15.9 to 15.12 is discontinued; and
 - 15.8.3 the Association must include on or with the notice of the Annual General Meeting a notice:
 - 15.8.3.1 stating that the election process is discontinued;
 - 15.8.3.2 setting out the name of each candidate;
 - 15.8.3.3 stating that the Annual General Meeting will vote on the appointment of each candidate as a Board Member by separate ordinary resolutions.
 - 15.9 Unless clause 15.8 applies, the election of Board Members is held by ballot prior to the Annual General Meeting and the Returning Officer must:
 - 15.9.1 prepare ballot papers for the election;
 - 15.9.2 determine the order in which candidates appear on the ballot paper;
 - 15.9.3 ensure some authenticating mark appears on each ballot paper;
 - 15.9.4 ensure that a ballot paper is enclosed with the notice of the Annual General Meeting sent to all Members.
 - 15.10 The ballot closes seven days before the Annual General Meeting.
 - 15.11 The Returning Officer is responsible for the conduct of the ballot in accordance with this clause and any requirements determined by the Board from time to time.
 - 15.12 The Chairperson must announce the results of the ballot at the Annual General Meeting.
- 16. ELECTION OF OFFICE BEARERS**
- 16.1 At the first Board Meeting held after each Annual General Meeting, the Board must elect a president, vice president, secretary, treasurer and game official from among their number. The Office Bearers elected upon the adoption of this Constitution are the individuals listed in Schedule 2 as president, vice president, secretary, treasurer and game official.



- 16.2 Subject to this Constitution, Office Bearers hold office until the conclusion of the election of Office Bearers at the first Board Meeting held after the first Annual General Meeting following their appointment.
- 16.3 A retiring Office Bearer is eligible for re-election.
- 16.4 Nominations for office of an Office Bearer are made in the manner determined by the Board.
- 16.5 If there is only one nomination for the office of an Office Bearer, the nominee stands elected to such office.
- 16.6 If there is more than one nomination for the office of an Office Bearer, then there must be an election for such office conducted by secret ballot.
- 16.7 The office of any Office Bearer becomes vacant if the Office Bearer:
- 16.7.1 reaches the end of their term of such office;
 - 16.7.2 resigns from such office by notice in writing to the Board or Secretary;
 - 16.7.3 is removed from such office by resolution of the Board; or
 - 16.7.4 ceases to be a Board Member.
- 16.8 Should a vacancy occur in the office of any Office Bearer, the Board must promptly fill such vacancy by appointment from among their number.

17. PROCEEDINGS OF BOARD

17.1 Ordinary meetings

The Board must meet at least six times a year or more often as required at a time, date and place fixed by the President from time to time.

17.2 Notice

Except in the case of an emergency, at least seven days' notice of all Board Meetings must be given to all Board Members and such notice may be given verbally, by letter, by facsimile, or telephone or by any other means consented to by all the Board Members. The consent may be a standing one and can only be withdrawn by a Board Member on seven days' notice.

17.3 Quorum

The presence of more than half the Board Members constitutes a quorum at a Board Meeting and no business may be transacted unless a quorum is present.

17.4 Voting

All matters before the Board for decision at any Board Meeting must be decided by a majority of votes of the Board Members present. Subject to this Constitution, each Board Member present at a Board Meeting is entitled to one vote only except for the Board Member chairing the Board Meeting who has a deliberative, and in case of equality of voting, a casting vote.



17.5 Special meetings

Special Board Meetings may be convened by the President, or by direction of the President, or at the requisition in writing of two or more Board Members.

17.6 Chairing of meetings

17.6.1 Subject to clauses 17.6.2 and 17.6.3, the President must preside at all Board Meetings.

17.6.2 If the President is absent or is unable or unwilling to preside at any Board Meeting, the Vice President must preside at that Board Meeting.

17.6.3 If the President and the Vice President are absent or are unable or unwilling to preside at any Board Meeting, the Board must appoint any other Board Member present to preside at that Board Meeting.

17.7 Attendance other than Board Members

17.7.1 The President must attend all Board Meetings unless otherwise directed by the Board.

17.7.2 Others may attend Board Meetings with the approval of the Board, and the resolution is recorded in the minutes of the Board Meeting.

17.8 Meetings using technology

17.8.1 A Board Meeting may be held with one or more of the Board Members taking part by telephone or video link. Such Board Members are regarded as present at the Board Meeting if such Board Members are able to hear the proceedings of the entire Board Meeting and to be heard by all others attending the Board Meeting.

17.8.2 Without limiting clause 17.8.1, a Board Meeting may be called or held using any technology consented to by all Board Members. The consent may be a standing one and can only be withdrawn by a Board Member on seven days' notice.

17.8.3 A Board Meeting conducted in accordance with clauses 17.8.1 or 17.8.2 is deemed to be held at a place determined by the Board Members, provided that at least one of the Board Members present at the Board Meeting was at such place for the duration of that Board Meeting.

17.9 Circulating resolutions

17.9.1 The Board Members may pass a resolution without a Board Meeting being held if all the Board Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.

17.9.2 Separate copies of a document may be used for signing if the wording of the resolution and statement is identical in each copy.

17.9.3 The resolution is passed when the last Board Member signs.



17.10 Pecuniary interests

17.10.1 A Board Member who has a direct or indirect pecuniary interest in a contract or proposed contract with the Association, or in any other matter which is before the Board for discussion, must, as soon as the Board Member becomes aware of the interest, disclose to the Board the nature and extent of the interest.

17.10.2 Where a Board Member has a direct or indirect pecuniary interest in a contract or proposed contract with the Association, or in any other matter which is before the Board for discussion, that Board Member must not vote with respect to that contract or matter but may, subject to that Board Member complying with clause 17.10.1, take part in the deliberations or discussions of the Board with respect to that contract or matter.

17.10.3 Clauses 17.10.1 and 17.10.2 do not apply in respect of any pecuniary interests that exist only by virtue of the fact that the Board Member is a member of a class of persons for whose benefit the Association is established.

18. BOARD HONORARIUM AND EXPENSES

18.1 The Association may pay the Board Members a maximum total honorarium for Board Members determined by the General Meeting.

18.2 The Board may determine the allocation of the total honorarium among the Board Members. If the Board does not determine the allocation, the total amount of the honorarium must be allocated equally among the Board Members.

18.3 In addition to any honorarium, the Association may also pay any extraordinary travelling and other expenses Board Members properly incur:

18.3.1 in attending Board Meetings or meetings of any Committee;

18.3.2 in attending any General Meeting; and

18.3.3 otherwise in connection with the business of the Association.

19. CONVENING GENERAL MEETINGS

19.1 The Board may call a Special General Meeting at any time, and must call an Annual General Meeting in accordance with the Act.

19.2 The first Annual General Meeting must be held within 18 months after the incorporation of the Association, and thereafter within five months after the end of each Financial Year.

19.3 Within one month of the receipt of a requisition in writing of not less than two Members, the Board must convene a Special General Meeting for the purpose specified in the requisition.

19.4 Every requisition for a Special General Meeting must be signed by the Members making it and must state the purpose of the meeting.

19.5 If the Board does not convene the Special General Meeting as required by this clause, the requisitionists may convene it. It must be convened in the same manner as a meeting convened by the Board, and for this purpose the Board must



ensure that the requisitionists are supplied free of charge with particulars of the Members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting must be borne by the Association.

20. NOTICE OF GENERAL MEETINGS

- 20.1 At least 21 days' notice of each General Meeting must be given to Members. The notice must set out where and when the meeting will be held and particulars of the nature and order of the business to be transacted at the meeting.
- 20.2 For an Annual General Meeting, the order of business is the consideration of the accounts and reports of the Board, the election of Board Members (if required), and any other business requiring consideration by the Association in General Meeting. The order of business also includes consideration of the reports of the auditors and the appointment of auditors in respect of any Financial Year in which the Association is required to prepare audited accounts in accordance with the Act.
- 20.3 The Association may give notice of General Meeting to a Member by serving the Member with the notice by post or electronic mail to the address of the Member appearing in the Register of Members.
- 20.4 Where a notice is sent by post, service of the notice is deemed to be effected if it is properly addressed and posted to the Member by ordinary prepaid mail or sent by electronic mail. It is deemed to be received four business days after posting, if posted to and from a place within Australia.
- 20.5 The accidental omission to give notice of a General Meeting to a Member, or the non-receipt of notice, does not invalidate the proceedings of the meeting.

21. QUORUM AT GENERAL MEETINGS

- 21.1 No business may be transacted at a General Meeting unless a quorum is present.
- 21.2 The quorum for a General Meeting is 8 Representatives.
- 21.3 If a quorum is not present within 30 minutes after the time appointed for a General Meeting:
 - 21.3.1 if the meeting was convened upon the requisition of Members, it is dissolved;
 - 21.3.2 in any other case, it is adjourned to the following day at the same time and place or to any other day time and place determined by the Chairperson in consultation with the President. If a quorum is not present within 30 minutes after the time appointed for the resumed meeting, the meeting is dissolved.

22. CHAIRPERSON TO PRESIDE AT GENERAL MEETINGS

- 22.1 Subject to clause 22.2, the President must preside at all General Meetings as Chairperson.
- 22.2 If the President is absent or is unable or unwilling to preside at any General Meeting as Chairperson, the Vice President must preside at that General Meeting.
- 22.3 If the President and the Vice President are absent or are unable or unwilling to preside at any General Meeting, the Members present must appoint any other



Board Member or Representative present to preside at that General Meeting as Chairperson.

22.4 The Chairperson:

22.4.1 has charge of the general conduct of the General Meeting and of the procedures to be adopted at the meeting;

22.4.2 may determine any dispute about the admission or rejection of a vote;

22.4.3 may require the adoption of any procedure which is in the Chairperson's opinion necessary or desirable for proper and orderly debate or discussion and the proper and orderly casting or recording of votes at the meeting; and

22.4.4 may terminate discussion or debate on any matter whenever the Chairperson considers it necessary or desirable for the proper conduct of the meeting,

and a decision by the Chairperson under this clause is final.

23. ADJOURNMENTS

23.1 The Chairperson may adjourn a General Meeting to any place, date and time.

23.2 The Chairperson must adjourn a General Meeting if a majority of Members present at the meeting agree or direct the Chairperson to do so. The Chairperson may adjourn the meeting to any place, date and time.

23.3 If the meeting is adjourned for more than one month, notice of the resumed meeting must be given as for the original meeting.

23.4 Only unfinished business may be transacted at a resumed meeting.

24. IDENTITY OF REPRESENTATIVES

The Chairperson may require an individual at a General Meeting to establish to the satisfaction of the Chairperson that the individual is the Representative of a Member for that meeting. If unable to do so, the person may be excluded from the meeting or from voting at the meeting.

25. VOTING AT GENERAL MEETINGS

25.1 Subject to clause 25.2:

25.1.1 only Members' Representatives may vote at General Meetings;

25.1.2 at a General Meeting, each Representative has one vote in relation to each resolution.

25.2 In the event that there is an equality of votes in relation to any proposed resolution, the Chairperson has a deciding vote in addition to any vote that the Chairperson may also have as a Representative.

25.3 A challenge to the right of a person to vote at a General Meeting may only be raised at the meeting and must be determined by the Chairperson, whose decision is final.



- 25.4 At any General Meeting, each resolution must be decided on a show of hands unless a poll is demanded in accordance with this clause.
- 25.5 On a show of hands, a declaration by the Chairperson is conclusive evidence of the result. Neither the Chairperson nor the minutes need to state the number or proportion of the votes recorded in favour of or against the resolution.
- 25.6 A poll (by either public vote or secret ballot) may be demanded in relation to any proposed resolution by:
- 25.6.1 the Chairperson;
- 25.6.2 at least two Representatives.
- 25.7 A poll may only be demanded:
- 25.7.1 before a vote is taken; or
- 25.7.2 before the voting results on a show of hands are declared; or
- 25.7.3 immediately after the voting result on a show of hands is declared.
- 25.8 A demand for a poll may be withdrawn.
- 25.9 A poll demanded on a matter other than the election of a Chairperson or the question of an adjournment at a General Meeting must be taken when and how the Chairperson directs. A poll on the election of a Chairperson or the question of an adjournment at a General Meeting must be taken immediately.
- 25.10 A demand for a poll does not prevent the General Meeting dealing with other business.
- 26. CONDUCT AT GENERAL MEETINGS**
- The Chairperson may refuse admission to a General Meeting to a person, or require a person to leave a General Meeting and not return, if:
- 26.1 the person refuses to permit examination of an article in the person's possession;
- 26.2 the person is in possession of an article (including an electronic or recording device, placard or banner) which the Chairperson considers to be dangerous, offensive or liable to cause disruption; or
- 26.3 the Chairperson otherwise considers the person is causing or may cause undue disruption or interference with the efficient and proper conduct of the meeting.
- 27. MINUTES**
- 27.1 The Association must cause minutes of all proceedings of General Meetings and of Board Meetings to be entered within one month after the relevant meeting in books kept for that purpose.
- 27.2 The Association must cause those minutes to be:
- 27.2.1 confirmed by the Members or Board Members present at a subsequent meeting;



- 27.2.2 signed by the person chairing the meeting at which the proceedings took place or by the person chairing the meeting at which the minutes are confirmed.
- 27.3 A minute that is so entered, confirmed and signed is, in the absence of proof to the contrary, to be accepted as proof of the proceedings to which the minute relates.
- 27.4 Where minutes have been so entered, confirmed and signed, it is to be taken, in the absence of proof to the contrary, that:
 - 27.4.1 the meeting to which the minutes relate was held; and
 - 27.4.2 the proceedings that are recorded in the minutes occurred; and
 - 27.4.3 all appointments of Officers or auditors that are recorded in the minutes were validly made.

28. DELEGATIONS

- 28.1 The Board may delegate any of their powers (including the power to delegate) to:
 - 28.1.1 a Board Member;
 - 28.1.2 an Ad Hoc committee of Board Members and/or other persons;
 - 28.1.3 a Standing committee of Board Members and/or other persons;
 - 28.1.4 an employee of the Association; or
 - 28.1.5 any other person.
- 28.2 A delegation must be in writing.
- 28.3 The Board may revoke or vary that delegation.
- 28.4 A delegation does not derogate from the Powers of the Board to act in any matter.
- 28.5 A Committee or other delegate must exercise their powers in accordance with any directions given by the Board.

29. COMMITTEES

- 29.1 The Board may from time to time appoint such committees (Ad Hoc or Standing) as it thinks necessary and may delegate or refer to them such of the powers and the duties of the Board as the Board determines.
- 29.2 A delegation to a Committee may be by way of written terms of reference for that Committee as approved by the Board.
- 29.3 An Ad Hoc Committee may only operate for a period of up to 12 months as determined by the Board.
- 29.4 A Standing Committee will operate until the board so determines.
- 29.5 All delegations to Standing Committees must be reviewed at the first Board Meeting in each Financial Year.



- 29.6 The Board may remove a delegation to a Committee and appoint a replacement at any time.
- 29.7 The Board may appoint a new delegation to a Committee at any time.
- 29.8 The Board must appoint a Board Member as chairperson of a Standing Committee appointed under clause 29.2.
- 29.9 The Board may appoint any person as chairperson of an Ad Hoc Committee.
- 29.10 Rules about Board Meetings apply to meetings of all Committees, unless the Board otherwise determines.
- 29.11 All Committees must furnish regular reports of their activities to the Board.
- 29.12 The existence of or delegation to a committee does not derogate from the powers of the Board to act in any matter.

30. **VALIDATION OF ACTS**

The acts of the Board, a Committee, an Officer or delegate of the Association are valid even if it is subsequently discovered that there was a defect in an appointment or any of them was disqualified.

31. **PUBLIC OFFICER**

Unless otherwise determined by the Board, the Secretary (ex officio) is the Public Officer.

32. **FINANCE AND ACCOUNTS**

- 32.1 All money received for the benefit of the Association is the property of the Association and must be deposited to the credit of the Association at a bank nominated from time to time by the Board.
- 32.2 Debts incurred by the Association in the ordinary course of business must be paid by cheque, credit card or electronic funds transfer authorised by any persons appointed by the Board.
- 32.3 The Association shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association.

33. **PRESIDENT**

The President shall act as:

- 33.1 Chairperson as provided or permitted by this Constitution.
- 33.2 Spokesperson of the Association as permitted under clause 38.

34. **VICE PRESIDENT**

The Vice President shall support the President in the discharge of his or her duties and in particular, act as Chairperson in the absence or ill health of the President.



35. **TREASURER**

35.1 The Treasurer is responsible for ensuring that:

35.1.1 all funds received by the Association are paid into the an Association bank account as soon as practicable after they are received;

35.1.2 the Association's debts are paid as they fall due; and

35.1.3 the Association keeps accurate financial records as required by the Act.

35.2 The Treasurer must submit to the Board regular statements of the financial position of the Association as directed by the Board from time to time.

36. **THE SECRETARY**

The Secretary is responsible for ensuring that:

36.1 notice of all General Meetings is given in accordance with this Constitution; and

36.2 the following records of the Association are properly maintained:

36.2.1 the Constitution; and

36.2.2 minutes of all General Meetings and Board Meeting; and

36.3 notices and other records of the Association required to be lodged under the Act are lodged in accordance with the Act.

37. **GAME OFFICIAL**

The Game Official is responsible for:

37.1 ensuring that all records with respect to official games of Members are properly maintained; and

37.2 acting as the adjudicator for any disputes arising from, or related to, official games of Members.

38. **SPOKESPERSON**

38.1 The President and Vice President, or the Secretary at the direction of the President or Vice President, shall act as spokesperson of the Association unless an alternative spokesperson has been appointed by the Board or a General Meeting.

38.2 The spokesperson shall not make any statements to the media or otherwise make public statements except:

38.2.1 in accordance with the Association policy; or

38.2.2 in an emergency, following consultation with at least one other Board Member.

39. **SEAL AND SEAL HOLDER**

39.1 The Board must provide for the safe custody of the seal of the Association.



39.2 The seal may only be used by the authority of the Board. Every instrument to which the seal is affixed must be signed by:

39.2.1 two Board Members; or

39.2.2 the President and an Office Bearer

in whose presence the seal is affixed.

39.3 A register listing the documents to which the seal has been affixed must be maintained.

39.4 The seal must be kept in the custody of the President or such other person determined by the Board from time to time.

40. **AMENDMENT OF CONSTITUTION**

Subject to the Act, this Constitution may be amended, repealed or replaced by Special Resolution.

41. **WINDING UP**

41.1 The Association may be wound up by Special Resolution in accordance with the Act.

41.2 If, upon dissolution of the Association, there remains, after the satisfaction of its debts and liabilities any money or any property whatsoever, the remaining money and property must be transferred to a fund, authority or institution determined by the General Meeting:

41.2.1 which has objects similar to those of the Association; and

41.2.2 whose rules prohibit the distribution of its income among its Members.



42. INDEMNITY

- 42.1 Subject to the Act, every person who is or has been an Officer must be indemnified out of the property of the Association against any Liabilities incurred in connection with that person's position as an Officer except a Liability:
- 42.1.1 owed to the Association; or
 - 42.1.2 that did not arise out of conduct in good faith; or
 - 42.1.3 for legal costs in defending or resisting proceedings in which the person is found by a court to have a Liability for which the person cannot be indemnified under any of the foregoing provisions of this clause; or
 - 42.1.4 for legal costs in defending or resisting criminal proceedings in which the person is found guilty.
- 42.2 For the purposes of clause 42.1:
- 42.2.1 **legal costs** means legal costs on a solicitor and own client basis; and
 - 42.2.2 **proceedings** means any initial legal proceeding and any appeal proceeding.
- 42.3 The Association need not indemnify a person under clause 42.1 in respect of a Liability to the extent that the person is entitled to an indemnity in respect of that Liability under a contract of insurance.
- 42.4 Where a person seeks to rely on the indemnity contained in clause 42.1, that person must:
- 42.4.1 immediately notify the Association of any claim which gives rise to or could give rise to a Liability of the Association to that person under the indemnity;
 - 42.4.2 permit the Association to conduct any negotiations and proceedings in respect of the claim in the name of the person and to have the sole arrangement and the control of such negotiations or proceedings and to settle or compromise the claim or make any admission or payment in relation thereto;
 - 42.4.3 not make any admission without the prior written consent of the Association;
 - 42.4.4 promptly render all reasonable assurance and co-operation to the Association as requested by the Association.
- 42.5 The Association must make available for inspection by any person who is or has been an Officer the books and records of the Association at all reasonable times for the purposes of any proceedings in connection with that person's position as an Officer:
- 42.5.1 to which the person is a party; or
 - 42.5.2 that the person proposes in good faith to bring; or
 - 42.5.3 that the person has reason to believe will be brought against the person.



- 42.6 The obligations of the Association in respect of any person who is or has been an Officer under clause 42.5 cease on the expiry of seven years after that person ceases to be an Officer.

43. **INSURANCE**

- 43.1 Subject to the Act, the Association must maintain at its cost a policy of insurance (**Policy**) with a reputable Australian insurer insuring every person who is or has been an Officer against any Liabilities incurred by that person in connection with that person's position as an Officer except a Liability of the kind referred to in clauses 42.1.1 to 42.1.4.
- 43.2 The Policy must provide for an insurance payout to the person of at least \$5,000,000.00 per claim.
- 43.3 The Association must not by any act or omission render the Policy void or voidable or otherwise vitiate the Policy.
- 43.4 The Association must promptly upon request by each person who is or has been an Officer, produce to him or her, a copy of the insurance policy or any certificates of insurance or other reasonable documentary evidence of the currency of the Policy maintained in accordance with this clause.
- 43.5 The obligations of the Association in respect of any person who is or has been an Officer of the Association under this clause ceases on the expiry of seven years after that person ceases to be an Officer.



Schedule 1 - Initial Members

- Amazons Netball Club
- Hobitz Netball Club
- Intruders Netball Club
- Nomads Netball Club
- Saints Netball Club
- Vicis Netball Club
- Zodiacs Netball Club



Schedule 2 - Initial Board Members

- Paul Gibbs, President
- Yvette Holmes, Secretary
- Jane Martin, Treasurer
- Charmaine Ramage, Game Official

**This is the annexure marked 'A' referred to in the
statutory declaration of Patricia Joyce Rea made on
the day of 20**

before me: