

Constitution

YARRA NETBALL ASSOCIATION INC
(formerly Richmond Netball Association Inc)
Registration No. A0022742V

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Constitution of Yarra Netball Association Inc. (formerly Richmond Netball Association Inc.)

PART I – PURPOSES, POWERS AND INTERPRETATION

1. NAME

The name of the incorporated association is Yarra Netball Association Incorporated (formerly Richmond Netball Association Inc.)

2. PURPOSES OF ASSOCIATION

The Association is established solely for these purposes.

The purposes of the Association are to:

- (a) encourage, conduct, promote, and administer Netball in the Richmond area;
- (b) control, manage and conduct Netball competitions;
- (c) control and administer Association matches between Clubs and Teams;
- (d) control and manage participation by teams and players in Netball competitions within the area of its jurisdiction;
- (e) control and manage Association representative teams (and enter them into competitions);
- (f) encourage participation and enjoyment in the sport of Netball as a means of improving friendship, fitness and the fun of Netball;
- (g) assist Netball Victoria to manage, promote and control Netball, Clubs, Teams and Affiliated Members within the area of its jurisdiction;
- (h) consider and deal with all matters submitted to it by any Member;
- (i) co-operate with other Associations of Netball Victoria in any Netball related matters;
- (j) conduct and control any Association Netball event and functions;
- (k) promote the health and safety of all its Members, athletes, officials and other individuals participating in Netball in any capacity;
- (l) act at all times on behalf of, and in the interests of, the Members and Netball;
- (m) affiliate and otherwise liaise with Netball Victoria and such other bodies as may be desirable, in the pursuit of these objects;
- (n) apply the property and capacity of the Association towards the fulfilment and achievement of these purposes;

- (o) pursue through itself or others such commercial arrangements, including sponsorship and marketing opportunities, as are appropriate to further the purposes of the Association; and
- (p) undertake to do all such things and activities which may be necessary for the accomplishment of these objectives.

3. POWERS OF ASSOCIATION

Solely for furthering the purposes set out above, the Association has all the rights, powers and privileges conferred on it under the Act, in particular Part 4.

4. MODEL RULES

This Constitution expressly displaces the model rules under the Act.

5. INTERPRETATION AND DEFINITIONS

5.1 Definitions

In this Constitution, unless the contrary intention appears:

Act means the *Associations Incorporation Reform Act 2012* (Vic) as amended or replaced from time to time.

Affiliated Member means a natural person recognised as a member by Netball Victoria and a Club or Team from time to time or otherwise recognised by the Association and an Affiliated Member.

Annual General Meeting means a meeting of Members convened in accordance with rule 11.

Association means Yarra Netball Association Inc. (formerly Richmond Netball Association Inc)

Board means the body consisting of the Directors under rule 17.2.

Club means a Netball club recognised by Netball Victoria as a member which consists of players who are all registered with Netball Victoria.

Committee means any committee of the Board created under rule 23.4 from time to time.

Constitution means this constitution of the Association as amended from time to time.

Delegate means a person appointed to represent a Club or Team at the General Meetings of the Association or other meetings.

Director means a member of the Board elected or appointed under rules 17 or 18.

Financial Year means the year ending on 31 December.

General Meeting means an Annual General Meeting together with any meeting of Members convened in accordance with rule 12.

Honorary Life Member means an individual appointed as a Life Member of the Association under clause 6.8

INF means the International Netball Federation, the international governing body for Netball, or its successors.

Member means any person recognized as a member of the Association by the Board under rule 6 from time to time.

Netball means the sport and game of Netball as determined by INF with such variations as may be recognised by Netball Australia or Netball Victoria from time to time.

Netball Australia means Netball Australia Limited (ABN 66 003 142 818) the governing body for Netball in Australia, or its successors.

Netball Victoria means the Victorian Netball Association Incorporated (trading as Netball Victoria), the governing body for Netball in Victoria, or its successors.

Official means any person recognised by the Association as an umpire or other official of the Association or of Netball Victoria.

President means the chairman of the Association elected in accordance with rule 17 from time to time.

Register means the register of Members kept in accordance with rule 8.

Regulations mean any regulations made by the Board under rule 37.

Relevant Documents means the records and other documents, however recorded compiled or stored, that relate to the Association and management of the Association and includes membership records, financial statements, financial records, and records and documents relating to transactions, dealings, business or property of the Association.

Secretary means the secretary of the Association elected in accordance with rule 17 from time to time.

Special Resolution has the same meaning as in the Act.

Team means a group of people registered to play as a netball team in a competition conducted by the Association which consists of players who are all registered with Netball Victoria.

5.2 Interpretation

In this Constitution:

- (a) a reference to a rule, regulation, schedule or annexure is to a rule, regulation, schedule or annexure of, or made under, this Constitution;
- (b) words importing the singular include the plural and vice versa;
- (c) words importing any gender include the other genders;
- (d) headings are for convenience only and shall not be used for interpretation;

- (e) words or expressions shall be interpreted in accordance with the provisions of the Act as they vary from time to time;
- (f) references to persons include natural persons, corporations and bodies politic, and any legal personal representatives, successors and permitted assigns of that person;
- (g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (h) expressions referring to "writing" shall unless the contrary intention appears, be construed as including references to printing, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

5.3 Enforceability

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision shall be read down for the purpose of that jurisdiction, if possible, so it is valid and enforceable. If it cannot be so read down the provision shall be severed to the extent of the invalidity or unenforceability. The remaining provisions of this Constitution and its validity or enforceability shall not be affected by the severance in any other jurisdiction.

PART II - MEMBERSHIP

6. MEMBERSHIP OF ASSOCIATION

6.1 Minimum number of members

The Association must have at least five Members.

6.2 Categories of Member

The Members shall be, and shall be divided into, the following categories:

- (a) Clubs, which shall be represented at General Meetings by one Delegate and each Delegate shall (subject to this Constitution) have the right to be present, to debate and to vote at General Meetings;
- (b) Teams which shall be represented at General Meetings by one Delegate and each Delegate shall (subject to this Constitution) have the right to be present, to debate and to vote at General Meetings;
- (c) Affiliated Members who shall not have the right to be present, to debate or to vote at General Meetings;
- (d) Honorary Life Members who shall have the right to be present, to debate and to vote at General Meetings;
- (e) Officials who shall have the right to be present and to debate but not to vote at General Meetings; and
- (f) such other category or categories of members as determined by the Board from time to time. All rights of any such category of Members, including any

rights to attend and vote at General Meetings, shall be as determined by the Board upon the creation of that category.

6.3 Application for membership - Club

- (a) A Netball Club whose players are registered players of Netball Victoria and which meets any other criteria set by the Board from time to time is eligible for membership of the Association.
- (b) An application for membership must be:
 - (i) in writing on the form prescribed from time to time by the Board (if any), from the applicant or its nominated representative and lodged with the Association;
 - (ii) accompanied by a copy of the applicant's constitution (which must be acceptable to the Association) and the applicant's register of Members; and
 - (iii) accompanied by the appropriate fee (if any).

6.4 Application for membership - Team

- (a) A Netball Team which is an unincorporated organisation or association with players who are all registered players of Netball Victoria and which meets any other criteria set by the Board from time to time is eligible for membership of the Association.
- (b) An application for membership must be:
 - (i) in writing on the form prescribed from time to time by the Board (if any), from the applicant or its nominated representative and lodged with the Association;
 - (ii) accompanied by the appropriate fee (if any); and
 - (iii) accompanied by confirmation that the players in the Team are registered with Netball Victoria.
- (c) For the avoidance of doubt, only those Teams which are Members at the time the General Meeting is held are entitled to vote at the General Meeting in accordance with clause 6.2(b).

6.5 Discretion to accept or reject application

- (a) The Association may accept or reject an application whether the applicant has complied with the requirements in clause 6.3 or 6.4 or not. The Association shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) Where the Association accepts an application, the applicant shall become a Member. Membership shall be deemed to commence upon acceptance of the application by the Association. The Secretary shall amend the Register accordingly as soon as practicable.

- (c) Where the Association rejects an application the Association shall refund any fees forwarded with the application and the application shall be deemed rejected by the Association.

6.6 Re-affiliation

- (a) Clubs must re-affiliate annually with the Association in accordance with the procedures set down by the Association from time to time.
- (b) Teams must re-affiliate with the Association each season (being a period determined by the Board) in accordance with the procedures set down by the Association from time to time.
- (c) Upon re-affiliation a Club must lodge with the Association an updated copy of its constitution (including all amendments) and must provide details of any change in its Delegate and any other information reasonably required by the Association.

6.7 Deemed Membership

- (a) All members which or who are, prior to the approval of this Constitution under the Act, members of the Association, shall be deemed Members from the time of approval of this Constitution under the Act.
- (b) Clubs and Teams shall provide the Association with such details as are reasonably required by the Association under this Constitution within 1 month of the approval of this Constitution under the Act.
- (c) Any members of the Association prior to approval of this Constitution under the Act, who are not deemed Members under clause 6.7(a) shall be entitled to carry on such functions analogous to their previous functions as are provided for under this Constitution.

6.8 Life Members

- (a) Honorary Life Membership of the Association may be awarded to an officer or past officer in recognition of his/her service to the Association.
- (b) The Board may recommend to a General Meeting that any natural person who satisfies the eligibility requirements in rule 6.8(a) be appointed as an Honorary Life Member.
- (c) A resolution of the General Meeting to confer honorary life membership (subject to clause 6.8(d)) on the recommendation of the Board must be an ordinary resolution.
- (d) A person must accept or reject the Association's resolution to confer honorary life membership in writing. Upon written acceptance, the person's details shall be entered upon the Register, and from the time of entry on the Register the person shall be an Honorary Life Member.

6.9 Effect of membership

All Members acknowledge and agree that:

- (a) this Constitution constitutes a contract between each of them and the Association and that they are bound by this Constitution and the Regulations;
- (b) they shall comply with and observe this Constitution and the Regulations;
- (c) by submitting to this Constitution and the Regulations they are subject to the jurisdiction of the Association;
- (d) this Constitution and Regulations are necessary and reasonable for promoting the purposes of the Association; and
- (e) they are entitled to all benefits, advantages, privileges and services of their membership as determined by the Board.

7. SUBSCRIPTIONS AND FEES

The annual membership subscription (if any) and any fees or other levies payable by Members to the Association, the time for and manner of payment, shall be as determined by the Board.

8. REGISTERS

8.1 Association to keep Register of Members

The Association shall keep and maintain a Register of Members in which shall be entered:

- (a) the full name and address of the Member;
- (b) the category of membership of the Member;
- (c) the date on which the Member became a Member;
- (d) whether the Member has been granted voting rights;
- (e) any other information determined by the Board; and
- (f) for each former Member, the date of ceasing to be a Member.

8.2 Inspection of Register

Inspection of the Register will be available as provided by the Act and in accordance with rule 36.2.

8.3 Register to be kept by Clubs

Clubs shall maintain, in a form acceptable to the Association and with such details as are required by the Board, a register of all members of the Club. Such register shall be available for inspection (including copying) by the Board upon reasonable request.

9. RESIGNATION OF MEMBERS

9.1 Notice of resignation

A Member who has paid all monies due and payable to the Association may resign from the Association by giving 30 days' notice in writing to the Association of such intention to resign provided that they also resign from any membership of Netball Victoria. Upon the expiration of that period of notice, the Member shall cease to be a member.

9.2 Expiration of notice period

Upon the expiration of a notice given under rule 9.1, an entry, recording the date on which the Member who gave notice ceased to be a Member, shall be recorded in the Register.

9.3 Resignation by failure to pay subscription

A Member is taken to have resigned if:

- (a) the Member's annual subscription or any other fee due to the Association or Netball Victoria is outstanding for more than 12 months; or
- (b) no annual subscription is payable:
 - (i) the Secretary has made a written request to the Member to confirm that he or she wishes to remain a Member; and
 - (ii) the Member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a Member.

Should a sufficient explanation be made to the Board for the failure to pay subscription or reason for not responding to a request, the Board shall have the power to restore the Membership upon payment of the amount due (if any).

9.4 Forfeiture of rights

A Member which ceases to be a Member, for whatever reason, shall forfeit all right in and claim upon the Association and its property.

10. DISCIPLINING MEMBERS

10.1 Grounds for taking disciplinary action

- (a) The Board may take disciplinary action against a Member in accordance with this rule 10 or refer the matter to Netball Victoria if it is determined that the Member:
 - (i) has failed to comply with this Constitution or the Regulations;
 - (ii) refuses to support the purposes of the Association;
 - (iii) the Member is a Club or Team and has played unregistered players, players from another Team or players not identified under the correct name; and
 - (iv) has acted in an unsportsmanlike, abusive or violent manner;

- (v) has acted in a manner unbecoming of a Member or engaged in conduct prejudicial to the interests of Netball Victoria, the Association or another Member; or
 - (vi) brought Netball, Netball Victoria, the Association, him/herself or another Member into disrepute.
- (b) Netball Victoria has the power to discipline Members on the above grounds in accordance with the procedures set down in the Netball Victoria constitution.

10.2 Disciplinary committee

- (a) If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a Member, the Board must appoint a disciplinary committee to hear the matter and determine what action, if any, to take against the Member.
- (b) The members of the disciplinary committee:
- (i) may be Board members, members of the Association or anyone else; but
 - (ii) must not be biased against, or in favour of, the Member concerned.

10.3 Notice to member

- (a) Before disciplinary action is taken against a Member, the Board must give written notice to the Member:
- (i) stating that the Association proposes to take disciplinary action against the Member;
 - (ii) stating the grounds for the proposed disciplinary action;
 - (iii) specifying the date, place and time of the meeting at which the disciplinary committee intends to consider the disciplinary action (the disciplinary meeting); and
 - (iv) advising the Member that he or she may do one or both of the following:
 - (A) attend the disciplinary meeting and address the disciplinary committee at that meeting; or
 - (B) give a written statement to the disciplinary committee at any time before the disciplinary meeting.
- (b) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

10.4 Decision of disciplinary committee

- (a) At the disciplinary meeting, the disciplinary committee must:
- (i) give the member an opportunity to be heard; and
 - (ii) consider any written statement submitted by the Member.

- (b) The Member is not entitled to legal representation at the disciplinary committee.
- (c) After complying with rule 10.4(a), the disciplinary committee may:
 - (i) take no further action against the Member;
 - (ii) reprimand the Member; or
 - (iii) suspend the membership rights of the Member for a specified period; or
 - (iv) expel the member from the Association.
- (d) The disciplinary subcommittee may not fine the member.
- (e) The suspension of membership rights or the expulsion of a Member by the disciplinary committee under this rule takes effect immediately after the vote is passed.

PART III- GENERAL MEETINGS

11. ANNUAL GENERAL MEETINGS

11.1 Annual General Meeting to be held

- (a) The Association shall convene and hold an Annual General Meeting of its Members annually in accordance with the Act.
- (b) The Annual General Meeting of the Association shall, subject to the Act and to rule 11.1, be convened at a time, date and at a venue to be determined by the Board.

11.2 Business

In addition to any business required to be transacted at the Annual General Meeting under the Act, the business of the Annual General Meeting may (but, for the avoidance of doubt, it does not have to) include the following:

- (a) confirmation of minutes of the previous Annual General Meeting;
- (b) President's report;
- (c) financial report;
- (d) election of office bearers; and
- (e) any other business of which notice is given in accordance with this Constitution.

11.3 Additional meetings

The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year. Any General Meeting other than an Annual General meeting is a special general meeting.

12. GENERAL MEETINGS

12.1 General Meetings may be held

The Board may, whenever it thinks fit convene a General Meeting of the Association and, where but for this rule more than fifteen months would elapse between Annual General Meetings, it shall convene a General Meeting before the expiration of that period.

12.2 Request for General Meetings

The Board shall convene a General Meeting upon receiving a request in writing provided the request:

- (a) is from not less than 20% of Club and Team Members that would be entitled to vote at such General Meeting;
- (b) states the object(s) of the meeting;
- (c) is signed by the Clubs and Teams making the request; and
- (d) is sent to the President.

12.3 Requisition of Special General Meetings

- (a) If the Board does not cause a Special General Meeting to be held within 1 month after the date on which the requisition is sent to the Association, the Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than 3 months after that date.
- (b) A Special General Meeting convened by Members under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Board.

12.4 Delegates

- (a) Each Club may be represented at a General Meeting by a Delegate. Delegates must register their attendance prior to or during the General Meeting.
- (b) Each Team may be represented at a General Meeting by a Delegate. Delegates must register their attendance prior to or during the General Meeting.
- (c) Each Delegate shall comply with the directions given by a resolution of the Club or Team appointing that Delegate, including in respect of voting.

13. NOTICE OF MEETINGS

13.1 Notice to be given for General Meetings

The Association shall, at least 21 days before the date fixed for holding a General Meeting, send to the Delegate of each Club and Team entitled to vote at such meeting and each Director a notice in writing stating the place, date and time and the nature of the proposed business to be transacted at the meeting. Notice may be given in any form permitted under rule 35..

13.2 Business of General Meeting

- (a) No business other than that set out in the notice convening the meeting shall be transacted at the General Meeting.
- (b) A Member desiring to bring any business before a meeting shall give at least 30 days' notice in writing of that business to the Association which shall include that business in a notice calling the next General Meeting after the receipt of the notice.

14. PROCEEDINGS AT MEETINGS

14.1 Quorum

- (a) No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings of the Association shall be 20 Members present in person (and, where appropriate, represented by their Delegates) and entitled to vote.
- (b) If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting:
 - (i) if convened upon the requisition of Clubs and/or Teams, shall be dissolved; and
 - (ii) in any other case, shall stand adjourned to:
 - (A) the same day in the next week at the same time and (unless Members are notified of an alternate venue) at the same place; or
 - (B) any date, time and place determined by the chairperson;and if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, those Members present shall constitute a quorum.

14.2 President to chair

The President shall chair each General Meeting of the Association. If the President is absent or is unwilling to act, then the Directors present shall elect one of their number to preside as chairperson at the meeting.

14.3 Chairperson may adjourn General Meeting

- (a) The chairperson of a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (b) Where a meeting is adjourned for 14 days or more, a notice of the adjourned meeting shall be given as in the case of the General Meeting. Except as provided in this rule, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

14.4 Attendance by use of technology not permitted

Members are not permitted to participate in a General Meeting by the use of technology and must be physically present if attending a General Meeting.

15. VOTING AT GENERAL MEETINGS

15.1 Voting rights

Subject to any other provision of this Constitution, at all General Meetings:

- (a) the only people entitled to vote are the Delegates; and
- (b) any other category of Member as determined by the Board in accordance with rule 6.2(e).

15.2 Voting procedure

Subject to this rule 15:

- (a) votes at a General Meeting shall be given in person by those present and entitled to vote;
- (b) all questions arising at a General Meeting shall be determined on a show of hands; and
- (c) in the case of an equality of votes on a question, the motion shall fail. Neither the President nor the chairperson of the meeting is entitled to exercise a second or casting vote.

15.3 Recording of determinations

When a declaration is made by the chairperson that a resolution has, on a show of hands, been carried, carried unanimously, carried by a particular majority or lost, then an entry to that effect in the minute book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

15.4 Poll at General Meetings

If a poll is demanded by the chairperson or any two Members, it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the chairperson directs. The result of the poll shall be the resolution of the meeting.

15.5 Proxy voting not permitted

Voting by proxy is not permitted.

15.6 Postal voting

Unless otherwise determined by the Board, there shall be no postal voting on any matter.

16. MINUTES OF GENERAL MEETINGS

16.1 Minutes to be recorded

The Board must ensure that minutes are taken and kept of each General Meeting.

16.2 Contents of minutes

The minutes must record:

- (a) the business considered at the meeting;
- (b) any resolution on which a vote is taken and the result of the vote; and
- (c) the names of persons present.

In addition, the minutes of each Annual General Meeting must include:

- (d) the financial statements submitted to the members in accordance with rule 11.2; and
- (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART IV – BOARD

17. BOARD

17.1 Powers of Board

The affairs of the Association shall be managed by the Board constituted under rule 17.2.

Subject to this Constitution and the Act, the Board:

- (a) shall control and manage the business and affairs of the Association;
- (b) may exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by this Constitution to be exercised by the members in General Meeting; and
- (c) has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association.

17.2 Composition of Board

The Board shall consist of

- (a) President; and
- (b) Vice President;
- (c) Honorary Secretary;
- (d) Treasurer;

who are each elected under rule 18, and

(e) up to 3 Directors who are appointed by the Board from time to time.

17.3 Term of office

Subject to rule 19, each Director shall take office from the conclusion of the Annual General Meeting at which they are elected and shall hold office until the conclusion of the next Annual General Meeting following their election.

17.4 Re-election of Directors and President

Directors are eligible for re-election.

17.5 Casual Vacancy

In the event of a casual vacancy in the office of any Director, the Board may appoint an Affiliated Member to the vacant office and the person so appointed may continue in office up to the end of the term of the Director they are replacing.

17.6 Appointed Director

- (a) The appointed Directors may have specific skills in commerce, finance, marketing, law or business generally or such other skills which complement the Board composition.
- (b) Appointed Directors may be appointed by the elected Directors under this Constitution for a term of 1 year which shall commence on a date to be determined by the Board.

18. ELECTION OF DIRECTORS

18.1 Call for nominations

The Board shall call for nominations for elected Directors at an appropriate time by sending notice to all Clubs and Teams in a manner determined by the Board.

18.2 Eligible candidates

- (a) Candidates must:
 - (i) be aged 18 years or over; and
 - (ii) reside in Australia.
- (b) Candidates cannot also be a Delegate.

18.3 Eligible nominations

Nominations of candidates for election as Directors must:

- (a) come from Affiliated Members;
- (b) be made in writing on the form provided by the Association from time to time (if any);
- (c) specify the office the candidate is being nominated for;

- (d) be signed by a Delegate and accompanied by the written consent of the nominee; and
- (e) be delivered to the President or person nominated by the Board by the date specified in the call for nominations.

18.4 Voting procedure

If:

- (a) no more than one nomination is received for an elected Director vacancy on the Board, the person nominated shall be declared elected;
- (b) no person is nominated for a n elected Director vacancy on the Board, then that vacancy will be deemed a casual vacancy under rule 17.5; and
- (c) the number of nominations for a n elected Director Board vacancy exceeds one, voting papers shall be prepared containing the names of the candidates in alphabetical order nominated for each vacant elected Director position on the Board. Voting shall be conducted at the Annual General Meeting in such a manner and by such a method as determined by the Board from time to time.

19. VACANCY ON THE BOARD

19.1 Grounds for Termination of Director

For the purposes of this Constitution, the office of a Director becomes vacant if the Director:

- (a) resigns their office by notice in writing given to the Association;
- (b) becomes bankrupt;
- (c) is subject to any sanction by Netball Victoria under the Netball Victoria constitution;
- (d) is directly or indirectly interested in any contract or proposed contract with the Association and, in the opinion of the Board, has deliberately, recklessly or negligently failed to declare the nature of his interest;
- (e) is removed from office in accordance with this Constitution;
- (f) dies or becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (g) would be prohibited from being a director of a company under the *Corporations Act 2001* (Cth); or
- (h) fails to attend three consecutive meetings of the Board without having previously obtained leave of absence in accordance with rule 20.8 or provided reasonable excuse for such absence.

19.2 Removal of Director

- (a) The Association in a General Meeting may by Special Resolution remove any Director before the expiration of their term of office and appoint another

Director in their place to hold office until the expiration of the term of the first mentioned Director.

- (b) Where the Director to whom a proposed resolution referred to in this rule 19.2 makes representations in writing to the President and requests that such representations be notified to the Members, the President may send a copy of the representations to each Club and Team and if they are not so sent, the Director may require that they be read out at the meeting, and the representations shall be so read.

20. QUORUM AND PROCEDURE AT BOARD MEETINGS

20.1 Convening a Board meeting

The Board shall meet as often as is deemed necessary for the dispatch of business. Subject to this Constitution, in particular this rule 20, the Board may regulate its meetings as it thinks fit.

20.2 Notice of Board meeting

- (a) Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced in writing or by their presence) not less than 2 days written notice of a Board meeting shall be given to each Director.
- (b) Written notice of each Board meeting, specifying the general nature of the business to be transacted, shall be served on each Director by:
 - (i) delivering it to that Director personally; or
 - (ii) sending it in writing, by facsimile or other means of electronic communication (subject to receiving appropriate confirmation that the notice has been effectively dispatched) in accordance with the Director's last notified contact details.
- (c) Notice may be given of more than one Board meeting at the same time.

20.3 Urgent Board meetings

- (a) In cases of urgency, a meeting may be held without notice being given in accordance with rule 20.1 provided that as much notice as practicable is given to each Director by the quickest means practicable.
- (b) Any resolution made at an urgent Board meeting must be passed by an absolute majority of the Board.

20.4 Quorum

A majority of the Directors constitute a quorum for the transaction of the business of a meeting of the Board.

20.5 Procedure where quorum is not present

No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week, or any date, time and place determined by the President.

20.6 Board may act notwithstanding any casual vacancy

The Board may act notwithstanding any casual vacancy. However, if there are casual vacancies in the office of a Director such that the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, those Directors may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum.

20.7 Procedures at Board meetings

At meetings of the Board:

- (a) the President shall chair the meeting. If the President is absent or unwilling to act, the Board shall appoint one of its members to chair the meeting;
- (b) questions arising at a meeting of the Board shall be determined on a show of hands or, if demanded by a Director, by a poll taken in such manner as the person presiding at the meeting may determine;
- (c) each Director present at a meeting of the Board (including the person presiding at the meeting) is entitled to 1 vote. In the event of an equality of votes on any question, the motion shall fail; neither the President nor chair may exercise a second or casting vote;
- (d) voting by proxy is not permitted;
- (e) a resolution in writing signed or assented to by facsimile or other form of electronic communication by all the voting members of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Directors; and
- (f) without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Board may be held where one or more of the Directors is not physically present at the meeting, provided that:
 - (i) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication;
 - (ii) notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board;
 - (iii) in the event that a failure in communications prevents condition (i) from being satisfied by that number of Directors which constitutes a quorum, and none of such Directors are present at the place where the meeting is deemed by virtue of the further provisions of this rule to be held then the meeting shall be suspended until condition (i) is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption the meeting shall be deemed to have terminated; and
 - (iv) any meeting held where one or more of the Directors is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Director is there present and if no Director is

there present the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.

20.8 Leave of absence

The Board may grant a Director leave of absence from Board meetings for a period not exceeding 3 months.

21. MATERIAL PERSONAL INTERESTS OF DIRECTORS

21.1 Material Personal Interests

A Director who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board and must not:

- (a) be present while the matter is being considered at the meeting; and
- (b) must not vote on the matter.

21.2 Authorised material personal interests

Rule 21.1 does not apply to a material personal interest that:

- (a) exists only because the Director belongs to a class of persons for whose benefit the Association is established; or
- (b) that the Director has in common with all, or a substantial proportion of the Members.

21.3 Notice of material personal interest

- (a) A general notice that a Director is to be regarded as having a material personal interest in a matter being considered is sufficient declaration for such Director and the said matter. After such general notice it is not necessary for such Director to give a special notice relating to the said matter.
- (b) It is the duty of the Secretary to record in the minutes any declaration made or any general notice given by a Director in accordance with this rule 21.

21.4 Conflicts

A Director notwithstanding the interest may be counted in the quorum present at any meeting but cannot vote in respect of any contract or arrangement in which the Director is interested. If the Director votes, the vote shall not be counted.

22. FINANCIAL INTERESTS OF DIRECTORS

22.1 Financial Interest

A Director is disqualified from:

- (a) holding any place of profit or position of employment in the Association, or in any company or incorporated association in which the Association is a shareholder or otherwise interested; or
- (b) contracting with the Association either as vendor, purchaser or otherwise,

except with express resolution of approval of the Board. Any contract or arrangement in which any Director is in any way interested which is entered into by or on behalf of the Association without the approval of the Board, will be voided for such reason.

22.2 Declaration of financial interest

The nature of the financial interest of such Director must be declared by the Director at the meeting of the Board at which the contract or arrangement is first taken into consideration if the interest then exists or in any other case at the first meeting of the Board after the acquisition of the interest.

22.3 Notice of financial interest

A general notice that a Director is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under this rule for such Director and the said transactions. After such general notice it is not necessary for such Director to give a special notice relating to any particular transaction with that firm or company.

It is the duty of the Secretary to record in the minutes any declaration made or any general notice as aforesaid given by a Director in accordance with this rule 22.

22.4 Conflicts

A Director notwithstanding the interest may be counted in the quorum present at any meeting cannot vote in respect of any contract or arrangement in which the Director is interested. If the Director votes, the vote shall not be counted.

23. DELEGATED POWERS

23.1 Board may delegate functions

- (a) The Board may, by instrument in writing, create, establish or appoint special committees, individual officers and consultants to carry out specific duties and functions.
- (b) In the establishing instrument, the Board may delegate such functions as are specified in the instrument, other than:
 - (i) this power of delegation; and
 - (ii) a function imposed on the Board by the Act, any other law, this Constitution, or by resolution of the Association in a General Meeting.

23.2 Revocation of amendment of delegated powers and decisions

At any time the Board may, by instrument in writing:

- (a) revoke wholly or in part any delegation made under clause 23.1; or
- (b) amend or repeal any decision made by a body or person under 23.1.

23.3 Procedure of delegated entity

The procedures for any entity exercising delegated power shall, subject to this Constitution and with any necessary or incidental amendment, be the same as that

applicable to meetings of the Board under clause 20. The entity exercising delegated powers shall make decisions in accordance with the Objects, and it shall promptly provide the Board with details of all material decisions. The entity shall also provide any other reports, minutes and information required by the Board.

23.4 Committees

As set out in rule 23.1, the Board may establish and delegate any of its functions, powers or duties (except this power to delegate) to such committees as it thinks fit. The Board may recall or revoke any such delegation or appointment and may amend or repeal any decision made by such committee.

23.5 Powers and duties of committees

The Board shall:

- (a) determine in writing the duties and powers afforded to any committee and the committee shall, in the exercise of such delegated powers, conform to any directions or Regulations that may be prescribed by the Board; and
- (b) appoint at least one Director to be the chair and a member of any committee so appointed.

24. DUTIES

24.1 General duties of the Board

The Board:

- (a) is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Board comply with this Constitution; and
- (b) must ensure that the Association complies with all requirements in the Act regarding financial statements.

24.2 General duties of Directors

Directors must:

- (a) as soon as practicable after being elected or appointed to the Board, become familiar with this Constitution and the Act; and
- (b) in addition to any duties imposed by this Constitution, perform any other duties imposed from time to time by resolution at a General Meeting.

24.3 Secretary

The Board will:

- (a) ensure that the Secretary must give the registrar notice of his or her appointment within 14 days after the appointment; and
- (b) if the position of secretary becomes vacant, appoint a person to fill that casual vacancy within 14 days after the vacancy arises.

24.4 Treasurer

The Treasurer must:

- (a) receive all moneys paid to or received by the Association;
- (b) issue receipts for moneys received (where appropriate) in the name of the Association;
- (c) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt;
- (d) make any payments authorised by the Board or by a General Meeting of the Association from the Association's funds;
- (e) ensure that the financial records of the Association are kept in accordance with the Act;
- (f) coordinate the preparation of the financial statements of the Association and their submission to the Annual General Meeting of the Association;
- (g) ensure that at least 1 other Director has access to the accounts and financial records of the Association; and
- (h) keep in their custody or under their control:
 - (i) the financial records for the current financial year; and
 - (ii) any other financial records as authorised by the Board.

24.5 Role of the board

The role of the Board includes but is not limited to:

- (a) grading of teams and players;
- (b) management of competitions and tournaments;
- (c) registration of players, grading of permits and transfer of players; and
- (d) (where the Association deems it appropriate) adjudication of disputes and protests and penalising Clubs and Teams for infringing rules in or relating to any Netball match.

25. MINUTES OF BOARD MEETINGS

The Board must ensure that minutes are taken and kept of each Board meeting. The minutes must record:

- (a) the business considered at the meeting;
- (b) any resolution on which a vote is taken and the result of the vote; and
- (c) any interest declared under rules 21 or 22.

PART V - MISCELLANEOUS

26. GRIEVANCE PROCEDURES

26.1 Parties to a grievance

The grievance procedure set out in this rule applies to disputes under this Constitution between:

- (a) a Member and another Member; or
- (b) a Member and the Association.

26.2 Grievance procedure

The parties to the dispute:

- (a) must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties; and
- (b) if the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

26.3 Mediation

The parties to the dispute must, in good faith, attempt to settle the dispute by mediation. The parties must share the cost of the mediator equally.

The mediator:

- (a) must be a person chosen by agreement between the parties; or
- (b) must be, in the absence of agreement:
 - (i) in the case of a dispute between a Member and another Member, a person appointed by the Board; or
 - (ii) in the case of a dispute between a Member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice);
- (c) may be an Affiliated Member;
- (d) must not be an Affiliated Member who is a party to the dispute;
- (e) in conducting the mediation, must:
 - (i) give the parties to the mediation process every opportunity to be heard;
 - (ii) allow due consideration by all parties of any written statement submitted by any party; and
 - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process; and

- (f) must not determine the dispute.

26.4 Procedure if mediation fails

If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

27. SOURCES OF FUNDS

The funds of the Association shall be derived from fees paid by Members, donations and such other sources as the Board determines from time to time.

28. MANAGEMENT OF FUNDS

28.1 Bank account

The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.

28.2 Expending funds

The Board may authorise the Treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the Board for each item on which the funds are expended.

29. APPLICATION OF INCOME

The income and property of the Association:

- (a) shall be applied solely towards the promotion of the purposes of the Association as set out in this Constitution; and
- (b) must not be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member, but this shall not preclude payment to a Member in good faith for expenses incurred or services rendered.

30. SIGNING OF NEGOTIABLE INSTRUMENTS

All cheques and other negotiable instruments shall be signed by two Directors or in such other manner approved by the Board from time to time.

31. REGISTERED ADDRESS

The registered address of the Association is:

- (a) the address determined from time to time by resolution of the Board; or
- (b) if the Board has not determined an address to be the registered address, the postal address of the Secretary.

32. ALTERATION OF CONSTITUTION

The Constitution cannot be altered except by Special Resolution.

33. DISSOLUTION

33.1 Voluntarily winding up

The Association may be wound up voluntarily by Special Resolution.

33.2 Effect of winding up

In the event of the Association being wound up:

- (a) the liability of the Members shall be limited to any outstanding monies due and payable to the Association. No other amount shall be payable by the Members; and
- (b) if upon winding up or dissolution of the Association, there remains, after satisfaction of all its debts and liabilities, any property, the same shall not be paid to or distributed amongst the Members, but shall be given or transferred to some other organisation having purposes similar to the purposes of the Association and which prohibits the distribution of its or their income and property among its or their members and which is also not carried on for the profit or gain to its members. Such body or bodies will be determined by the Members at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of Victoria as may have or acquire jurisdiction in the matter. Such body or bodies may include Netball Victoria or other Associations of Netball Victoria.

34. INDEMNITY

The Association shall indemnify every Director and employee of the Association:

- (a) out of the property and assets of the Association against any liability incurred by him/her in his/her capacity as Director or employee in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in relation to any such proceedings in which relief is granted to him or her by the Court; and
- (b) against all damages and costs (including legal costs) for which any such Director or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:
 - (i) in the case of a Director, performed or made whilst acting on behalf of and with the authority, express or implied of the Association; and
 - (ii) in the case of an employee, performed or made in the course of, and within the scope of his or her employment by the Association.

35. SERVICE OF NOTICES

35.1 Method of serving notice

Notices may be given to Members by sending the notice by:

- (a) post;
- (b) facsimile transmission; or

(c) by electronic mail,

to the Member's address or facsimile number or electronic mail address shown in the Register.

35.2 When notice is taken to have been delivered

Where a notice is sent:

- (a) by post, service of the notice shall be deemed to be effected at the time the letter would have been delivered in the ordinary course of post;
- (b) by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to the correct facsimile number; and
- (c) by electronic mail, service of the notice shall be deemed to be effected by properly addressing and upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.

36. CUSTODY OF BOOKS AND OTHER DOCUMENTS

36.1 Retention of documents

Except as otherwise provided in this Constitution, the Board shall provide for the retention of all books, minutes, documents and securities of the Association.

36.2 Inspection of documents

If requested by a Member, the Board must permit such Member to:

- (a) inspect:
 - (i) the rules of the Association; or
 - (ii) the minutes of each General Meeting;
- (b) upon written request and payment of a fee determined by the Board from time to time, obtain a copy of the documents listed at rule 36.2; and
- (c) subject to the Act, inspect the Register.

36.3 Restriction on inspection of documents

Subject to the Act and rule 36.2, no Member is entitled to inspect the accounts, books, securities and other Relevant Documents of the Association, unless authorised in writing by the Board.

37. REGULATIONS

37.1 Board may make and amend Regulations

The Board may make Regulations and alter, amend or rescind the same as occasions may require, and enforce penalties for their breach. Such Regulations shall have the same force and effect as this Constitution, but shall not be in any way

oppose or be in conflict with this Constitution. Such Regulations shall be available for inspection in the Association premises.

37.2 Notice of amendments to Regulations

Amendments, alterations, interpretation or other changes to Regulations shall be advised to Members by means of notice approved by the Directors. Notices shall be binding upon all Members.